

**Meeting of the Council of Governors
Thursday 23 September 2020 at 12:45 – 14:30
Microsoft Teams Meeting**

Vision: Working to Improve Lives

12:15 – CEO Briefing

PART ONE MEETING – HELD IN PUBLIC

AGENDA

| | | | | | |
|------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|----------------------------------------------|----------------------------------------------|----------------------------------|
| 1 | APOLOGIES FOR ABSENCE | SS | Verbal | Noting | 12:45 |
| 2 | DECLARATIONS OF INTEREST | SS | Verbal | Noting | 12:47 |
| 3 | WELCOME TO NEW GOVERNORS | SS | Verbal | Noting | 12:49 |
| EPUT Governor Training, Learning & Development Partnerships Mark Dale / Paula Grayson | | | | | 12:54 |
| 3 | MINUTES OF THE MEETING (PART 1) HELD ON 12 June 2020 | SS | Attached | Approval | 13:04 |
| 4 | ACTION LOG AND MATTERS ARISING | SS | Attached | Noting | 13:07 |
| 5 | TRUST UPDATES | | | | |
| (a) | Performance, Finance & Quality Report | SM | Attached | Noting | 13:10 |
| (b) | Report from the Chair | SS | Attached | Noting | 13:13 |
| (c) | Care Quality Commission (CQC) Update | SM | Attached | Noting | 13:16 |
| (d) | Annual Assurance Reports from the Chairs of the Board of Directors Standing Committees (i) Remuneration & Nomination Committee | SS | Attached | Noting | 13:19 |
| (e) | PLACE (Patient Led Assessments of the Care Environment) Results 2019 | MM | Attached | Noting | 13:22 |
| (f) | Mental Health & Community Health Services Transformation | NL | Attached | Discussion | 13:25 |
| 6 | GOVERNANCE ITEMS | | | | |
| (a) | Trust response to “ <i>Structure to align remuneration for chairs and non-executive directors of NHS Trusts</i> ” | SS | Attached | Approval | 13:30 |
| (b) | Standing Orders For The Council Of Governors | SM | Attached | Approval | 13:35 |
| (c) | Standing Orders For The Board Of Directors | SM | Attached | Noting | 13:38 |
| (d) | Council of Governors Procedures: (i) Significant Transactions (ii) Appointment of the External Auditor (iii) Monitoring Governor Attendance (iv) Engagement with the Board of Directors Policy & Procedure | ME ME ME ME | Attached Attached Attached Attached | Approval Approval Approval Approval | 13:41 13:44 13:47 13:50 |

| | | | | | |
|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|----------|----------|-------|
| (e) | Annual Review of Audit Services | AD | Attached | Approval | 13:53 |
| (f) | Standing Committee Assurance Reports: | | | | |
| | (i) Governance | ME | Attached | Noting | 13:56 |
| | (ii) Training & Development | PG | Attached | Noting | 13:59 |
| | (iii) Membership | JW | Attached | Noting | 14:02 |
| | (iv) Nominations | SS | Verbal | Noting | 14:05 |
| | (v) Remuneration | JJ | Attached | Noting | 14:08 |
| (g) | Elections to the Council of Governors | TB | Attached | Noting | 14:11 |
| (h) | Changes to the Council of Governors and membership of its Committees | CJ | Attached | Noting | 14:14 |
| (i) | Election of the Deputy Lead Governor | CJ | Attached | Noting | 14:17 |
| 7 | OTHER REPORTS | | | | |
| (a) | Quality Visits | CJ | Verbal | Noting | 14:20 |
| (b) | Lead and Deputy Lead Governor Update | JJ | Attached | Noting | 14:23 |
| (c) | GAC Report | JJ | Attached | Noting | 14:26 |
| 8 | ANY OTHER BUSINESS | SS | | | 14:29 |
| 9 | QUESTION & ANSWER SESSION FROM MEMBERS OF THE PUBLIC | | | | |
| 10 | 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 | | | | |
| 11 | DATE AND TIME OF NEXT MEETING 25 NOVEMBER 2020 at 16:30 – 18:30 - Arrangements TBC | | | | |
| 12 | DATES OF FUTURE MEETINGS TBC | | | | |

Professor Sheila Salmon
Chair

**Minutes of the Extra-Ordinary Council of Governors Meeting Held in Public
On Friday 12 June 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 |
| Keith Bobbin (KB) | Public Governor Essex Mid & South |
| Laurie Burton (LB) | Appointed Governor, Southend-on-Sea Council |
| Peter Cheng (PC) | Public Governor North East Essex & Suffolk |
| Dianne Collins (DC) | Public Governor Essex Mid & South |
| 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 |
| Sam Rakusen (SR) | Public Governor Essex Mid & South |
| Tracy Reed (TR) | Staff Governor Clinical |
| Sue Shinnick (SSh) | Appointed Governor, Thurrock Council |
| 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 |
| Judith Woolley (JW) | Public Governor Essex Mid & South |

In attendance:

| | |
|--------------------------|-------------------------------------------------------|
| Sally Morris (SM) | Chief Executive (for item 049/20) |
| Alison Davis (AD) | Non-Executive Director |
| Rufus Helm (RH) | Non-Executive Director |
| Manny Lewis (ML) | 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 |
| Jo Debenham (JD) | Head of Staff Engagement |
| Charlie Boshier (CB) | Quality Health |

045/20 APOLOGIES FOR ABSENCE

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

046/20 DECLARATIONS OF INTEREST

Signed Date

There were no declarations of interest.

PRESENTATION: Staff Survey – Charlie Boshier, Quality Health

CB delivered a presentation regarding EPUT Staff Survey results for 2019. He advised that Quality Health was a private organisation that delivered surveys on behalf of the Care Quality Commission (CQC) and NHS England / Improvement (NHSE/I) which included the staff survey. CB advised that the data included in the presentation represented results from the Staff Survey for the end of 2019.

CB presented a number of detailed slides containing the results of the staff survey broken down by theme. The following areas were highlighted:

- The response rate to the staff survey for EPUT had improved from 2018. This showed good engagement with staff, including senior managers taking action based on the results of the staff survey.
- The Trust Engagement score (7/10) had not changed from the previous year and was considered average for NHS organisations.
- The Trust scored well in staff feeling they were respected by colleagues at work. CB highlighted the question regarding staff feeling they have unrealistic timescales as this can be an important measure of staff morale.
- The Trust is above the sector average for questions relating to staff wishing to leave the organisation. The Trust also scored well for the quality of appraisals, which is positive as there is often a variation across the sector.
- The Trust scored above average for the sector for staff feeling they can deliver the care they aspire to. CB noted that this did not tally with the question for staff recommending the service to others where the Trust had scored below average for the sector.
- The Trust scored well for job satisfaction and it appeared that staff feeling their work was valued and being satisfied with their level of pay appeared to be improving.
- The Trust scored well for patient feedback which is a challenging area for organisations.
- The Trust received average scores across “Health & Wellbeing” and “Immediate Managers”. CB highlighted immediate managers taking positive interest in staff health and wellbeing as an area of potential focus.
- The Trust score for staff experiencing violence from senior managers / colleagues was very good. CB noted that staff experiencing violence from patients / service users appears to be decreasing, but is still above average for the sector.
- The Trust scored below average in relation to “advocacy” which related to staff recommending the Trust as a place to work or receive treatment. It had been suggested to the Board of Directors that this may be an area of focus.
- The Trust results for Equality and Diversity were below average for the sector. CB noted that there had been improvement for some of the questions, but scores were still low when compared to the sector.
- The Trust scored below average for the sector for bullying and harassment. CB advised that this was difficult to achieve a high score in a mental health environment.

CB advised that the Trust had achieved some mixed scores and there were areas highlighted for development. However, he advised that many scores have remained static which is positive in the current climate within the NHS. CB advised that a number of recommendations had been made to the Board of Directors as a result of the survey.

Signed Date

CB invited questions from the Council.

AWd commented that CB had mentioned during the presentation that the Trust had achieved average scores which was a positive. However, he felt that the Trust should be aiming to be better than average. AWd highlighted that score for bullying and harassment was disappointing and felt more action was required in this area.

JD advised that action was being taken to address issues relating to bullying and harassment. She advised that analysis had been undertaken to confirm the areas for improvement by directorate and individual action plans were being developed. The action plans were being taken forward, however, Covid-19 has delayed these being completed. JD advised that senior leadership of the Trust share the concerns relating to bullying and harassment and a future leadership event would be having a focus on the subject.

AWd asked whether governors would be kept informed of progress with the anti-bullying actions. JD confirmed she would bring a report to the Council in November 2020 updating on progress with the bullying and harassment actions.

KB queried whether the data relating to bullying and harassment includes racial abuse. JD confirmed that the data could be broken down and analysed by equality group.

RH commented that the data in the presentation did not appear to be consistent between where differences in percentages are considered “significant” or “not significant”. RH gave an example where a result had changed by a large number of percentage points and was considered “not significant” whereas another had changed by a single percentage point and was considered “significant”. RH asked if CB could explain what this meant.

CB advised that the “significant” and “not-significant” labels related to the range of responses for the individual question. So, if an answer provided a range of responses between 80% - 95% across the sector, a change of 2% may be considered more significant than if the data range had been between 90% - 95%,

ML commented that NEDs should be reviewing the data within the presentation in more depth. ML suggested JD attend the BoD Finance & Performance (F&P) Committee to allow a more in depth review in the areas where more focus is required. JD confirmed she would be happy to attend the F&P Committee to facilitate a deeper dive into the staff survey results.

ML commented that it was important to understand how the Trust compares with mental health organisations and the rest of the NHS. He felt there may be different action required depending on whether the issues was specific for the Trust or if it is a common theme across the NHS / mental health services. This would also include reviewing data across a number of years to understand if there has been an upward or downward trend in some areas.

CB advised that the point raised by ML was correct as if the Trust is compared with organisations operating in London, the picture would be very different.

SS queried whether there needs to be any strategic interventions for some of the results. ARQ agreed that the Staff Survey results could be taken to the People, Innovation & Transformation (PIT) Committee to see if there are any projects which could impact the findings of the staff survey.

Signed Date

PE queried the inclusion of a question within the staff survey relating to staff satisfaction with their levels of pay. She felt that most individuals completing the survey would feel they are not paid enough.

CB advised that most people answering the staff survey know they are on a pay scale and the answer given can potentially be an indicator of stress levels or level of support being received. ARQ felt that the majority of staff completing the survey would answer that they did not feel they are being paid enough and this does not necessarily relate to stress or lack of support. ARQ agreed with the point made by PE that it was difficult to see how this question was useful to include in the survey.

MD commented that there was work being undertaken to change culture and it was important for people to work together to ensure this is achieved. MD noted the importance of questions relating to staff feeling stressed as it was important to understand how levels of stress would affect patients. JD agreed and advised this was something that is reviewed internally on a regular basis, rather than awaiting the results of an annual survey. However, she advised it was important to focus on the areas for improvement raised by the staff survey to ensure improvements are made in all areas.

SS thanked CB for the presentation.

Actions:

- 1. Provide the Council of Governors with a report in November 2020 regarding progress with the Trust anti-bullying action plan. (JD).**
- 2. Undertake further in-depth analysis of staff survey results at the Finance & Performance Committee to see if any further action could be identified. (ML / JD).**
- 3. Discuss the Staff Survey results at the People, Innovation and Transformation Committee to identify any transformation projects that may impact on areas identified by the Staff Survey. (ARQ / JD).**

047/20 MINUTES OF THE PREVIOUS MEETINGS

The minutes of the meeting held on the 28 May 2020 were agreed with the following amendments:

- (Page 6, Paragraph 3): ARQ asked that the paragraph is changed to “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 and the proactive support from the Board would be vital in embedding F2SU across the organisation.”
- (Page 8, 036/20, Paragraph 2): “April 2019” should read “April 2020”

048/20 ACTION LOG AND MATTERS ARISING

The Action Log was reviewed. SS noted that there were no overdue actions and a number of actions were not yet due for completion.

FS highlighted the action relating to the Charitable Funds Committee Assurance Report. The report discussed at the Council of Governors meeting in May 2020 was incorrect and therefore a revised version had been circulated and embedded in the action log.

Signed Date

JW queried the action relating to confirming Governor involvement in the Executive Chief Finance Officer (ECFO) recruitment process, which confirmed the Lead Governor had been invited to participate in the Stakeholder Group. She asked whether another Governor should participate in the group or act as a deputy to the Lead Governor.

FS advised that the decision was made to have one Governor participating in the Stakeholder Group due to the size and focus of the group. She advised that the Council of Governors do not have a statutory role in the appointment of the ECFO and therefore more partners and individuals with financial expertise were included in the group to ensure a wide range of perspectives was gained.

SS asked whether JJ would be happy for a deputy to be included on the Stakeholder Group if he is not able to attend for any reason. JJ confirmed he would be happy for a deputy to attend if required as he had not been required to undertake any significant preparation in advance of the group.

JW queried whether any PLACE audits would be undertaken due to the current pandemic or if not, whether Estates were able to attend in the meantime to ensure these still take place. FS advised that visits to services were not currently taking place, but these would recommence once it has been deemed safe to do so. TB advised that the PLACE results for last year should have been received in May 2020. FS advised that the results had been received and were being analysed, with a report due to be presented to the Board of Directors.

049/20 NHS ENGLAND / IMPROVEMENT SELF-CERTIFICATION REQUIREMENTS 2019-20 – CONDITIONS T4 AND TRAINING OF GOVERNORS

SM presented a report providing the Council of Governors with the opportunity to express a view on the EPUT NHS England / Improvement (NHSI/E) Self-Certification for 2019/20 in respect of Licence Condition T4 Corporate Governance Statement and detailed requirement on Training of Governors.

SM invited Governors to provide any views on the FT4 positive declaration and send comments to the Trust Secretary by the 18 June 2020, to be advised to the Board of Directors at its extra-ordinary meeting on the 24 June 2020.

The Council of Governors received and noted the report.

Actions:

- 1. Governors to provide any comments on the FT4 positive declaration to the Trust Secretary by the 18 June 2020 (All).**

050/20 ANY OTHER BUSINESS

Governors Leaving Office

AWd commented that a document had been circulated with Governors terms of office, which had listed PC terms of office as due to expire this year. AWd did not feel this was correct. AWd advised that the document listed his own term of office due for review this year, whereas he felt it was up for review in 2021.

Signed Date

TB advised that the document circulated did not list PC's term of office ending this year. She advised that it was correct that AWd's term of office was due for review this year and not in 2021.

SS acknowledged that there were Governors present where this may be their last meeting as their terms of office were due to expire and may not wish to re-stand. If this is the case, SS thanked the Governors for their contributions. SS also acknowledged Roy Birch who was not seeking to re-stand and confirmed she had passed condolences to him in this difficult time.

Fire Training

JWd raised an issue that it was currently not possible to complete fire training face-to-face given the current Covid-19 restrictions. She queried whether there was any action the Trust had taken which could be used to show it had tried to ensure staff are fire trained given the CQC inspection which will take place this year.

FS advised that face-to-face Fire Training was due to restart in July. Priority is being given to staff that have never had fire training before. FS also advised that fire training is part of local induction, so any new starters will receive training on fire procedures in their local area.

051/20 DATE AND TIME OF NEXT MEETING

The next meeting of the Council of Governors will take place 30th September 2020 at 16.30.

SS advised that the date and time may change given the ongoing Covid-19 situation and will advise Governors of any changes once known.

The meeting closed at 16:05

Signed Date

ESSEX PARTNERSHIP UNIVERSITY NHS FT

**Council of Governors Meeting
Action Log (following Part 1 meeting held on 12 June 2020)**

| Lead | Initials | Lead | Initials | Lead | Initials |
|---------------|----------|--------------------|----------|--------------------------|----------|
| Sheila Salmon | SS | Alison Rose-Quirie | ARQ | Trust Secretary's Office | TSO |
| Paula Grayson | PG | Jo Debenham | JD | | |
| Faye Swanson | FS | Manny Lewis | ML | | |

| | |
|--------------------------------------------------|--|
| 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 42/20 | Confirm if Hertfordshire & West Essex STP paper is restricted by commercial confidence and circulate to Governors if possible | SS | Jun-20 | 30/6: Confirmation that the STP paper was still commercially sensitive and could not be circulated. 17/9: Updated document circulated to Governors that is due to be presented to the partnership meeting on the 18 September. | Closed | |
| | Governors to provide any comments on the FT4 positive declaration to the Trust Secretary by the 18 June 2020 | All | Jun-20 | No further comments received. | Closed | |
| May 037/20 | CoG Training & Development Committee to consider how the effectiveness of Governors can be evaluated.. | PG | Sep-20 | This was considered by the CoG Training & Development Committee. A presentation is due to be delivered at the CoG meeting in September 2020. | Closed | |
| | Identify training to be provided to individual groups of Governors and add to the Learning & Development Plan | PG / FS | Sep-20 | This was added to the Learning & Development Plan but has not been considered by the CoG T&D Committee. This will be discussed at the next meeting. | Open | |
| 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 | |

| Minutes Ref | Action | Owner | Dead - line | Outcome | Status Comp/ Open | RAG rating |
|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------------------------------------|------------------------------------------------------------------------------------------------------------|-------------------|------------|
| June Pres. | Provide the Council of Governors with a report in November 2020 regarding progress with the Trust anti-bullying action plan. | JD | Nov-20 | | Open | |
| | Undertake further in-depth analysis of staff survey results at the Finance & Performance Committee to see if any further action could be identified. | ML / JD | Nov-20 | 14/09: Confirmed a paper is being presented to the F&P Committee in September 2020. | Open | |
| | Discuss the Staff Survey results at the People, Innovation and Transformation Committee to identify any transformation projects that may impact on areas identified by the Staff Survey. | ARQ / JD | Nov-20 | | Open | |
| Feb AOB | Ensure name plates are available at future meetings. | TSO | May-20 Revised to Nov 20 | Meetings are currently being held virtually. Nameplates will be available once physical meetings re-start. | Open | |

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|----------------------------------------|-----------------------------------------------------------------------------------------------------|---------------------------|----------------|------------------|
| | | Agenda Item No: 5a | | |
| SUMMARY REPORT | Council of Governors PART 1 | 23 September 2020 | | |
| Report Title: | Performance, Finance and Quality Report | | | |
| Executive/Non-Executive Lead: | Sally Morris Chief Executive Officer | | | |
| Report Author(s): | Jan Leonard Director of ITT | | | |
| Report discussed previously at: | Executive Operational Steering Committee Finance and Performance Committee Board Of Directors | | | |
| Level of Assurance: | Level 1 | | Level 2 | ✓ Level 3 |

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| Purpose of the Report | |
| <p>The Board of Directors Scorecard confirms quality / performance “hotspots” agreed by the Finance and Performance Committee and presents a high level summary of performance against safer staffing levels, Oversight Framework performance, quality priorities, financial targets and CQC Action plans.</p> <p>The scorecard is provided to the Council of Governors to draw attention to the key issues that are being considered by the standing committees of the Board of Directors. The content has been considered by those committees and action is being taken where required.</p> | Approval |
| | Discussion |
| | Information |
| | ✓ |

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| Recommendations/Action Required |
| <p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1 Note the contents of the reports. 2 Request further information and / or action by Standing Committees of the Board as necessary. |

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| Summary of Key Issues |
| <p>Introduction</p> <p>Due to the current COVID-19 pandemic full performance reporting was suspended leaving focus on hotspots and national indicators. Indicators have been suspended during this time due to a large staff redeployment programme and the reduction of resource for validation and reporting.</p> <p>Information for all suspended indicators continues to be captured and monitored by other teams and services, and where possible via live dashboards and reports. With the continued monitoring of these indicators through other means, any risks identified continue to be highlighted to the organisation.</p> <p>Reporting began to resume gradually in August 2020 with full reporting expected again from September 2020.</p> <p>Hotspots</p> <p>One hotspot (variance against target/ambition) has been identified as at the end of June 2020 and is summarised in the Hotspots Scorecard:</p> <ul style="list-style-type: none"> • Timeliness of Data Entries (MH South Locality) <p>Oversight Framework</p> <p>This is a summary of performance in respect of all metrics monitored by NHS Improvement (via the Oversight Framework) as at June 2020, previously this was known as the Single Oversight Framework.</p> <p>In the Oversight Framework Scorecard no hotspots have been identified.</p> <p>Safer Staffing</p> <p>EPUT Safer Staffing has been identified as a potential risk by the CQC. In June there were no hotspots identified in the Safer Staffing scorecard.</p> |

Summary of Key Issues

CQC Scorecard

There are currently no hotspots identified within the CQC scorecard.

The CQC Action Plan has been revised and redeveloped to ensure it is reflective of the current position of the Trust. This CQC progress is now monitored as a Reset Action Plan.

Finance Scorecard

One hotspot has been identified within the Finance scorecard:

- Cost Improvement Programmes

The CIP Programme is affected by the response to COVID-19 and the emergency finance regime.

Where performance is under target, action is being taken and is being overseen and monitored by standing committees of the Board of Directors.

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? | Yes |
| If yes, insert relevant risk | BAF6 BAF9 BAF10 BAF13 BAF20 BAF32 BAF33 BAF34 BAF35 BAF36 |
| 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 |

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 | |

| | |
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| 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 | | | |
|------------------------------------------|---------------------------------------|-------|---------------------------------------------|
| ALOS | Average Length Of Stay | FRT | First Response Team |
| AWoL | Absent without Leave | FTE | Full Time Equivalent |
| CCG | Clinical Commissioning Group | IAPT | Improving Access to Psychological Therapies |
| CHS | Community Health Services | MHSDS | Mental Health Services Data Set |
| CPA | Care Programme Approach | NHSI | NHS improvement |
| CQC | Care Quality Commission | OBD | Occupied Bed days |
| CRHT | Crisis Resolution Home Treatment Team | OT | Outturn |
| CWP | Connecting with People | YTD | Year To Date |
| EIP | Early Intervention in Psychosis | PHSO | Public Health Service Ombudsman |
| FEP | First Episode of Psychosis | PICU | Psychiatric Intensive Care Unit |
| FFT | Friends and Family Test | RAG | Red-Amber-Green |
| RWB | Recovery & Well-Being Team | RTT | Referral to Treatment |
| RD | Recovery Date | | |

| Supporting Documents and/or Further Reading |
|----------------------------------------------------|
| Integrated Quality & Performance Scorecards |

| Lead |
|-------------------------------------------------------|
| Sally Morris Chief Executive Officer |

Council of Governors
EPUT Integrated Quality and Performance Score Cards
June 2020



Report Guide

Use of Hyperlinks

Hyperlinks have been added to this report to enable electronic navigation. Hyperlinks are highlighted with an underscore (usually blue or purple colour text), when a hyperlink is clicked on, the report moves to the detailed section. The back button can also be used to return to the previous place in the document.

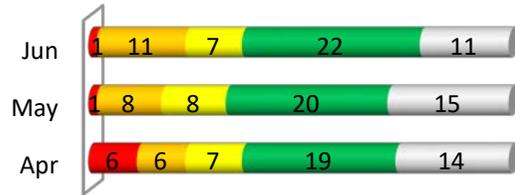
How is data presented?

Data is presented in a range of different charts and graphs which can tell you a lot about how our Trust is performing over time. The main chart used for data analysis is a Statistical Process Chart (SPC) which helps to identify trends in performance a highlight areas for potential improvement. Each chart uses symbols to highlight findings and following analysis of each indicator an assurance RAG (Red, Amber, Green) rating is applied, please see key below:

| Statistical Process Control (Trend Identification) | | | | | |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|
| Variation | | | Assurance | | |
| | | | | | |
| Common Cause – no significant change | Special Cause or Concerning nature or higher pressure due to (H)igher or (L)ower values | Special Cause of improving nature of lower pressure due to (H)igher or (L)ower values | Variation indicates inconsistently hitting and passing and falling short of the target | Variation indicators consistently (P)assing the target | Variation Indicates consistently (F)alling short of the target |
| Assurance (How are we doing?) | | | | | |
| | | | | | |
| Meeting Target EPUT is achieving the standard set and performing above target/benchmark | Emerging Risk EPUT is performing under target in current month/ Emerging Trend | Hot Spot EPUT are consistently or significantly performing below target/benchmark / SCV noted / Target outside of UCL or UCL | Variance Trust local indicators which are at variance as a whole or have single areas at variance / at variance against national position | For Note These indicate data not currently available, a new indicator or no target/benchmark is set | Trend Depicts current trend and colour coded accordingly |

SECTION 1 - Performance Summary

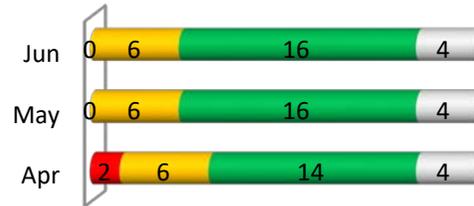
Hotspots Summary of Quality and Performance Indicators (Pg 6)



June Hotspots

- 2.3 Timeliness of Data Entry (Pg 6)

Summary of Oversight Framework Indicators (Pg 7)



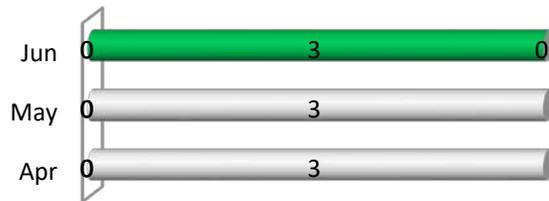
No hotspots are identified within the Oversight Framework.

Summary of Safer Staffing Indicators (Pg 18)



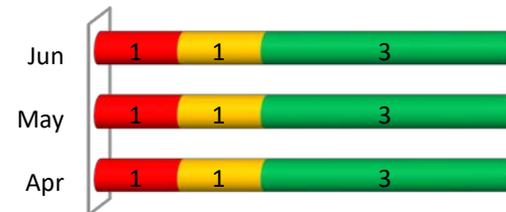
No hotspots identified within the Safer Staffing scorecard.

CQC Summary (Pg 20)



No hotspots are identified within the CQC Summary.
The CQC Action Plan has been revised and redeveloped to ensure it is reflective of the current position. This CQC progress is now monitored as a Reset Action Plan.

Finance Summary (Pg 22)



June Hotspots

- Cost improvement Programmes

SECTION 2 - EPUT Quality and Performance Reporting Hot Spots Scorecard

For Note:

- MH Serious Incidents: In June there were 11 Mental Health serious incidents within the Trust, this represents an increase from our position in May however overall EPUT is continuing to see a reducing trend.
- CHS Serious Incidents: Zero Community Health serious incidents were reported in June and year to date, and there is no significant trend following analysis.

[Click here to return to Summary](#)

| Effective Indicators | | | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----|----------------------------|---------|----------------------------------|---------------|
| RAG | Ambition / Indicator | Position M3 | | Trend | Nat RAG | Narrative | Recovery Date |
| | | Perf | RAG | | | | |
| <div style="font-size: 2em; color: red; margin-bottom: 10px;">●</div> <p>Committee: FPC Indicator: Local Data Quality RAG: TBC</p> | <p>2.1 Timeliness of Data Entry</p> <p>Hotspot Timeliness of Data Entry has again increased to a hotspot risk as Mobius MH data has reduced to 92.8% in June.</p> <p>Data Entry MH services (on Mobius) achieved 92.8% in June 20 against target of 95%. Trend analysis shows improvement had been made against this target in April and May. In June there were six (out of 11) MH Services below target. There is one service below 90%.</p> <p>Late data entry has a significant impact on Trust reported performance and internal figures being at variance with national figures. Timeliness of Data Entry is monitored on a weekly basis via reports that are displayed on the Intranet, the Performance team work with those staff who have missing Diary Sheet entries for the days showing on the report.</p> <p>This indicator is measuring the % of Diary Sheets that have been submitted for the period. This indicator is dependent on teams ensuring the staff within the team are correct along with the days they work, this prevents the process believing there is activity missing when there isn't due to incorrect days submitted for the staff member.</p> | | | | | | |
| | <p>2.2.2 Timeliness of data entry - Continuation Sheets Completed (Mobius) Target 95%</p> | 92.8% | ● | <p>Above Target = Good</p> | ● | Improvement in April & May noted | N/A |

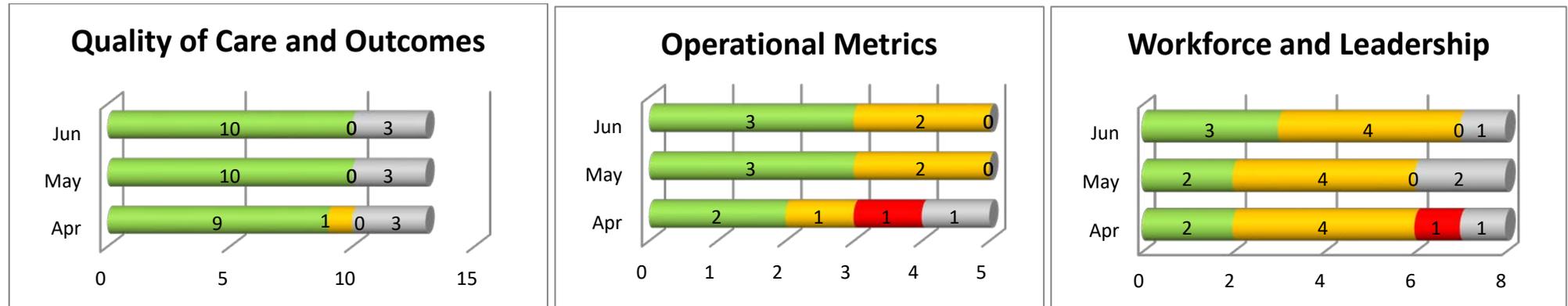
[Click here to return to Summary](#)

SECTION 3 – Oversight Framework

[Click here to return to Summary](#)

Summary

Please note the national Oversight Framework was revised in August 2019. Not all indicators have been issued with a target. Where there is a national target or benchmark this has been used to assess if potentially an emerging risk (colour coded Amber) or risk (colour coded red). The Oversight Framework highlighted that an indicator will be a cause for concern only if below targets set for 2 months therefore indicators have only been indicated as a risk if below for 2 months.

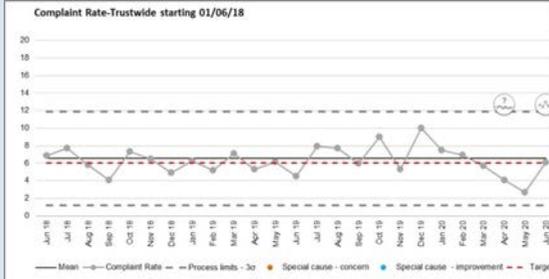


Hotspots

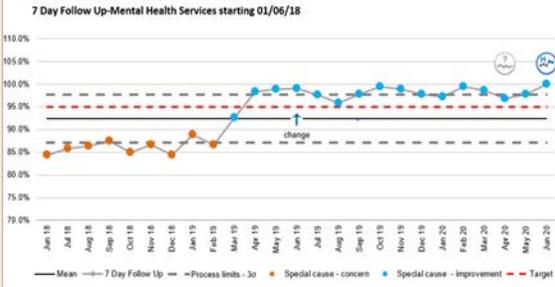
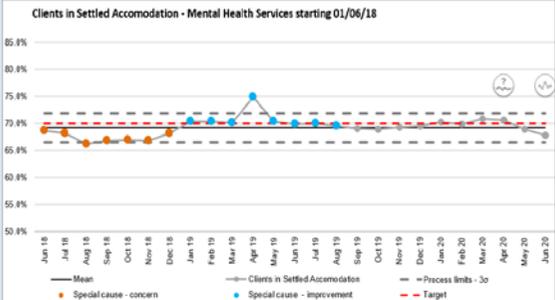
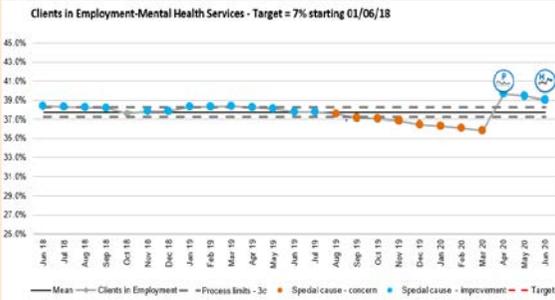
There are no Oversight Framework hotspots identified for June 2020.

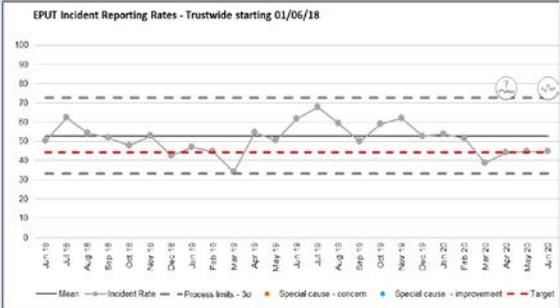
Emerging Risks (6 emerging risks)

- Data Quality Maturity Index (DQMI)
- Out of Area Placements
- Staff Survey indicators (4)

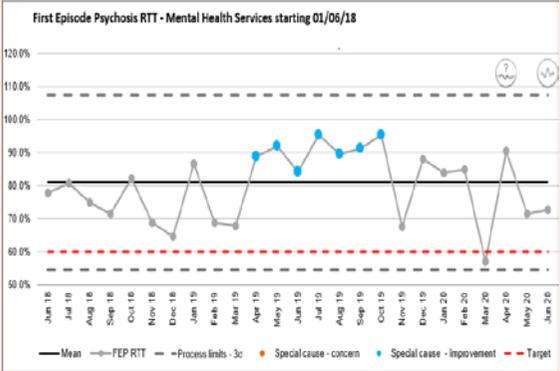
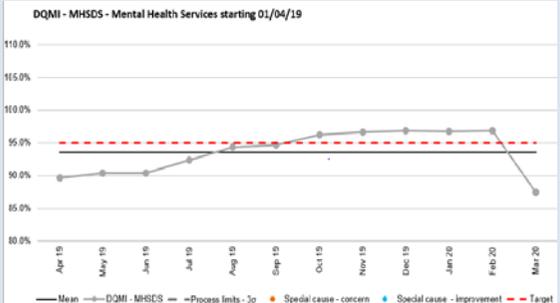
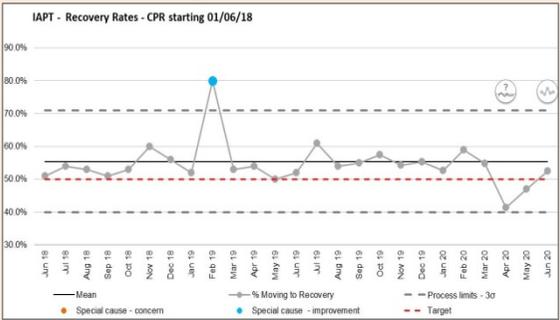
| Quality of Care and Outcomes | | | | | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------|---------------|
| RAG | Ambition / Indicator | Position M3 | | Trend | Nat RAG | Narrative | Recovery Date |
| | | Perf | RAG | | | | |
| 5.1 CQC Rating  Committee: FPC Data Quality RAG: Green | CQC rating of Good or above (no target set) | Good |  | Achieved overall "Good" with Outstanding for Caring Oct 2019 | | | N/A |
| 4.1 Complaints  Committee: FPC Data Quality RAG: Green | Written Complaint Rate (no target set) | 6.1 |  | Below Target = Good  |  | An improving emerging trend of reduction | N/A |
| 5.6 Staff FFT  Committee: FPC Data Quality RAG: Green | Staff Friends and Family Test % recommended – care (extremely likely or likely to recommend) Target 74% | |  | |  | Indicator suspended nationally over Covid period | N/A |
| 1.1 Never Event  Committee: Quality Data Quality RAG: | Occurrence of a Never Event in last 6 months (no target set) | 0 |  | Year to Date 0 |  | Monitored over six-month rolling period | N/A |

| Quality of Care and Outcomes | | | | | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------|---------------|
| RAG | Ambition / Indicator | Position M3 | | Trend | Nat RAG | Narrative | Recovery Date |
| | | Perf | RAG | | | | |
| Blue | | | | | | | |
| 3.1 Patient MH Survey  Data Quality RAG: Green | CQC community mental health survey (no target set) | |  | EPUT achieved the same or better in all 11 domains in the 2019 survey |  | Action plan in place and all actions within timescales | N/A |
| 3.3.1 Patient FFT MH  Committee: Quality Data Quality RAG: Green | Mental health scores from Friends and Family Test – % positive (extremely likely or likely to recommend) Target = 88.3% | |  | | | Publication suspended over Covid period | N/A |
| 3.3.2 Patient FFT CHS  Committee: Quality Data Quality RAG: Green | Community scores from Friends and Family Test – % positive (extremely likely or likely to recommend) Target = 96% | |  | |  | Publication suspended over Covid period | N/A |

| Quality of Care and Outcomes | | | | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------|---------------|
| RAG | Ambition / Indicator | Position M3 | | Trend | Nat RAG | Narrative | Recovery Date |
| | | Perf | RAG | | | | |
| 2.8.1 7 Day Follow Up  Committee: Quality Data Quality RAG: Green | 95% of people on Care programme approach (CPA) are followed up within 7 days of discharge from hospital Target 95% | 100% |  | Below Target = Good  |  | Trend analysis shows Special Cause Variation of improving nature | N/A |
| 2.4 Settled Accomodation  Committee: Quality Data Quality RAG: Green | % clients in settled accommodation (no target set) LA Target 70% | 67.8% |  | Trend above Target = Good  |  | Below target in June 2020. Reduction in Paris data noted (67.0% in June) | N/A |
| 2.5 Employment  Committee: Quality Data Quality RAG: Green | % clients in employment (no target set) LA Target 7% | 39.0% |  | Trend above Target = Good  |  | Assurance indicates consistently meeting target. | N/A |

| Quality of Care and Outcomes | | | | | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------|-------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| RAG | Ambition / Indicator | Position M3 | | Trend | Nat RAG | Narrative | Recovery Date |
| | | Perf | RAG | | | | |
| 1.8 Patient Safety Incidents  Committee: Quality Data Quality RAG: Amber | Potential under-reporting of patient safety incidents Target >44.33 | 44.8 |  | Trend above Target = Good  |  | No significant trend noted however performance is inconsistent. A 6 monthly audit refreshed the data, therefore the stable numbers observed in Q1 are likely to change. CQC Insight Report April 2020: Mar 19 – Feb 20 Potential Under Reporting of Incidents shows EPUT with a ratio of 0.4, above National average of 0.2. | N/A |
| 1.15 Under 16 Admissions  Committee: FPC Data Quality RAG: Green | Admissions to adult facilities of patients under 16 years old | 0 |  | Zero admissions in June and YTD. |  | | N/A |

[Click here to return to Summary](#)

| Operational Metrics | | | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| RAG | Ambition / Indicator | Position M2 | | Trend | Nat RAG | Narrative | Recovery Date |
| | | Perf | RAG | | | | |
| 4.6 First Episode Psychosis  Committee: Quality Data Quality RAG: Green | >56% of people with a first episode of psychosis (FEP) begin treatment with a NICE-recommended care package within two weeks of referral | 72.7% |  | Trend above Target = Good  |  | Target changed effective April 20 (from 56% to 60%) 6 / 22 Breached in June : 1 / 2 Mid Essex CCG 1 / 2 North East Essex CCG 1 / 6 West Essex CCG 1 / 4 Basildon & Brentwood CCG 1 / 2 Southend CCG 1 / 3 Thurrock CCG Teams are currently experiencing issues with clients engaging via Video Calls during COVID19 pandemic | N/A |
| 2.2 DQMI  Committee: FPC Data Quality RAG: TBC Green | Data Quality Maturity Index (DQMI) – MHSDS dataset score above 95% Target 95% | 87.5% |  | Trend above target = good  |  | Reduction in compliance due to seven new fields required in the national submission, that are included in the overall score from March 2020 | Dec 20 |
| 2.16.3/4 IAPT Recovery Rates  Committee: FPC Data Quality RAG: Green | Improving Access to Psychological Therapies (IAPT) /talking therapies 50% of people completing treatment who move to recovery Target 50% | CPR 52.5% |  | Trend above target = Good  |  | In April the IAPT service saw a higher than usual rate of self-discharges mid therapy. This was due to patient concerns around Covid-19. | Part of Reset Plan |

| Operational Metrics | | | | | | | |
|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|-----|-------------------------------|---------|------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| RAG | Ambition / Indicator | Position M2 | | Trend | Nat RAG | Narrative | Recovery Date |
| | | Perf | RAG | | | | |
| | | | | Trend above target = Good | | In April the IAPT service saw a higher than usual rate of self-discharges mid therapy. This was due to patient concerns around Covid-19. | |
| | | SOS 39% | ● | | ● | | |
| 2.16.5/6 IAPT Waiting Times Committee: FPC Data Quality RAG: Green | Improving Access to Psychological Therapies (IAPT)/talking therapies b. waiting time to begin treatment: i) 75% within 6 weeks ii) 95% within 18 weeks | i) 100% | ● | Trend above target = Good | ● | Consistently passing target | N/A |
| | | ii) 100% | ● | Trend above target = Good | ● | | |

| Operational Metrics | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| RAG | Ambition / Indicator | Position M2 | | Trend | Nat RAG | Narrative | Recovery Date | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | Perf | RAG | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>4.5 Out of Area Placements</p> <p>●</p> <p>Committee: FPC Data Quality RAG: Amber</p> | <p>Continued reduction in Out of Area Bed days to 0 by 2020/21</p> | 104 | ● | <p>Below Target = Good</p> <p>Out of area Placements - Trustwide starting 01/06/18</p> <table border="1"> <caption>Approximate data from the chart</caption> <thead> <tr> <th>Month</th> <th>OOA</th> <th>Mean</th> <th>Target</th> </tr> </thead> <tbody> <tr><td>Jan 18</td><td>200</td><td>200</td><td>200</td></tr> <tr><td>Feb 18</td><td>250</td><td>200</td><td>200</td></tr> <tr><td>Mar 18</td><td>400</td><td>200</td><td>200</td></tr> <tr><td>Apr 18</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>May 18</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Jun 18</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Jul 18</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Aug 18</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Sep 18</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Oct 18</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Nov 18</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Dec 18</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Jan 19</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Feb 19</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Mar 19</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Apr 19</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>May 19</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Jun 19</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Jul 19</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Aug 19</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Sep 19</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Oct 19</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Nov 19</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Dec 19</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Jan 20</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Feb 20</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Mar 20</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Apr 20</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>May 20</td><td>100</td><td>200</td><td>200</td></tr> <tr><td>Jun 20</td><td>100</td><td>200</td><td>200</td></tr> </tbody> </table> | Month | OOA | Mean | Target | Jan 18 | 200 | 200 | 200 | Feb 18 | 250 | 200 | 200 | Mar 18 | 400 | 200 | 200 | Apr 18 | 100 | 200 | 200 | May 18 | 100 | 200 | 200 | Jun 18 | 100 | 200 | 200 | Jul 18 | 100 | 200 | 200 | Aug 18 | 100 | 200 | 200 | Sep 18 | 100 | 200 | 200 | Oct 18 | 100 | 200 | 200 | Nov 18 | 100 | 200 | 200 | Dec 18 | 100 | 200 | 200 | Jan 19 | 100 | 200 | 200 | Feb 19 | 100 | 200 | 200 | Mar 19 | 100 | 200 | 200 | Apr 19 | 100 | 200 | 200 | May 19 | 100 | 200 | 200 | Jun 19 | 100 | 200 | 200 | Jul 19 | 100 | 200 | 200 | Aug 19 | 100 | 200 | 200 | Sep 19 | 100 | 200 | 200 | Oct 19 | 100 | 200 | 200 | Nov 19 | 100 | 200 | 200 | Dec 19 | 100 | 200 | 200 | Jan 20 | 100 | 200 | 200 | Feb 20 | 100 | 200 | 200 | Mar 20 | 100 | 200 | 200 | Apr 20 | 100 | 200 | 200 | May 20 | 100 | 200 | 200 | Jun 20 | 100 | 200 | 200 | ● | <p>Out of Area Placements has been downgraded to an Emerging Risk due to trend analysis showing a reducing number of OOA placement Occupied Bed Days however, this is in part due to the current COVID19 pandemic. In June EPUT placed one new client out of Area (PICU), Four remain (two in locked Rehab & two in PICU) OOA at the end of June. No patients were repatriated in June. The total Occupied bed days for all out of area placements in June was 104.</p> <p>Action plan is in place to address OOA placements in addition to the Flow & Capacity principles and daily SITREPS.</p> <p>It has been noted that Locked Rehab will not be counted towards this figure going forward.</p> <p>The Phase 3 return for the Trust confirms the approach of 85% bed capacity for social distancing, this increases the risk of need for OOA in the event of a covid driven demand surge.</p> | N/A |
| Month | OOA | Mean | Target | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jan 18 | 200 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Feb 18 | 250 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mar 18 | 400 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Apr 18 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| May 18 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jun 18 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jul 18 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Aug 18 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sep 18 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Oct 18 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nov 18 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dec 18 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jan 19 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Feb 19 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mar 19 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Apr 19 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| May 19 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jun 19 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jul 19 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Aug 19 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sep 19 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Oct 19 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nov 19 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dec 19 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jan 20 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Feb 20 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mar 20 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Apr 20 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| May 20 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jun 20 | 100 | 200 | 200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| Workforce and Leadership | | | | | | | |
|-----------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|----------------------------------------|-----|----------------------------|---------|----------------------------------------------------------------------------|---------------|
| RAG | Ambition / Indicator | Position M3 | | Trend | Nat RAG | Narrative | Recovery Date |
| | | Perf | RAG | | | | |
| <p>5.3.1 Staff Sickness</p> <p>●</p> <p>Committee: FPC Data Quality RAG: TBC</p> | <p>Staff Sickness Rates (no target set)</p> <p>MH Benchmark 6%</p> | <p>May 4.8%</p> <p>June Draft 4.3%</p> | ● | <p>Below Target = Good</p> | ● | | N/A |
| <p>5.2.2 Turnover</p> <p>●</p> <p>Committee: FPC Data Quality RAG: Blue</p> | <p>Staff turnover rates (no target set)</p> <p>(Benchmark 2017/18 MH 12%/CHS 12.1%)</p> <p>EPUT Target <12%</p> | 10.6% | ● | <p>Below Target = Good</p> | ● | Special Cause of improving nature of lower pressure due to (L)ower values. | N/A |
| <p>5.7.3 Temporary Staff</p> <p>●</p> <p>Committee: FPC Data Quality RAG: Blue</p> | <p>Proportion of temporary staff Agency staff costs (no target set)</p> | 5.9% | ● | <p>Below Target = Good</p> | N/A | No significant trend noted | N/A |

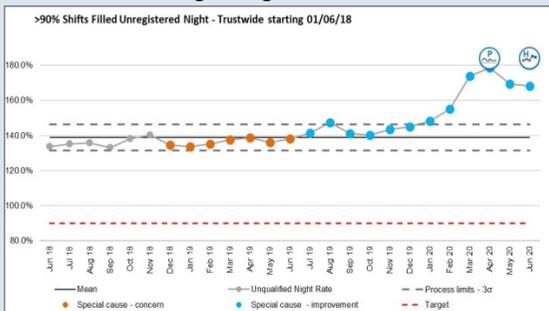
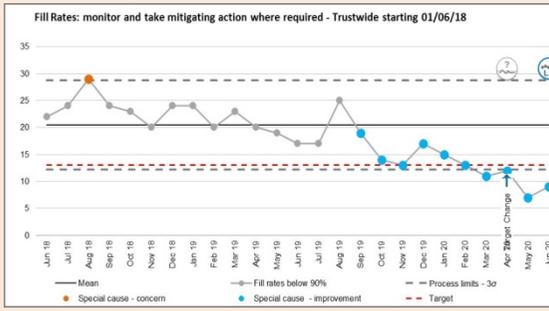
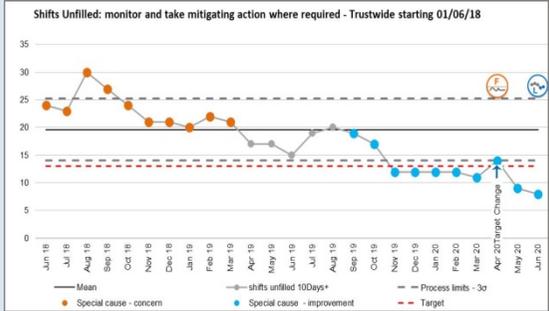
| Workforce and Leadership | | | | | | | | |
|--------------------------|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-------|---------|-----------|---------------|--|
| RAG | Ambition / Indicator | Position M3 | | Trend | Nat RAG | Narrative | Recovery Date | |
| | | Perf | RAG | | | | | |
| | | months | | | | | | |
| | | Trusts in lowest third across the sector will represent a concern | | | | | | |
| | | Inclusion (2) The BME leadership ambition (WRES) re executive appointments. Trusts in lowest third across the sector will represent a concern | | | | | | |
| | | This indicator will form part of the Workforce Race Equality Action Plan (This is due to be devised in the summer 2020 when new set of WRES results become available). | | | | | | |



SECTION 4 – Safer Staffing Summary

[Click here to return to summary page](#)

| Safer Staffing | | | | | | | |
|----------------|------------------------|-----------------------------------------------------------|--------|-------|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| RAG | Ambition / Indicator | Position M3 | | Trend | Nat RAG | Narrative | Recovery Date |
| | | Perf | RAG | | | | |
| ● | Day Qualified Staff | We will achieve >90% of expected day time shifts filled. | 102.5% | ● | ● | <p>Trend above target = good</p> <p>The following wards were below target in June: Nursing Homes: Clifton Lodge Older: Ruby</p> | N/A |
| ● | Day Un-Qualified Staff | We will achieve >90% of expected day time shifts filled. | 143.5% | ● | ● | <p>Trend above target = good</p> <p>The following wards were below target in June: Older: Kitwood CHS: Avocet & Poplar</p> | N/A |
| ● | Night Qualified Staff | We will achieve >90% of expected night time shifts filled | 100.1% | ● | ● | <p>Trend above target = good</p> <p>The following wards were below target in June: Older Adult: Kitwood, Henneage, & Gloucester Nursing Homes: Rawreth Court CHS: Poplar</p> | N/A |

| Safer Staffing | | | | | | | |
|----------------|---------------------------------------------------------------------------------------------|-------------|-----|-----------------------------------------------------------------------------------------------------------------|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| RAG | Ambition / Indicator | Position M3 | | Trend | Nat RAG | Narrative | Recovery Date |
| | | Perf | RAG | | | | |
| ● | Night Un-Qualified Staff We will achieve >90% of expected night time shifts | 168.1% | ● | Trend above target = good  | ● | The following ward was below target in June: Adult: Kelvedon | N/A |
| ● | Fill Rate We will monitor fill rates and take mitigating action where required | 9 | ● | Below Target = Good  | ● | The following wards had fill rates of <90% in June: Adult: Kelvedon Older Adult: Gloucester, Henneage, Kitwood, & Ruby Nursing Homes: Clifton Lodge & Rawreth Court CHS: Avocet & Poplar | N/A |
| ● | Shifts Unfilled We will monitor fill rates and take mitigating action where required | 8 | ● | Below Target = Good  | ● | The following wards had more than 10 days without shifts filled in June: Adult: Kelvedon Older Adult: Kitwood, Ruby, & Henneage Nursing Homes: Clifton Lodge & Rawreth Court CHS: Avocet & Poplar | |

SECTION 5 – CQC

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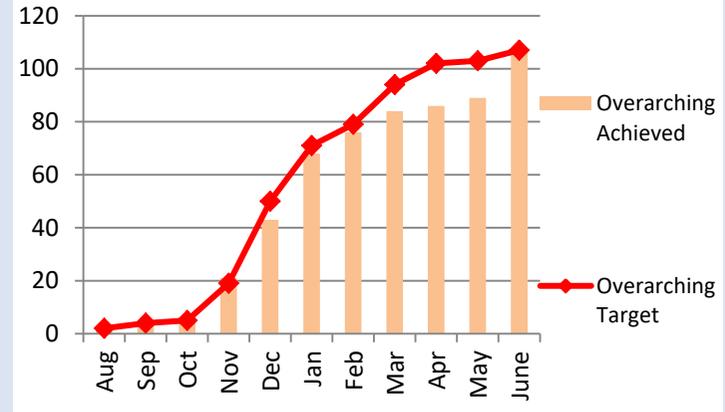
At the Executive CQC Steering Group on 2nd June the Trust CQC action plan was discussed in detail and it was agreed this needed to be revised to ensure it was fully reflective of the current position. Following this discussion and review, the Trust has developed a reset of the original action plan, which aims to resolve the remaining issues identified by the CQC from the inspection and to ensure actions have been fully embedded in practice and facilitates change. The action plan has been developed with consideration of all previous actions taken and those that remained open to ensure these continued to be taken forward to address the original issues identified.

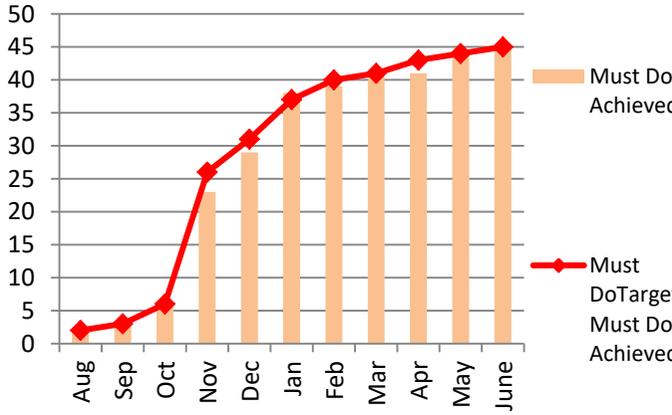
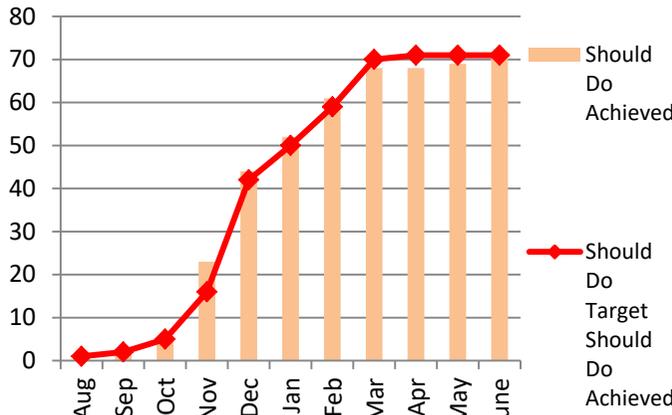
It should be recognised that tremendous learning and innovation has occurred as part of responding to the pandemic that will contribute to the Trust’s outstanding ambition and as such the reset of the action plan has taken some of these changes into new actions to reflect on the practice changes that took place during Covid19 and to identify the different actions needed going forward.

At the Trust CQC engagement meeting on the 10th June; the plans for the reset approach were shared with the CQC, it was agreed to be a pragmatic approach and one which the CQC would endorse.

As at the end of June 2020, all 223 internal actions on the original action plan were closed. 13 internal actions were considered still relevant therefore transferred onto the reset action plan, some with some minor adjustments in order to fully meet the CQC issues identified. 3 internal actions were previously closed, however following review, were re-opened due to the current measures not being sufficient to cover the issue originally highlighted by the CQC. 4 internal actions were closed as it was identified that the actions would not be progressed and new actions developed; within the reset action plan, to address the final areas remaining from the original issues identified.

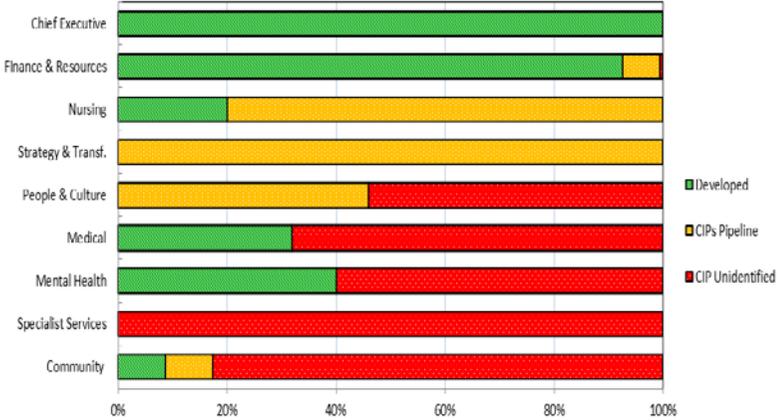
The Reset Action plan consists of 31 Internal Actions to ensure the remaining 14 CQC Requirement Actions are fully met.

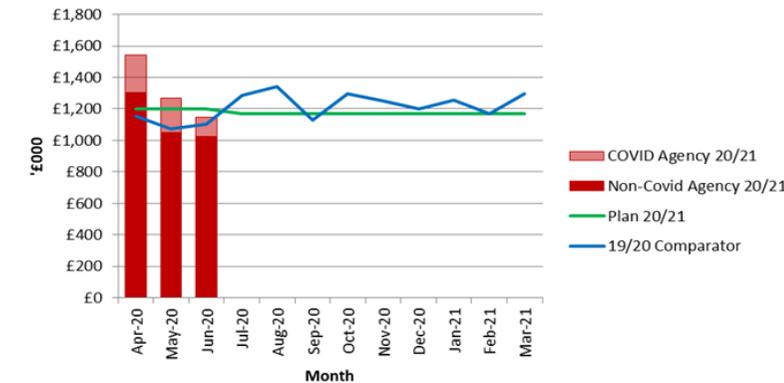
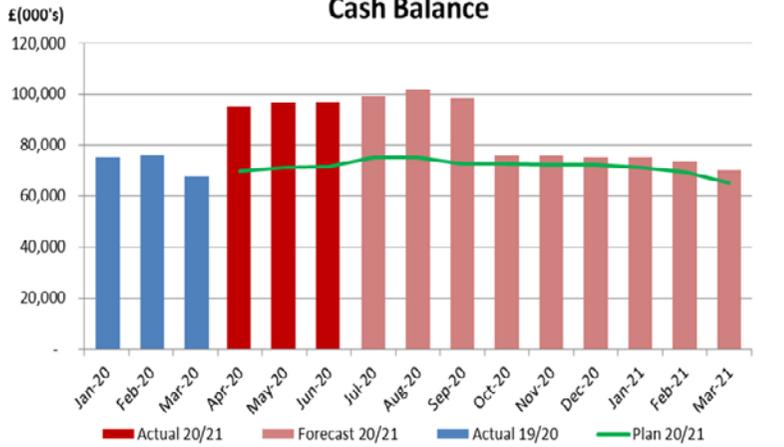
| RAG | Ambition / Indicator | Position | Trend (below target = good) | Narrative | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------------|----------------------|-----|---|---|-----|---|---|-----|---|---|-----|---|---|-----|---|---|-----|---|---|-----|---|---|-----|---|---|-----|---|---|-----|---|---|------|---|---|-----------------------------------------------------------------------------------------------------|
|  | <p>There will be 0 CQC Overarching Must Do and Should Do actions past timescale</p> | <p>At the end of June 0 actions were past timescale</p> |  <table border="1"> <caption>Overarching CQC Must Do and Should Do Actions Past Timescale</caption> <thead> <tr> <th>Month</th> <th>Overarching Target</th> <th>Overarching Achieved</th> </tr> </thead> <tbody> <tr><td>Aug</td><td>0</td><td>0</td></tr> <tr><td>Sep</td><td>0</td><td>0</td></tr> <tr><td>Oct</td><td>0</td><td>0</td></tr> <tr><td>Nov</td><td>0</td><td>0</td></tr> <tr><td>Dec</td><td>0</td><td>0</td></tr> <tr><td>Jan</td><td>0</td><td>0</td></tr> <tr><td>Feb</td><td>0</td><td>0</td></tr> <tr><td>Mar</td><td>0</td><td>0</td></tr> <tr><td>Apr</td><td>0</td><td>0</td></tr> <tr><td>May</td><td>0</td><td>0</td></tr> <tr><td>June</td><td>0</td><td>0</td></tr> </tbody> </table> | Month | Overarching Target | Overarching Achieved | Aug | 0 | 0 | Sep | 0 | 0 | Oct | 0 | 0 | Nov | 0 | 0 | Dec | 0 | 0 | Jan | 0 | 0 | Feb | 0 | 0 | Mar | 0 | 0 | Apr | 0 | 0 | May | 0 | 0 | June | 0 | 0 | <p>0 Overarching CQC Must Do and Should do actions were past timescale at the end of June 2020.</p> |
| Month | Overarching Target | Overarching Achieved | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Aug | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sep | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Oct | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nov | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dec | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jan | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Feb | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mar | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Apr | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| May | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| June | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| RAG | Ambition / Indicator | Position | Trend (below target = good) | Narrative | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| Aug | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sep | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Oct | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nov | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dec | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jan | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Feb | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mar | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Apr | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| May | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| June | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|  | <p>There will be 0 CQC Should Do actions past timescale</p> | <p>At the end of June 0 actions were past timescale</p> |  <table border="1"> <caption>CQC Should Do Actions Data</caption> <thead> <tr> <th>Month</th> <th>Should Do Target</th> <th>Should Do Achieved</th> </tr> </thead> <tbody> <tr><td>Aug</td><td>0</td><td>0</td></tr> <tr><td>Sep</td><td>0</td><td>0</td></tr> <tr><td>Oct</td><td>0</td><td>0</td></tr> <tr><td>Nov</td><td>0</td><td>0</td></tr> <tr><td>Dec</td><td>0</td><td>0</td></tr> <tr><td>Jan</td><td>0</td><td>0</td></tr> <tr><td>Feb</td><td>0</td><td>0</td></tr> <tr><td>Mar</td><td>0</td><td>0</td></tr> <tr><td>Apr</td><td>0</td><td>0</td></tr> <tr><td>May</td><td>0</td><td>0</td></tr> <tr><td>June</td><td>0</td><td>0</td></tr> </tbody> </table> | Month | Should Do Target | Should Do Achieved | Aug | 0 | 0 | Sep | 0 | 0 | Oct | 0 | 0 | Nov | 0 | 0 | Dec | 0 | 0 | Jan | 0 | 0 | Feb | 0 | 0 | Mar | 0 | 0 | Apr | 0 | 0 | May | 0 | 0 | June | 0 | 0 | <p>0 CQC Should Do actions were past timescale at the end of June 2020.</p> |
| Month | Should Do Target | Should Do Achieved | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Aug | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sep | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Oct | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nov | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dec | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jan | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Feb | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mar | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Apr | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| May | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| June | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

SECTION 6 - Finance

[Click here to return to summary page](#)

| RAG | Ambition / Indicator | Position | Trend | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|---------------|-------------------|----------------------|-----------------|-----|---|---|---------------------|----|----|---|---------|----|----|---|--------------------|---|-----|---|------------------|----|---|----|---------|----|---|----|---------------|----|---|----|---------------------|---|---|-----|-----------|----|----|----|
|  <p>Financial Risk Rating / Use of Resources</p> | NHS Improvement's metric of financial risk | Due to the COVID-19 pandemic, for 2020/21 the Trust is operating under an Emergency Financial Regime and currently NHSI is not monitoring Trust's against the Use of Resources Rating. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|  <p>Year to Date Operating Deficit</p> | Operating Income and Expenditure | Due to the COVID pandemic, the Trust continues to operate under an Emergency Financial Regime which is expected to be in place for Months 1 - 5 inclusive and potentially also Month 6. The Trust's draft Continuing Operating performance at the end of Month 3 - June 2020 is break-even (£0). The draft 20/21 plan submitted in March 2020, forms the basis of the budgets the Trust is currently reporting against internally. During the Emergency Financial Regime, all NHS provider organisations reporting a deficit will receive Top Up Payments to adjust their reported position to breakeven. The financial arrangements for the second half of the second half of the year are still being developed. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|  <p>Cost Improvement Programmes</p> | Planned improvement in productivity and efficiency | <p>The Trust's CIP target for 20/21 is £11.7m, including 19/20 recurrent CIP shortfall brought forward of £5.1m. The CIP Programme is affected by the response to COVID-19 and the Emergency Financial Regime. As at Month 3, Recurrent savings of £5.0m has been identified; £4.2m is delivered and £2.5m actioned in the general ledger. In Year savings of £6.3m has been identified; £5.5m is delivered and £3.9m actioned in the general ledger. The Trust focus must be on the Recurrent savings for when the emergency finance regime ends.</p> | <p>CIP Progress (FYE) - at Month 3 20/21</p>  <table border="1"> <caption>CIP Progress (FYE) - at Month 3 20/21</caption> <thead> <tr> <th>Department</th> <th>Developed (%)</th> <th>CIPs Pipeline (%)</th> <th>CIP Unidentified (%)</th> </tr> </thead> <tbody> <tr> <td>Chief Executive</td> <td>100</td> <td>0</td> <td>0</td> </tr> <tr> <td>Finance & Resources</td> <td>90</td> <td>10</td> <td>0</td> </tr> <tr> <td>Nursing</td> <td>20</td> <td>80</td> <td>0</td> </tr> <tr> <td>Strategy & Transf.</td> <td>0</td> <td>100</td> <td>0</td> </tr> <tr> <td>People & Culture</td> <td>45</td> <td>0</td> <td>55</td> </tr> <tr> <td>Medical</td> <td>35</td> <td>0</td> <td>65</td> </tr> <tr> <td>Mental Health</td> <td>40</td> <td>0</td> <td>60</td> </tr> <tr> <td>Specialist Services</td> <td>0</td> <td>0</td> <td>100</td> </tr> <tr> <td>Community</td> <td>10</td> <td>10</td> <td>80</td> </tr> </tbody> </table> | Department | Developed (%) | CIPs Pipeline (%) | CIP Unidentified (%) | Chief Executive | 100 | 0 | 0 | Finance & Resources | 90 | 10 | 0 | Nursing | 20 | 80 | 0 | Strategy & Transf. | 0 | 100 | 0 | People & Culture | 45 | 0 | 55 | Medical | 35 | 0 | 65 | Mental Health | 40 | 0 | 60 | Specialist Services | 0 | 0 | 100 | Community | 10 | 10 | 80 |
| Department | Developed (%) | CIPs Pipeline (%) | CIP Unidentified (%) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Chief Executive | 100 | 0 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Finance & Resources | 90 | 10 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nursing | 20 | 80 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Strategy & Transf. | 0 | 100 | 0 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| People & Culture | 45 | 0 | 55 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Medical | 35 | 0 | 65 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mental Health | 40 | 0 | 60 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Specialist Services | 0 | 0 | 100 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Community | 10 | 10 | 80 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| RAG | Ambition / Indicator | Position | Trend | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---------------------------------------------------------------------------------------------------|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|----------------------------|--------------------------------|----------------------|--------------------------|--------|-----|------|--------|--------|--------|-----|------|--------|--------|--------|-----|-----|--------|--------|--------|--------|--------|------|--------|--------|--------|--------|------|--------|--------|--------|--------|------|--------|--------|---|---------|------|--------|--------|---|---------|------|--------|--------|---|--------|------|--------|--------|---|--------|------|--------|--------|---|--------|------|--------|--------|---|--------|------|--------|--------|---|--------|---|--------|--------|---|--------|---|--------|--------|---|--------|---|--------|
|  Agency Costs | Control of Agency Costs | <p>The Trust's Agency target for 2020/21 is £14,118k. The total expenditure at the end of Month 3 on Agency Staff was £3,960k against the Trust plan of £3,594k giving an adverse variance of £366k. The impact of COVID expenditure in Month 3 was £582k. The 19/20 comparator is last year's agency spend.</p> | <p style="text-align: center;">Monthly Agency Spend</p>  <table border="1"> <caption>Monthly Agency Spend Data (Estimated)</caption> <thead> <tr> <th>Month</th> <th>COVID Agency 20/21 (£'000)</th> <th>Non-Covid Agency 20/21 (£'000)</th> <th>Plan 20/21 (£'000)</th> <th>19/20 Comparator (£'000)</th> </tr> </thead> <tbody> <tr><td>Apr-20</td><td>150</td><td>1100</td><td>1100</td><td>1100</td></tr> <tr><td>May-20</td><td>100</td><td>1100</td><td>1100</td><td>1050</td></tr> <tr><td>Jun-20</td><td>582</td><td>518</td><td>1100</td><td>1100</td></tr> <tr><td>Jul-20</td><td>0</td><td>0</td><td>1100</td><td>1250</td></tr> <tr><td>Aug-20</td><td>0</td><td>0</td><td>1100</td><td>1350</td></tr> <tr><td>Sep-20</td><td>0</td><td>0</td><td>1100</td><td>1100</td></tr> <tr><td>Oct-20</td><td>0</td><td>0</td><td>1100</td><td>1250</td></tr> <tr><td>Nov-20</td><td>0</td><td>0</td><td>1100</td><td>1150</td></tr> <tr><td>Dec-20</td><td>0</td><td>0</td><td>1100</td><td>1200</td></tr> <tr><td>Jan-21</td><td>0</td><td>0</td><td>1100</td><td>1150</td></tr> <tr><td>Feb-21</td><td>0</td><td>0</td><td>1100</td><td>1100</td></tr> <tr><td>Mar-21</td><td>0</td><td>0</td><td>1100</td><td>1250</td></tr> </tbody> </table> | Month | COVID Agency 20/21 (£'000) | Non-Covid Agency 20/21 (£'000) | Plan 20/21 (£'000) | 19/20 Comparator (£'000) | Apr-20 | 150 | 1100 | 1100 | 1100 | May-20 | 100 | 1100 | 1100 | 1050 | Jun-20 | 582 | 518 | 1100 | 1100 | Jul-20 | 0 | 0 | 1100 | 1250 | Aug-20 | 0 | 0 | 1100 | 1350 | Sep-20 | 0 | 0 | 1100 | 1100 | Oct-20 | 0 | 0 | 1100 | 1250 | Nov-20 | 0 | 0 | 1100 | 1150 | Dec-20 | 0 | 0 | 1100 | 1200 | Jan-21 | 0 | 0 | 1100 | 1150 | Feb-21 | 0 | 0 | 1100 | 1100 | Mar-21 | 0 | 0 | 1100 | 1250 | | | | | | | | | | | | | | | |
| Month | COVID Agency 20/21 (£'000) | Non-Covid Agency 20/21 (£'000) | Plan 20/21 (£'000) | 19/20 Comparator (£'000) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Apr-20 | 150 | 1100 | 1100 | 1100 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| May-20 | 100 | 1100 | 1100 | 1050 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jun-20 | 582 | 518 | 1100 | 1100 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jul-20 | 0 | 0 | 1100 | 1250 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Aug-20 | 0 | 0 | 1100 | 1350 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sep-20 | 0 | 0 | 1100 | 1100 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Oct-20 | 0 | 0 | 1100 | 1250 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nov-20 | 0 | 0 | 1100 | 1150 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dec-20 | 0 | 0 | 1100 | 1200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jan-21 | 0 | 0 | 1100 | 1150 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Feb-21 | 0 | 0 | 1100 | 1100 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mar-21 | 0 | 0 | 1100 | 1250 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|  Cash Balance | Cash Balances | <p>The cash balance at the end of June is £97,160k compared to an adjusted plan of £68,155k. This variance largely relates to the impact of the current cash regime, whereby the Trust received an additional block payment in April. NHSI have confirmed that the current NHS block income arrangements will remain in force until the end of month 6 at least. For the forecast cash position, the Trust has not factored in any block income during month 7 with payments reverting to monthly contract payments thereafter.</p> | <p style="text-align: center;">Cash Balance</p>  <table border="1"> <caption>Cash Balance Data (Estimated)</caption> <thead> <tr> <th>Month</th> <th>Actual 20/21 (£'000)</th> <th>Forecast 20/21 (£'000)</th> <th>Actual 19/20 (£'000)</th> <th>Plan 20/21 (£'000)</th> </tr> </thead> <tbody> <tr><td>Jan-20</td><td>0</td><td>0</td><td>75,000</td><td>70,000</td></tr> <tr><td>Feb-20</td><td>0</td><td>0</td><td>75,000</td><td>70,000</td></tr> <tr><td>Mar-20</td><td>0</td><td>0</td><td>68,000</td><td>70,000</td></tr> <tr><td>Apr-20</td><td>95,000</td><td>70,000</td><td>0</td><td>70,000</td></tr> <tr><td>May-20</td><td>95,000</td><td>70,000</td><td>0</td><td>70,000</td></tr> <tr><td>Jun-20</td><td>95,000</td><td>70,000</td><td>0</td><td>70,000</td></tr> <tr><td>Jul-20</td><td>0</td><td>100,000</td><td>0</td><td>75,000</td></tr> <tr><td>Aug-20</td><td>0</td><td>100,000</td><td>0</td><td>75,000</td></tr> <tr><td>Sep-20</td><td>0</td><td>95,000</td><td>0</td><td>70,000</td></tr> <tr><td>Oct-20</td><td>0</td><td>75,000</td><td>0</td><td>70,000</td></tr> <tr><td>Nov-20</td><td>0</td><td>75,000</td><td>0</td><td>70,000</td></tr> <tr><td>Dec-20</td><td>0</td><td>75,000</td><td>0</td><td>70,000</td></tr> <tr><td>Jan-21</td><td>0</td><td>75,000</td><td>0</td><td>70,000</td></tr> <tr><td>Feb-21</td><td>0</td><td>75,000</td><td>0</td><td>70,000</td></tr> <tr><td>Mar-21</td><td>0</td><td>70,000</td><td>0</td><td>65,000</td></tr> </tbody> </table> | Month | Actual 20/21 (£'000) | Forecast 20/21 (£'000) | Actual 19/20 (£'000) | Plan 20/21 (£'000) | Jan-20 | 0 | 0 | 75,000 | 70,000 | Feb-20 | 0 | 0 | 75,000 | 70,000 | Mar-20 | 0 | 0 | 68,000 | 70,000 | Apr-20 | 95,000 | 70,000 | 0 | 70,000 | May-20 | 95,000 | 70,000 | 0 | 70,000 | Jun-20 | 95,000 | 70,000 | 0 | 70,000 | Jul-20 | 0 | 100,000 | 0 | 75,000 | Aug-20 | 0 | 100,000 | 0 | 75,000 | Sep-20 | 0 | 95,000 | 0 | 70,000 | Oct-20 | 0 | 75,000 | 0 | 70,000 | Nov-20 | 0 | 75,000 | 0 | 70,000 | Dec-20 | 0 | 75,000 | 0 | 70,000 | Jan-21 | 0 | 75,000 | 0 | 70,000 | Feb-21 | 0 | 75,000 | 0 | 70,000 | Mar-21 | 0 | 70,000 | 0 | 65,000 |
| Month | Actual 20/21 (£'000) | Forecast 20/21 (£'000) | Actual 19/20 (£'000) | Plan 20/21 (£'000) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jan-20 | 0 | 0 | 75,000 | 70,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Feb-20 | 0 | 0 | 75,000 | 70,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mar-20 | 0 | 0 | 68,000 | 70,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Apr-20 | 95,000 | 70,000 | 0 | 70,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| May-20 | 95,000 | 70,000 | 0 | 70,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jun-20 | 95,000 | 70,000 | 0 | 70,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jul-20 | 0 | 100,000 | 0 | 75,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Aug-20 | 0 | 100,000 | 0 | 75,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Sep-20 | 0 | 95,000 | 0 | 70,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Oct-20 | 0 | 75,000 | 0 | 70,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Nov-20 | 0 | 75,000 | 0 | 70,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dec-20 | 0 | 75,000 | 0 | 70,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Jan-21 | 0 | 75,000 | 0 | 70,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Feb-21 | 0 | 75,000 | 0 | 70,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mar-21 | 0 | 70,000 | 0 | 65,000 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

END

Agenda Item: 5(b)

| | | | | | | |
|----------------------------------------|--------------------------------------------------------|---|-------------------|--|----------------|--|
| SUMMARY REPORT | COUNCIL OF GOVERNORS PART 1 | | 23 September 2020 | | | |
| | | | | | | |
| Report Title: | Report From The Chair | | | | | |
| Report Lead: | Professor Sheila Salmon Chair of the Trust | | | | | |
| Report Author(s): | Angela Horley PA to Chair, Chief Executive and NEDs | | | | | |
| Report discussed previously at: | | | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 | |

Purpose of the Report

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

Recommendations/Action Required

| |
|---------------------------------------|
| The Council of Governors is asked to: |
| 1 Note the contents of this report. |

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 in May 2020. |
| 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

| | |
|------------------------------------------------------------------|---|
| 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 | ✓ |

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

| | | | |
|--|--|--|--|
| | | | |
| | | | |
| | | | |
| | | | |

Supporting Documents and/or Further Reading

Main report

Lead



Professor Sheila Salmon
Chair of the Trust

REPORT FROM THE CHAIR

1.0 Purpose of Report

This paper presents an update report from the Chair of the Trust in support of Governors holding the Non-Executive Directors (NEDs) to account both individually and collectively for the performance of the Board and to provide an understanding of the work of the Chair, NEDs and Board of Directors. This report covers the period since the last report to the Council of Governors in May 2020.

2.0 A Time of Organisational Change – A Summary from the Chair

As we head towards the end of September we will be losing two senior executive colleagues, Sally Morris CEO and Mark Madden CFO. They will be hugely missed within the Trust and more widely by system colleagues. I am sure that you will heartily join with me in sincerely thanking Sally and Mark for all that they have done to lead and support the work of EPUT since its inception in 2017 and before that at SEPT. We wish them well as they each move into a new chapter in their respective lives.

I am however delighted to report that Paul Scott formally joined us on 24 August as CEO designate. Paul is undertaking a robust induction process, including meetings with the Executive Team and senior leaders within the Trust, as well as a full schedule of service visits and external meetings with stakeholders. Sally Morris remains our Chief Executive until her retirement; with Paul fully taking the reins from 01 October.

I can likewise confirm that the recruitment process for a new Executive Chief Finance Officer concluded positively with Trevor Smith appointed to replace Mark Madden when he retires in October. Trevor is hugely experienced as a Finance Director and joins us on 18 September, which will allow a comprehensive handover with Mark, with Trevor fully taking the reins from 01 October.

Additionally, following the news that Andy Brogan is returning to his nursing roots and has secured an Executive Nurse appointment at St Andrews, a decision was taken to offer the COO position as an interim development opportunity for our existing Directors in the Trust. Initially this is anticipated as a 6 month appointment, which will allow our new CEO, Paul Scott to consider his future executive structure, whilst at the same time, having someone in post to lead and deliver our operational services. Andy will be hugely missed and we sincerely thank him for his many years of senior leadership and unfailing commitment at EPUT and SEPT. I know that you will join with me in wishing Andy ongoing success and fulfilment in his new role.

I am delighted to announce that Alex Green has been appointed as Interim COO. Alex is currently Director of Health and Care Delivery for West Essex at EPUT and Essex County Council and brings a wealth of experience to the role, having worked in health and social care for more than 25 years. Andy's last day will be the 23 October with Alex taking over the interim role from the 24 October 2020.

Reflecting upon the non-executive team, Nigel Turner completes his term of office on 30 September. I am sure you will join with me and the Board in sincerely thanking Nigel for his contribution to the work of the Trust over the past three years and we wish him well going forward.

Subject to approval by CoG, we aim to seek a new non-executive director with digital technological large scale corporate expertise to fill the gap that exists in the Board of Directors skills set.

3.0 Service and Quality Visits

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. Whilst these will be restored at the earliest safe opportunity, I am pleased to advise that with the increasing use of digital technology, we have piloted two 'virtual' NED visits using Microsoft Teams. 'Virtual' visits of the Veteran's Service and Clifton Lodge have taken place, with further 'virtual' visits to services to be scheduled. We are in the process of evaluating the effectiveness of using a virtual approach and aim to extend to include Governor input as we move forward.

4.0 Update from NEDs

i) Alison Rose-Quirie

Despite the continued restrictions on travel since the last update, I have chaired the first two People, Innovation and Transformation Committee meetings, (the replacement for the Strategy Committee). The agenda has now settled and I hope this Committee finally gives the membership some headroom to think creatively about how the Trust moves forward in a transformative way within the wider systems. I have started to get more involved in the F2SU agenda and have regular updates with the HR Exec Director and both Sean and the F2SU Guardian. I joined the Trust Pride Teams Event which included a very honest and moving account of a member of staff's experience. I joined an HSJ Webinar on digitally enabled integrated care systems and completed the required complaints reviews. Finally we have started offering virtual NED visits to services and I was involved in a visit to the Veterans Service and Clifton Lodge, both were very proud of the development achievements they have made which was a pleasure to hear.

ii) Janet Wood

As NED champion for Emergency Preparedness Resilience and Response (EPRR) I have continued to support the offer through the incident. My focus has been giving critical oversight to the COVID specific risk register and continuing to check in on the well-being of the team.

In my capacity as Audit Chair I am delighted to confirm to you that the Annual Report and Accounts were approved by the Board at the end of June. This was a month later than usual due to national timetable changes as a result of lockdown. EPUT received a clean audit report from Ernst & Young, though it is fair to say that there were challenges preparing and auditing accounts during the lockdown. Our refreshed Internal Audit Programme now reflects challenges and risks associated with COVID and trust reset. I was a member of the panel to appoint our new Chief Financial Officer, and I look forward to working with him through the Audit Committee.

I continue to be the Trust NED representative for the Suffolk and North East Essex ICS. I have taken on the role of Vice Chair of the Strategic Investment Group which will review system funding requests prior to approval and monitor investments.

iii) Amanda Sherlock

The quality committee has continued to regularly meet (with a very full agenda) throughout the Covid-19 lockdown and restrictions. There has been a focus not

just on areas such as infection control but on the wider CQC action plan in preparation for the next anticipated inspection in the autumn.

Together with the programme of 'virtual staff events and service visits' it has been a busy time introducing the new complaints review process for NEDs and keeping up to speed on NHS local and national developments.

iv) Rufus Helm

I conducted a virtual visit of the Veteran's Service with a number of other NEDs which fulfilled two roles: gave some insight into a fascinating service delivered by a small but dedicated team and also allowed us to test a virtual model of service visits. Our approach to future virtual visits has been adapted in response.

The main focus has been arranging the long-delayed Quality, Innovation and Research (QIR) Workshop. This was finally held on 2 September within a virtual format and proved to be a great success. It's clear that there is a lot of support for the QIR agenda but this will need to align top-down programmes such as Transformation and Reset & Recovery with bottom-up projects put forward by staff and service users. Coming out of the workshop, an options paper is to be developed for presentation to the Exec / Board but in the meantime specific actions will be progressed to ensure momentum is maintained.

v) Manny Lewis

A very interesting quarter for me; highlights have been:

- Our first virtual service visit to the Veterans service which provides mental health support to military personnel about to be discharged as well as to veterans. It covers through a partnership, the Midlands as well as the Eastern region. It is really well run and quite understated; we have agreed to provide it with a board champion and to improve its visibility.
- I met with COG committee chairs, really useful discussion, to explore how the committee chairs can informally support each other and the whole COG as well as assist the particular responsibilities of the Lead Governor.
- We commenced the first pilot of complaints reviews under Covid procedures, completely online, and we had excellent support from the complaints team.
- I also chaired the Trust's deep dive into CIP performance, which is below our targets and demonstrated that, firstly, there are no longer any relatively easy savings to capture; secondly that the practice of services having a carry-over of CIP underachievement and a pro rata new CIP level applied is not sustainable; and thirdly, our quality and safety requirements otherwise risk being compromised. It is timely for Paul Scott and the incoming CFO to undertake a complete overhaul of how we should drive corporate efficiency and income going forward.

vi) Alison Davis

Since my last update to the CoG in May, I would like to highlight the following areas of work in which I have been involved:-

- a. The Serious Incident Panel I chair is about to consider the first draft of the final report. It has been challenging during and post lockdown to facilitate interviews, but significant effort has been put into ensuring they have been carried out as quickly as possible.
- b. Board sub committees have continued virtually, maintaining scrutiny of service delivery during lockdown and now in reset and recovery. Virtual attendance has enabled me to attend additional meetings such as the regular Infection Control Guidance and Learning Lessons presentations for all staff; it has been very valuable to see the questions and comments raised by staff in these interactive sessions, as well as the immediate responses and guidance provided by senior colleagues. Feedback from staff on these sessions, as well

as the updates from Sally Morris and the Executive Team supports and requests their continued use.

- c. The Mental Health Act Committee which I attend has ensured hearings have continued during the pandemic thanks to the systems put in place by the MHAct Team, making the best use of technology and assisting patients and panel/tribunal members to access virtual meetings.
- d. The Covid Ethics Committee of which I am the chair is currently in abeyance, but is prepared to be reinstated at short notice should there be a second wave of infection. The effectiveness of the processes introduced to deal with issues raised by the pandemic is to be reviewed.
- e. I have taken part in two virtual service visits, Clifton Lodge and The Veterans Service. It has been inspiring to hear how staff have responded to and coped in the pandemic. The Veterans service requested a NED champion to help raise their profile in the organisation and Alison Rose-Quirie and I will be sharing that responsibility.
- f. The committee overseeing the PHSO and HSE work, which I chair, is currently waiting to hear from the HSE about 'next steps'.
- g. I have taken part in the new Complaints Review Process, where we have set a base line to monitor 'themes' or 'hotspots' going forward. I have reviewed two complaints files, chosen at random, as part of this new system.

5.0 Council of Governors Elections

I am delighted to note that the outcome from the recent round of Governor elections is extremely positive with a mix of re-election of experienced Governors coupled with new Governors coming into our Council.

In Essex Mid and South, Keith Bobbin has been re-elected, along with new Governors; Emmanuel Jessa and Liz Rotherham. North East Essex and Suffolk have two new Governors; David Rolph and David Short. West Essex sees the return of Brian Arney and Pippa Ecclestone and one new Governor Jean Juniper. Finally, our Staff Constituencies - Tracy Reed was re-elected as a Clinical Governor along with a new Governor Jared Davis. Lara Brooks and Reverend Paul Walker are our new Non-Clinical Staff Governors. Welcome aboard!

We greatly look forward to working with the refreshed Council as we move forward.

6.0 External facing work

Earlier this month, I was pleased to be a member of the interview panel for the role of Joint Accountable Officer and STP Lead for Mid and South Essex. High calibre candidates were interviewed and the successful candidate will be announced in due course. Paul Scott chaired one-off the stakeholder panels.

I have been active in virtual meetings of the National Mental Health Network, NHS Providers Chairs, the Good Governance Institute reflective sessions, regional NHSE/I Chairs and CEOs.

I have actively engaged with the Chairs of NELFT and Provide CICC to lay the groundwork for a collaborative venture across Mid and South Essex to drive forward sustainable transformation in community healthcare services. More detail will follow on this as the three organisations move ahead to establish this purposeful partnership for the benefit of the people and communities that we collectively serve.

I am hugely appreciative of the ongoing support of fellow NEDs as we increasingly interact with the three health and care systems that we are members of – Suffolk and North East Essex, Herts and West Essex, and Mid and South Essex.

7.0 Recommendations

The Council of Governors is asked to:

- 1 Note the contents of this report.



Professor Sheila Salmon
Chair of the Trust
September 2020

| | | | | | | | |
|----------------------------------------|--|---------------------------------------------|---|---------------------------|--|----------------|--|
| SUMMARY REPORT | | COUNCIL OF GOVERNORS PART 1 | | Agenda Item No: 5c | | | |
| | | | | 23 September 2020 | | | |
| Report Title: | | Care Quality Commission (CQC) Update | | | | | |
| Executive/Non-Executive Lead: | | Sally Morris, Chief Executive Officer | | | | | |
| Report Author(s): | | Amanda Webb, Compliance Officer | | | | | |
| Report discussed previously at: | | N/A | | | | | |
| Level of Assurance: | | Level 1 | ✓ | Level 2 | | Level 3 | |

| Purpose of the Report | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---|
| This report provides an update on CQC related activity and a summary of progress being made to respond to the findings of CQC inspection of Trust services. | Approval | |
| | Discussion | |
| | Information | ✓ |

| Recommendations/Action Required |
|---------------------------------------------------------------------------------------------------------------------------------|
| The Council of Governors is asked to: <ol style="list-style-type: none"> Note the contents of the report. |

| Summary of Key Issues |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| This report provides: <ul style="list-style-type: none"> CQC Update regarding cessation of routine Inspection. Details of the progress made with the action plan developed as a result of the CQC Well-Led inspection (July – August 2019) as at the end of July 2020. |

| 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 | |
| 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 | |

| 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 | | | |
|------------------------------------------|---------------------------------|-----|--------------------------|
| CQC | Care Quality Committee | CHS | Community Health Service |
| PICU | Psychiatric Intensive Care Unit | | |

| Supporting Documents and/or Further Reading |
|----------------------------------------------------|
| Accompanying Report |

| Lead |
|-------------------------------------------------------|
| Sally Morris Chief Executive Officer |

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

CQC Compliance Update

1.0 Introduction

This report provides the Council of Governors with an update on CQC related activity and a summary of progress being made to respond to the findings of CQC inspection of Trust services.

The Quality Committee (as a standing committee of the Board of Directors) has delegated responsibility to monitor progress with CQC action plans. The progress report was considered when the committee met on the 13th August 2020. Progress is reported as at the end of July 2020 to ensure consistency of information flows throughout the governance structure, but where there are significant updates to be reported these are provided.

2.0 Preparing for Annual Inspection

2.1. CQC Update

The CQC confirmed on 16th March 2020 immediate cessation of routine CQC Inspections however it may be necessary to still use some of their inspection powers in a very small number of cases where risks are identified and as such focused inspections at short notice may take place.

3.0 CQC Well Led Inspection (July – August 2019)

3.1 Context

The CQC Executive Steering Group, who historically reviewed and confirmed the CQC Action Plan position, re-commenced on the 2nd June 2020 due to the large number of action slippages reported for the previous couple of months.

The overdue actions were reviewed in detail identifying where the Trust currently is with the themes in order to identify whether:

- the action has been completed therefore should be closed,
- the action should remain open or
- if there is a change in the focus on some of the actions due to process', improvements and innovations that have occurred since the inspection, specifically during the Coronavirus pandemic

It was agreed that any remaining actions that have not progressed will be closed, new actions agreed and a reset plan developed.

The Trust developed a reset of the original action plan aiming to resolve the issues identified by the CQC from the inspection and to ensure action has been fully embedded in practice and facilitates change. The action plan has taken into consideration all previous actions taken and those that remained open to ensure these continued to be taken forward to address the original issues identified.

It should be recognised that tremendous learning and innovation has occurred as part of responding to the pandemic that will contribute to the Trust's outstanding ambition and as such the reset of the action plan has taken some of these changes into new actions to reflect on the practice changes that took place during Covid19 and to identify the different actions needed going forward.

At the CQC engagement meeting on the 10th June; the plans for the reset approach were shared with the CQC, it was agreed to be a pragmatic approach and one which the CQC would endorse.

The Board of Directors delegated approval of the action plan to the Quality Committee before final approval; therefore the draft action plan was circulated to members of the Exec CQC Steering Group during the month of July for consultation. The responses to the consultation were incorporated into the final draft of the action plan. Following approval at Quality Committee, on the 24th July 2020, the action plan was submitted to Board of Directors for final approval which was agreed on 29th July 2020.

The reset action plan identified 31 individual actions to deliver the 6 “Must Do and 8 “Should do” actions identified by the inspection that required further progress. One further internal action has been identified as the action plan has progressed to ensure all issues have been fully resolved and a total of 32 internal actions have now been identified.

3.2 Progress

The position against the CQC comprehensive inspection action plan as at the end of July 2020 is detailed in the table below.

| | Action Type | Must Do / Should Do Actions | | | | Specific Actions That Address Must Do/Should Do Actions | | | |
|---------------------|-----------------------------|-----------------------------|------------------|--------------------------|------------------------|---------------------------------------------------------|------------------|--------------------------|------------------------|
| | | Total Actions | Actions Complete | Actions Within Timescale | Actions Past Timescale | Total Actions | Actions Complete | Actions Within Timescale | Actions Past Timescale |
| Requirement Notices | Combined Must and Should Do | 6 | 0 | 6 | 0 | 10 | 4 | 6 | 0 |
| | Must Do | 3 | 0 | 3 | 0 | 12 | 2 | 10 | 0 |
| | Should Do | 5 | 0 | 4 | 1 | 10 | 4 | 5 | 1 |
| TOTAL | | 14 | 0 (0%) | 13 | 1 | 32 | 10 (31%) | 21 | 1 |

As at the end of July 2020, 10 (31%) internal actions have been reported as complete with a slippage reported of 1 (3%) internal action with a new deadline of August 2020 agreed.

A breakdown of progress for the action which passed the originally agreed timescale is provided below:

- **S8. The trust should review the efficiency of its data systems**
Undertake a webinar on data quality in order to listen to the staff and identify what issues they are encountering – Slippage against agreed timescale reported to CQC Executive Steering Group and agreed revised timescale of August 2020.

This has now been closed as the webinar was held on the 27th August 2020.

4.0 Recommendations and Action Required

The Council of Governors is asked to:

1. Note the contents of this report

Report Prepared by:
Amanda Webb
Compliance Officer

On behalf of:
Sally Morris
Chief Executive

| | | | | | |
|----------------------------------------|------------------------------------------------------------------------------------------------------------------|---|--------------------------|--|----------------|
| SUMMARY REPORT | COUNCIL OF GOVERNORS | | 23 September 2020 | | |
| | PART 1 | | | | |
| Report Title: | Assurance Report From The Chair of the Board of Directors' Remuneration and Nomination (RemNom) Committee | | | | |
| Report Lead: | Sheila Salmon, Chair of the Trust Chair of the BoD Remuneration & Nomination Committee | | | | |
| Report Author(s): | Chris Jennings, Assistant Trust Secretary | | | | |
| Report discussed previously at: | | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 |

Purpose of the Report

| | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---|
| This report is provided to the Council of Governors by the Chair of the Board of Directors Remuneration and Nomination Committee. It is designed to highlight the work of the Committee during the past 12 months from the Chair of the Committees' perspective. | Approval | |
| | Discussion | |
| | Information | ✓ |

Recommendations/Action Required

| |
|------------------------------------------------------------------------------------------------|
| The Council of Governors Committee is asked to: |
| 1 Note the work of the Board of Directors RemNom Committee undertaken over the past 12 months. |

Summary of Key Issues

| |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| This report confirms: |
| <ul style="list-style-type: none"> the purpose of the Committee; the membership of the Committee; committee meetings that have taken place in the past 12 months; activities undertaken by the Committee during the year; assurance that the Committee has been fulfilling its Terms of Reference. |

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 | |

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

| | | | |
|-----|-------------------------|--------|-----------------------------------|
| BoD | Board of Directors | RemNom | Remuneration & Nomination |
| CEO | Chief Executive Officer | COO | Executive Chief Operating Officer |
| VSM | Very Senior Managers | | |

Supporting Documents and/or Further Reading

Main Report

Lead

**Sheila Salmon, Chair of the Trust
Chair of the BoD Remuneration & Nomination Committee**

**REPORT FROM THE CHAIR OF THE BOARD OF DIRECTORS' REMUNERATION AND
NOMINATIONS (REMNUM) COMMITTEE**

1.0 Purpose of Report

This report is provided to the Council of Governors by the Chair of the RemNom Committee. It is designed to highlight the work of the Committee during the past 12 months from the Chair of the Committee's perspective.

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

2.0 Committee Purpose

The Terms of Reference of the Committee were approved in November 2019. The Committee is an integral part of the Trust's corporate governance arrangements and committee structure, which has been established in line with statutory and regulatory requirements, (Monitor's) Code of Governance, the Trust's Constitution and good practice.

The duties of the Committee include:

- Deciding the remuneration and allowances and other terms and conditions of office of the CEO and Executive Directors.
- Recommending and monitoring the level and structure of remuneration for other very senior managers (VSMs).
- Ensuring the levels of remuneration are sufficient to attract, retain and motivate staff of the quality required to run the Trust successfully and at the same time ensuring value for money is obtained.
- Identifying and appointing suitable candidates to fill Executive Director positions on the Board of Directors.
- Ensuring that sufficient and appropriate information is provided to the Council of Governors to enable them to carry out their duty of approving the appointment of the Chief Executive.
- Receiving a report on CEO and Executive Director performance (annual appraisal) and their training and development needs.
- Reviewing the structure, size and composition of the Board of Directors and making recommendations to the Board of Directors or Council of Governors as applicable.
- Ensuring that a proposed CEO or Executive Director is a "fit and proper" person as defined in law.

3.0 Membership

The Committee membership is comprised of:

- The Chair of the Trust
- All other Non-Executive Directors of the Board

In attendance:

- The CEO will attend the meeting by invitation only but will not be present or receive any papers if their remuneration or appointment of a CEO is to be discussed.

- The CEO will attend when the committee is considering the appointment to Executive Director posts.
- The Executive Director of People & Culture (or their deputy) will normally attend meetings at the invitation of the Committee. The Committee will determine if HR advice (either internally or externally) is required on a case-by-case basis.
- Other persons may be invited to attend a meeting to assist in deliberations.

4.0 Annual Review

The Committee is required to meet a minimum of annually and then as required to fulfil its responsibilities.

In the past 12 months the committee met ten times:

- 30 October 2019
- 27 November 2019
- 5 February 2020
- 26 February 2020
- 25 March 2020
- 29 April 2020
- 3 June 2020
- 17 June 2020
- 29 July 2020
- 4 September 2020 (Extra-Ordinary)

The Committee has had a busy 12-months due to the senior leadership changes that have taken place. Activities undertaken by the Committee during the year included:

- Considered and approved a change to the terms and conditions for the Executive Chief Finance Officer (ECFO) to reduce hours ahead of retirement. This was considered again following the Covid-19 pandemic and the offer from the ECFO to revert back to full-time hours for the duration of the pandemic.
- Considered and approved recruitment and selection processes for the Chief Executive Officer (CEO) and ECFO roles, including ensuring involvement of the Council of Governors in the recruitment of the CEO.
- Monitored the recruitment and selection process for the CEO and ECFO to ensure implementation and approve any changes to the process as required. This included considering the terms & conditions, remuneration and start date for the successful candidates. This also included any changes required due to the Covid-19 pandemic.
- Considered the longlist of candidates provided by the executive recruitment specialists for the recruitment of the CEO and ECFO, agreeing a shortlist for interview.
- Considered and approved the successful candidate for the CEO and ECFO subject to checks and further approvals as required.
- Considered the CEO's report on the performance of the Executive Directors at the mid-year point 2019/20.
- Considered regular assurance reports provided by the CEO for the Executive Remuneration Committee.
- Considered the successful outcome of the probation period for the Executive Director of People and Culture.
- Considered and approved the pay award for Very Senior Managers (VSM) for 2019/20.
- Considered the resignation of the Executive Chief Operating Officer (COO) and agreed plans to appoint an Interim COO internally, including terms and conditions for the role.

- Considered and agreed handover arrangements for the CEO role, including the transfer of Accounting Officer responsibilities.
- Considered a report from the CEO regarding the performance reviews of Executive Directors 2019/20 and Objectives for 2020/21
- Considered a report from the Chair of the Trust regarding the performance review of the CEO.
- Considered and approved the successful candidate for the Interim COO.
- Considered a report provided by the CEO regarding risks associated with changes in leadership of the Trust and approved mitigating actions in place.

5.0 Assurance

In my opinion, the Committee has been fulfilling its Terms of Reference during the past 12 months.

There have been no issues identified which needed to be escalated to other Standing Committees of the Board of Directors or to the Board of Directors.

6.0 Action Required

The Council of Governors is asked to:

1. Note the work of the Board of Directors RemNom Committee undertaken over the past 12 months.

Report prepared by:

Chris Jennings
Assistant Trust Secretary

On behalf of:

Professor Sheila Salmon
Chair of the RemNom Committee

| | | | | | |
|----------------------------------------|-----------------------------------------------------------------------------|--------------------------|----------------|--------------------------|----------------|
| | | Agenda Item: 5(e) | | | |
| SUMMARY REPORT | COUNCIL OF GOVERNORS PART 1 | | | 23 September 2020 | |
| Report Title: | PLACE (Patient Led Assessments of the Care Environment) Results 2019 | | | | |
| Report Lead: | Mark Madden, Executive Chief Finance Officer | | | | |
| Report Author(s): | Fiona Benson, Head of Estates and Facilities | | | | |
| Report discussed previously at: | Board of Directors 29 July 2020 | | | | |
| Level of Assurance: | Level 1 | | Level 2 | ✓ | Level 3 |

Purpose of the Report

| | | |
|------------------------------------------------------------------------------------------------------|--------------------|---|
| This report provides the results of the 2019 Patient Led Assessment of the Care Environment (PLACE). | Approval | |
| | Discussion | |
| | Information | ✓ |

Recommendations/Action Required

The Council of Governors Committee is asked to:

- 1 Note the contents of this report.

Summary of Key Issues

The Trust is required to undertake a mandatory annual review assessing the quality of the hospital environment. Patient Led Assessment of the Care Environment (PLACE) is intended to put the perspective of the Service User at the centre of the assessment process. Teams of PLACE assessors evaluate the care environment reporting on how well the Trust is performing against the published criteria.

In 2009/10 the Department of Health (DoH) made it mandatory for all NHS Trusts to declare their level of compliance through the “*Standards for Better Health*” initiative with three of the identified domains focusing on the patient experience.

The nature of PLACE assessments is to identify specific areas of improvement that require further investment by the Trust. It provides a ‘snapshot’ of how the Trust is performing against a range of non-clinical activities which impact on the Service User experience. The process recognises that areas highlighted for improvement are documented and addressed as either remedial maintenance or placed on a rolling Backlog Maintenance Programme to ensure that standards are maintained trust wide. 2018’s PLACE assessment recorded areas for improvement and investment, which have been addressed and should be reflected in 2019’s PLACE scores.

The Board of Directors have ultimate responsibility for ensuring that Service Users dignity, privacy, cleanliness, food and general building maintenance standards are not compromised or directly impacting clinical care provisions.

The attached report provides the Council of Governors with a detailed overview of how the Trust is performing against last year’s results and benchmarked against other similar Trusts on a national level.

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 | ✓ |

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 | SMT | Senior Management Team |
|-----|----------------------|-----|------------------------|

Supporting Documents and/or Further Reading

| |
|-------------|
| Main Report |
|-------------|

Lead

| |
|--------------------------------------------------------------|
| Mark Madden Executive Chief Finance Officer |
|--------------------------------------------------------------|

Patient Led Assessment of the Care Environment PLACE 2019 Results

1.0 Inspection

2019's PLACE Assessments were carried out on twenty in-patient unit between the 24th September 2019 and the 26th November 2019. Each PLACE Assessment was coordinated by Estates and Facilities and the Trust Secretary's Office, to ensure that each PLACE Assessment Team has appropriate representatives including Service Users / Service User representatives (Volunteers) and Trust Governors and was following guidance received from NHS Improvement. Each PLACE Assessment team were briefed by Estates and Facilities representatives leading the assessment with the emphasis firmly placed on providing an accurate reflection of the views of Service Users and clinical staff.

Outcomes were discussed and agreed amongst members of each of the PLACE Assessment Teams. Areas not meeting the current standards were acknowledged and documented by each Estates and Facilities representative. Actions that were identified as Estates and Facilities responsibilities were logged onto the local task management system, for follow up by an Estates and Facilities hard or soft services maintenance staff to confirm and action route to resolution.

Actions have been discussed with clinical colleagues and a collaborative approach to address the local care environment has been established. Estates and Facilities staff are required to undertake a monthly audit of the care environment alongside a clinical representative. Through adopting this approach, the actions continue to be documented and monitored with mutual agreement regarding temporary measures, timescales, prioritisations and least restrictive practices to ensure that actions are addressed. It is essential that a collaborative approach is maintained, as the actions can have a direct impact on clinical service provisions and associated funding of clinical services. This should ensure that enhancements to the patient environment can be undertaken without compromising existing service standard.

The agreed actions arising from the detailed questions raised during the visits form part of a detailed action plan. The Estates and Facilities SMT is accountable for completion of the action plan in liaison with other departments.

It is important that the Trust recognises that an annual PLACE Assessment provides evidence toward compliance with regards to Infection Control, Hygiene, Privacy and Dignity elements identified as part of the published CQC Standards.

2.0 Results

NHSI published the PLACE scores into the public domain on the 30th January 2020 and the scores for EPUT as a whole are as follows:

| Non Clinical Domain | 2019 Score | National Average | 2018 Score | National Average |
|-------------------------------------|-------------------|-------------------------|-------------------|-------------------------|
| Cleanliness | 99.5% | 98.6% | 99.7% | 98.5% |
| Food & Hydration | 90.5% | 92.2% | 90.0% | 90.2% |
| Privacy, Dignity & Wellbeing | 84.9% | 86.1% | 89.2% | 84.2% |
| Condition, Appearance & Maintenance | 97.2% | 96.4% | 96.7% | 94.3% |
| Dementia Friendly | 95.1% | 80.7% | 87.5% | 78.9% |
| Disability Access | 84.7% | 82.5% | 90.4% | 84.2% |

A breakdown of the scores by site can be found in Appendix 1 & 2

3.0 Conclusion

It is noted that Food & Hydration did not achieve the national average by 1.7% and Privacy, Dignity & Wellbeing missed the national average by 1.2%.

Some of the generic issues raised against the two domains which did not achieve the national average included:

Privacy and dignity domain: Smoking on sites, seating in reception and outside the entrance, general appearance of outside areas to encourage usage and cleaning of window sills and frames.

To address the issue the Trust is reviewing the signage at site level to discourage smoking, and working with operational colleagues to raise awareness at a local level, is encouraging all areas to make suitable bids for charitable funds to improve the softer elements of the environment and is reviewing the trust specification for window cleaning.

Food and Hydration: the issues raised include the availability of hot meals at lunchtime, the availability of finger food and snacks throughout the day, how frequently the menu cycles are updated and whether the Trust is using ISO compliant packaging. The Trust is carrying out a review of its external food provider in November 2020 when these issues will be considered and changes to the overall specification across the Trust could be made. Any changes to the specification would need business case approval from the Trust Board.

It is important to note that different assessors must be taken into account when assessing the results. A number of assessors were new to the process this year and therefore differing perceptions on some of the answers supplied against the previous year's return.

Overall the 2019 PLACE Assessments had deteriorated on 2018's submission highlighting that Food & Hydration needs to be reviewed and the Privacy, Dignity & Wellbeing element need to be addressed over the coming months to ensure that the Trust continues to exceed the national average.

4.0 Action Required

The Council of Governors are asked to:

1. Note the contents of this report

Report prepared by Fiona Benson, Head of Estates and Facilities

On behalf of

Mark Madden
Executive Chief Finance Officer

Appendix 1 - PLACE SCORE Compared Against the National Average

| Site Name | Cleanliness (%) | | Food Score (%) | | Organisation Food Score (%) | | Ward Food Score (%) | | Privacy, Dignity & Wellbeing (%) | | Condition, Maintenance & Appearance (%) | | Dementia Friendly (%) | | Disability Access (%) | |
|-----------------------------|-----------------|---------|----------------|--------|-----------------------------|--------|---------------------|---------|----------------------------------|--------|-----------------------------------------|--------|-----------------------|--------|-----------------------|--------|
| | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 |
| National Average (%) | 98.58% | 98.74% | 91.25% | 92.86% | 89.85% | 91.11% | 92.71% | 94.64% | 86.33% | 87.40% | 94.20% | 95.92% | 81.77% | 84.34% | 86.21% | 83.80% |
| St. Margaret's Hospital | 100.00% | 100.00% | 94.65% | 90.95% | 89.89% | 83.70% | 100.00% | 100.00% | 94.85% | 90.76% | 94.26% | 99.07% | 93.40% | 97.05% | 93.63% | 92.16% |
| Rochford Community Hospital | 100.00% | 99.56% | 89.66% | 89.71% | 87.16% | 84.06% | 91.34% | 97.14% | 93.70% | 85.29% | 99.74% | 98.50% | 91.26% | 93.03% | 94.48% | 90.53% |
| Robin Pinto Unit | 99.58% | 98.67% | 92.06% | 90.95% | 87.05% | 83.70% | 96.73% | 100.00% | 90.63% | 76.60% | 93.12% | 98.08% | 81.99% | - | 77.72% | 77.70% |
| Thurrock Community Hospital | 100.00% | 100.00% | 94.34% | 90.39% | 89.45% | 82.25% | 100.00% | 100.00% | 95.95% | 81.25% | 98.28% | 98.72% | 92.92% | 94.41% | 95.58% | 87.32% |
| The Brambles | 98.68% | 100.00% | - | - | - | - | - | - | 83.87% | 82.93% | 97.13% | 97.30% | - | - | 75.00% | 78.57% |
| Broomfield Hospital | 99.36% | 99.09% | 83.64% | 98.04% | 72.88% | 94.02% | 87.01% | 100.00% | 76.54% | 90.08% | 93.70% | 98.21% | 69.62% | 98.70% | 78.27% | 84.51% |
| Kings Wood Centre | 100.00% | 100.00% | 83.83% | 90.95% | 72.16% | 83.70% | 96.92% | 100.00% | 70.93% | 81.67% | 94.30% | 98.39% | 72.73% | 90.38% | 83.87% | 76.61% |
| The Lakes | 99.86% | 99.21% | 81.18% | 90.95% | 72.09% | 83.70% | 88.44% | 100.00% | 70.00% | 86.44% | 96.70% | 97.58% | - | - | 80.57% | 77.68% |
| Rawreth Court | 100.00% | 100.00% | 92.15% | 91.57% | 87.16% | 83.70% | 96.79% | 100.00% | 95.59% | 78.72% | 99.30% | 94.23% | 93.95% | 96.64% | 96.87% | 90.45% |
| Clifton Lodge | 100.00% | 98.23% | 90.49% | 93.04% | 87.16% | 86.23% | 93.58% | 100.00% | 92.65% | 76.60% | 97.18% | 90.38% | 91.54% | 95.15% | 93.72% | 90.45% |
| Brockfield House | 99.80% | 99.39% | 95.26% | 90.53% | 89.73% | 91.11% | 99.36% | 90.00% | 97.62% | 92.09% | 99.07% | 97.85% | - | - | 96.82% | 79.44% |
| St. Aubyns Centre | 99.70% | 100.00% | 76.05% | 88.48% | 68.73% | 83.70% | 84.45% | 94.44% | 69.79% | 86.21% | 92.47% | 98.44% | - | - | 78.42% | 76.85% |
| Wood Lea Clinic | 99.79% | 100.00% | 91.51% | 90.23% | 86.41% | 82.41% | 100.00% | 100.00% | 87.50% | 86.67% | 97.46% | 97.12% | - | - | 82.99% | 80.26% |
| Christopher Centre (Linden) | 100.00% | 98.53% | 78.33% | 90.52% | 70.16% | 83.15% | 87.56% | 100.00% | 70.45% | 78.79% | 96.20% | 95.16% | - | - | 82.27% | 61.36% |
| Landermere Centre | 99.46% | 100.00% | 79.06% | 91.06% | 70.59% | 84.06% | 89.17% | 100.00% | 84.52% | 83.05% | 95.00% | 98.44% | 85.20% | 95.55% | 87.27% | 88.64% |

| | | | | | | | | | | | | | | | | |
|-----------------------------------|---------|---------|--------|--------|--------|--------|---------|---------|--------|--------|--------|--------|--------|--------|--------|--------|
| Mountnessing Court | 98.95% | 100.00% | 92.30% | 91.04% | 87.16% | 81.88% | 97.43% | 100.00% | 94.87% | 76.60% | 94.67% | 95.28% | 94.10% | - | 97.26% | 77.98% |
| Basildon Mental Health Unit | 99.30% | 98.69% | 91.45% | 86.35% | 87.16% | 80.19% | 95.72% | 94.29% | 91.23% | 82.73% | 99.18% | 95.52% | 91.36% | - | 94.67% | 86.11% |
| Chelmer and Stort | 100.00% | 100.00% | 91.32% | 91.06% | 86.12% | 84.06% | 100.00% | 100.00% | 94.20% | 86.15% | 94.02% | 98.75% | 92.63% | - | 84.25% | 84.76% |
| Byron Court - 5 Health Close | 100.00% | 100.00% | 95.36% | 85.25% | 89.73% | 84.06% | 100.00% | 86.59% | 92.98% | 84.44% | 98.91% | 98.04% | - | - | 92.80% | 76.61% |
| Cumberledge Centre | 100.00% | | 95.01% | | 88.91% | | 100.00% | | 88.89% | | 94.03% | | - | | 93.38% | |
| Saffron Walden Community Hospital | 100.00% | 100.00% | 90.91% | 90.75% | 86.31% | 83.51% | 96.80% | 100.00% | 93.80% | 84.44% | 94.97% | 92.31% | 96.55% | 95.12% | 96.26% | 90.22% |

Appendix 2 - PLACE SCORE Compared Against 2018

| Site Name | Cleanliness (%) | | Food Score (%) | | Organisation Food Score (%) | | Ward Food Score (%) | | Privacy, Dignity & Wellbeing (%) | | Condition, Maintenance & Appearance (%) | | Dementia Friendly (%) | | Disability Access (%) | |
|-----------------------------|-----------------|---------|----------------|--------|-----------------------------|--------|---------------------|---------|----------------------------------|--------|-----------------------------------------|--------|-----------------------|--------|-----------------------|--------|
| | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 |
| St. Margaret's Hospital | 100.00% | 100.00% | 94.65% | 90.95% | 89.89% | 83.70% | 100.00% | 100.00% | 94.85% | 90.76% | 94.26% | 99.07% | 93.40% | 97.05% | 93.63% | 92.16% |
| Rochford Community Hospital | 100.00% | 99.56% | 89.66% | 89.71% | 87.16% | 84.06% | 91.34% | 97.14% | 93.70% | 85.29% | 99.74% | 98.50% | 91.26% | 93.03% | 94.48% | 90.53% |
| Robin Pinto Unit | 99.58% | 98.67% | 92.06% | 90.95% | 87.05% | 83.70% | 96.73% | 100.00% | 90.63% | 76.60% | 93.12% | 98.08% | 81.99% | - | 77.72% | 77.70% |
| Thurrock Community Hospital | 100.00% | 100.00% | 94.34% | 90.39% | 89.45% | 82.25% | 100.00% | 100.00% | 95.95% | 81.25% | 98.28% | 98.72% | 92.92% | 94.41% | 95.58% | 87.32% |
| The Brambles | 98.68% | 100.00% | - | - | - | - | - | - | 83.87% | 82.93% | 97.13% | 97.30% | - | - | 75.00% | 78.57% |
| Broomfield Hospital | 99.36% | 99.09% | 83.64% | 98.04% | 72.88% | 94.02% | 87.01% | 100.00% | 76.54% | 90.08% | 93.70% | 98.21% | 69.62% | 98.70% | 78.27% | 84.51% |
| Kings Wood Centre | 100.00% | 100.00% | 83.83% | 90.95% | 72.16% | 83.70% | 96.92% | 100.00% | 70.93% | 81.67% | 94.30% | 98.39% | 72.73% | 90.38% | 83.87% | 76.61% |
| The Lakes | 99.86% | 99.21% | 81.18% | 90.95% | 72.09% | 83.70% | 88.44% | 100.00% | 70.00% | 86.44% | 96.70% | 97.58% | - | - | 80.57% | 77.68% |
| Rawreth Court | 100.00% | 100.00% | 92.15% | 91.57% | 87.16% | 83.70% | 96.79% | 100.00% | 95.59% | 78.72% | 99.30% | 94.23% | 93.95% | 96.64% | 96.87% | 90.45% |
| Clifton Lodge | 100.00% | 98.23% | 90.49% | 93.04% | 87.16% | 86.23% | 93.58% | 100.00% | 92.65% | 76.60% | 97.18% | 90.38% | 91.54% | 95.15% | 93.72% | 90.45% |
| Brockfield House | 99.80% | 99.39% | 95.26% | 90.53% | 89.73% | 91.11% | 99.36% | 90.00% | 97.62% | 92.09% | 99.07% | 97.85% | - | - | 96.82% | 79.44% |
| St. Aubyns Centre | 99.70% | 100.00% | 76.05% | 88.48% | 68.73% | 83.70% | 84.45% | 94.44% | 69.79% | 86.21% | 92.47% | 98.44% | - | - | 78.42% | 76.85% |
| Wood Lea Clinic | 99.79% | 100.00% | 91.51% | 90.23% | 86.41% | 82.41% | 100.00% | 100.00% | 87.50% | 86.67% | 97.46% | 97.12% | - | - | 82.99% | 80.26% |
| Christopher Centre (Linden) | 100.00% | 98.53% | 78.33% | 90.52% | 70.16% | 83.15% | 87.56% | 100.00% | 70.45% | 78.79% | 96.20% | 95.16% | - | - | 82.27% | 61.36% |
| Landermere Centre | 99.46% | 100.00% | 79.06% | 91.06% | 70.59% | 84.06% | 89.17% | 100.00% | 84.52% | 83.05% | 95.00% | 98.44% | 85.20% | 95.55% | 87.27% | 88.64% |
| Mountnessing Court | 98.95% | 100.00% | 92.30% | 91.04% | 87.16% | 81.88% | 97.43% | 100.00% | 94.87% | 76.60% | 94.67% | 95.28% | 94.10% | - | 97.26% | 77.98% |

| | | | | | | | | | | | | | | | | |
|-----------------------------------|---------|---------|--------|--------|--------|--------|---------|---------|--------|--------|--------|--------|--------|--------|--------|--------|
| Basildon Mental Health Unit | 99.30% | 98.69% | 91.45% | 86.35% | 87.16% | 80.19% | 95.72% | 94.29% | 91.23% | 82.73% | 99.18% | 95.52% | 91.36% | - | 94.67% | 86.11% |
| Chelmer and Stort | 100.00% | 100.00% | 91.32% | 91.06% | 86.12% | 84.06% | 100.00% | 100.00% | 94.20% | 86.15% | 94.02% | 98.75% | 92.63% | - | 84.25% | 84.76% |
| Byron Court - 5 Health Close | 100.00% | 100.00% | 95.36% | 85.25% | 89.73% | 84.06% | 100.00% | 86.59% | 92.98% | 84.44% | 98.91% | 98.04% | - | - | 92.80% | 76.61% |
| Cumberledge Centre | 100.00% | | 95.01% | | 88.91% | | 100.00% | | 88.89% | | 94.03% | | - | | 93.38% | |
| Saffron Walden Community Hospital | 100.00% | 100.00% | 90.91% | 90.75% | 86.31% | 83.51% | 96.80% | 100.00% | 93.80% | 84.44% | 94.97% | 92.31% | 96.55% | 95.12% | 96.26% | 90.22% |

| | | | | | |
|----------------------------------------|--------------------------------------------------------------------------------|------------------------------------|----------------|--|----------------|
| | | Agenda Item No: 5(f) | | | |
| SUMMARY REPORT | | COUNCIL OF GOVERNORS PART 1 | | | |
| | | 23 September 2020 | | | |
| Report Title: | Mental Health & Community Health Services Transformation | | | | |
| Executive/Non-Executive Lead: | Nigel Leonard Executive Director of Strategy & Transformation | | | | |
| Report Author(s): | Mark Travella Associate Director Business Development & Service Improvement | | | | |
| Report discussed previously at: | n/a | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 |

| Purpose of the Report | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---|
| This report provides an update on the Trust's Mental Health and Community Services Transformation Programmes and how the Trust is adjusting to the Coronavirus outbreak. | Approval | |
| | Discussion | ✓ |
| | Information | ✓ |

| Recommendations/Action Required |
|---------------------------------------------------------------------------------------------------------------------------------------|
| The Council of Governors is asked to note the content and progress of the Mental Health and Community Health Services Transformation. |

| Summary of Key Issues |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Due to the Coronavirus outbreak, NHS England, local CCGs and the Trust operational and support services are carrying out a large number of unplanned activities. Operational services are engaged in a wide range of unplanned activities including regular deep cleaning and taking extra care and time to meet patients emotional, mental and physical health needs. Re-deployment of some staff to support safe, effective and operational resilience has taken place. Trust and system staff had paused most transformational work to support operational services concentrating on BAU. The Trust, with local commissioners and other stakeholders are now adjusting to coronavirus outbreak and resetting clinical services and its transformation activities.</p> <p>Most local systems are currently planning to adjust to a 'new normal' and the updated reports and appendices update those positions.</p> <p>The Mental Health and Community Health Services Transformation Programme covers three STP areas and within them seven CCGs, two local unitary authorities and one County Council. The Programme has been reported regularly to the Board. The People, Innovation and Transformation Committee also discusses the transformation programme and the Finance and Performance Committee considers the financial implications of the programme.</p> <p>The Mental Health Transformation Portfolio comprises four major programmes, and within these, 18 projects. Since the implementation of the STPs some of these schemes have remained broadly Essex wide whilst others are being developed to reflect the PLACE based care and the individual needs of each locality.</p> <p>Within each STP the four major programmes are:</p> <ol style="list-style-type: none"> 1. Emergency Response and Crisis Care Service 2. Personality Disorders 3. Older People & Dementia 4. Community (Primary) Care |

The Trust will need to appoint to approximately 140 posts Essex wide and this excludes a number of new service development projects and the future requirements for Community (Primary) Care. A tracker is now in place alongside a number of recruitment initiatives and the Trust has recognised this challenge on the Board Assurance Framework.

The attached main report also describes a new Workstream 'Phase 3 Learning' an NHS England and NHS Improvement newly branded programme of work called Restoring Services that will be showcasing the work Trusts are doing to restore and recover services.

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 | |
| 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 | ✓ |
| Governance implications | ✓ |
| Impact on patient safety/quality | ✓ |
| Impact on equality and diversity | |
| Equality Impact Assessment (EIA) Completed? | NO |
| If YES, EIA Score | N/A |

Acronyms/Terms Used in the Report

| | | | |
|-----|-------------------------------|-------|---------------------------------------------|
| CAT | Cognitive Analytic Therapy | PCN | Primary Care Network |
| CCG | Clinical Care Group | QIPP | Quality Improvement Productivity Prevention |
| DBT | Dialectical Behaviour Therapy | REACT | Relatives Education & Coping Toolkit |
| MSE | Mid & South Essex | SDIP | Service Development & Improvement Plan |
| PAH | Princess Alexandra Hospital | STP | Sustainability & Transformation Partnership |

Supporting Documents and/or Further Reading

Main Report
Appendix 1: South East Essex Community Services Transformation Update

Lead



Nigel Leonard
Executive Director of Strategy and Transformation

**MENTAL HEALTH & COMMUNITY HEALTH SERVICES
TRANSFORMATION**

1 Purpose of Report

This report provides an update on the Trust's Mental Health and Community Services Transformation Programmes and how the Trust is adjusting to the Coronavirus outbreak.

2 Executive Summary

This report is written in three sections to cover the Transformational activity in:

- Mental health services across Essex
- Community transformation projects in South East Essex
- Community transformation projects in West Essex

It also contains a section entitled Phase 3 learning which describes the main initiatives the Trust is taking with its stakeholders to adjust to the coronavirus outbreak.

Due to the Coronavirus outbreak, NHS England, local CCGs and the Trust operational and support services are carrying out a large number of unplanned activities. For this reason some transformational activities have slowed down or stopped, or been adapted to meet the current needs of our patient population.

In May local systems began to adapt to a new business as usual state with the following features and this may impact on the shape and delivery of transformational programmes:

2.1 Mental Health Services Across Essex

The mental health transformational schemes across the three STPs comprise a portfolio of four programmes Each STP will oversee the programmes of work through an SDIP. The Trust, with STPs is developing transformation programme, workforce and finance documentation to support transparent planning and assurance tracking for the 2020/21 year ahead. This planning provides clarity on the finances required and the timetable for staff recruitment to match planned operational capability.

Urgent and Emergency Care

This programme at STP level is made of three separate crisis response service projects for West Essex, MSE and NE Essex. All three projects went live successfully on or around 1 April 2020 in line with our plan and have been operational throughout Covid19.

Due to workforce challenges the services will develop across 20/21 as the full workforce is recruited. Recruitment remains a high priority. The service aligns access points through 111 including joined up pathways with police, ambulance services and the voluntary sector.

The model for 24 hour crisis assessment and treatment services links with the current Home Treatment Teams. Crisis Cafes provided by the third sector enable an option to support people in crisis and interface with EPUT services. Crisis Cafes are located in MSE and NEE.

Due to Coronavirus the Crisis Cafes have adapted to support the 111 pathways. Instead of providing drop-ins, they have adapted to provide telephone support. EPUT technologies have been developed to provide for automated real time electronic referrals straight through to the Crisis Cafes. Southend Crisis Cafe is currently planning to start providing an adapted safe drop in model shortly.

In light of the coronavirus outbreak, the resources available to the new U&EC services have been focussed on telephone triage and support initially with home visits increasing as time has progressed where required. The police and ambulance services have been directly interfacing with the crisis services to reduce A/E attendances.

The three Crisis Response Services will now progress to BAU services.

Community (Primary Care)

This programme at CCG level comprises 6 projects (Southend and CPR CCGs are working together) to transform community mental health services. Mental health community services are being transformed to provide Mental Health expertise at GP surgery level, organised against the emerging PCNs. This will ensure that physical and mental health will be joined up, GPs and their patients will have rapid access to mental health expertise at surgery level, supporting the aspirations of Five Year Forward View and the NHS Long Term Plan.

Southend/CPR CCGs have been trialling new models of MH support in three GP surgeries with three seconded band 7s and are currently planning to roll out the model across all PCNs through the remainder of 20/21 and planning for full recruitment.

Thurrock has piloted MH support in one PCN and plans to fully recruit in 2020/21 with the other three PCNs being fully funded and set up in 201/22.

The West Essex model is part of a national early implementer pilot. This pilot along with the other national pilots will be evaluated and will inform clinical models for the future across England by 2024.

NEE has commenced piloting in a number of PCNs and will be evaluated later in 2020. It is currently considering a new project to pull together MH community transformation and primary care transformation. Separately, EPUT staff are assisting the NEE Alliance to establish PCNs.

BB CCG is planning to commence project work Q2 2020 broadly based on the Thurrock model.

Mid Essex had commenced project work in February 2020 with work stood down to focus resources on COVID-19. It is planning to restart work in Q3 2020. Mid Essex is a large geographical area with 9 PCNs. Rollout of an approved model, based on the Thurrock model will complete across 2021/22.

The benefits to primary transformation are far reaching including much improved customer experience for patients e.g. less queuing, faster access along care pathways including testing the new 4 week standard. For local providers system interoperability and shared records are being piloted with EPUT delivering significant innovative solutions that will inform other areas of the UK.

Older People and Dementia

This programme is at CCG level. SE Essex and Mid Essex have developed and are implementing transformed community teams to manage patients and carers at home instead of hospital. SE Essex data shows very significant falls in inpatient use to the point that admission is now an unusual event. SE Essex is now in its second phase of development that seeks to implement the dementia wraparound model developed in conjunction with the South East Essex CCG, ECC and SBC.

SW Essex comprising Thurrock and BB CCGs are planning to work together to implement a common transformation solution across the patch based on the SE Essex model.

NEE older people's transformation is going to be a complex piece of work that incorporates the revision plans of Clacton Hospital. A local system steering group has been set up to oversee this work and its relationship with other clinical services as part of the North East Essex Health and Wellbeing Alliance.

West Essex is advanced in the delivery of dementia services and this model, which links closely with community services. This learning has been shared with other localities to help frame their pathways.

Personality Disorder

This Essex wide model will transform the way staff across entire systems understand and treat people with a personality disorder. The model comprises training and consultation support across local systems, from GPs and the third sector to specialist mental health staff in secondary care. New model of care, delivering DBT and CAT and other psychotherapeutic approaches are being introduced and rolled out across the workforce. This outcome is a range of benefits including better supported patients and carers, improved rates of recovery and independence and fewer admissions to hospital.

Whilst Commissioners are supportive of the model the new Mental Health Investment Standard finance is geared towards primary care and IAPT provision rather than secondary mental health. This has delayed support for the PD programme which is an Essex wide model. The Trust is looking at other solutions to pump prime this service as we see the positive impact this can have for patients.

MSE have funded the model through a business case and implementation has started. NEE have recently indicated that they will fund the model, and discussion

with West Essex continue in the hope that funding is agreed and the whole of Essex benefits from a non-variable new personality disorder model and approach.

Risks and Issues

The significant risk relates to recruitment in all three STPs/ICSs. Due to workforce challenges the Trust is considering examining options to improve recruitment but is also considering alternative staffing structures with commissioners to enable service initiatives to commence in 2020/21. A major recruitment plan is in place and is showing some signs of success but this will need to be monitored closely and weekly monitoring is now in place. Preparedness plans are also being developed where required to predict any workforce shortfalls and re look at skill mix and other options for providing a safe and effective service, in the interim and long term.

Communications plan are also in place to ensure that the public, patients and carers as well as wider system health, social care and third sector staff are aware of the changes and access the new service appropriately.

2.2 Community Transformation Projects in South East Essex

A range of initiatives have been put in place to support the system during the Coronavirus outbreak across both Adult and Children's services.

Discharge to Assess: In order to support people being discharged from hospital at pace, community services have developed a model for 'discharge to assess' services, which will support the delivery of care to people in their own homes and reduce the need for individuals to be placed in a community bed. This will achieve better outcomes overall for patients.

Urgent Community Response Teams (UCRT): Existing urgent response services have been able to strengthen the enhanced 'admission avoidance' requirement to deliver 2 hour crisis response in patients' homes. This saw the development and implementation on 30th April of a Single Point of Access for UCRT across the STP hosted by SEE Community Services in EPUT. This was a three month project funded via COVID monies until end of July and has now been approved for on-going funding by the STP.

Community Beds: Mountnessing Court relocated to Bayman Ward and Cumberlege Intermediate Care Centre (CICC) to Gibson Ward at Brentwood Community Hospital. This was part of the STP decision to consolidate all community beds on two sites as part of the Covid-19 response. Discussions are now underway to secure agreement for the optimum community bed model for STP pre-winter and it has been agreed that CICC will return by 1st Oct 2020.

Community Services Models: Also within South East Essex Community services, EPUT, Provide and NELFT are working together in mid and south Essex looking at a potential joint venture led by Mutual Ventures which also engages commissioners. James Wilson is leading for the commissioners and Nigel Leonard is the lead for EPUT. The work will be undertaken in the summer and the Chief Executive Officers and Chief Finance Officers of the respective organisations are involved in the work to be undertaken.

Community Contract Transformation: The Trust will also be working closely with the CCGs in South East Essex to collaboratively look at developing a robust and in-depth transformation of the contract, following a request by the CCGs. A contract with greater focus on patient outcomes and efficiency which will replace the current activity-based performance measurement, with a view to transforming service delivery around national, regional and local principles and broader 'out of hospital' modelling.

See appendix 1 for more detail on specific transformation work being undertaken in SE Essex.

2.3 Community Transformation Projects in West Essex

In order to support people being discharged from hospital, services have been supporting the safe discharge from hospital enabling residents to return home. Poplar Ward at St Margaret's Community Hospital was designated a further respiratory ward to support the system dealing with COVID-19 patients.

Digital consultations have been undertaken by teams to ensure a continued response to meet the needs of patients. With the deployment of MS Teams, a range of services are now able to support patients with education and support group sessions including pain, diabetes, dietetics, respiratory and heart failure services.

All West Essex community sites have been designated as Covid-19 secure, this will enable an increase in face to face clinical appointments and where possible group sessions adhering to social distancing requirements as part of the reset and recovery of community services. EPUT has been at the forefront of support to our care homes during the pandemic and beyond and our community teams continue to work closely with system partners in this area and will be delivering the flu vaccination to residents of care homes.

Community matrons have supported the MDT's for care homes along with GP's and other system partners with the use of video conferencing and MS Teams. The use of technology to hold MDT's will continue in the future. EPUT has been at the forefront of support to our care homes during the pandemic and beyond and our community teams continue to work closely with system partners in this area.

Digital authorisations for injectable medicines and CD's is available to our GP practices on System1 and this has reduced the administrative burden for both GP's and nursing teams to support our patients especially those who are at End of Life.

WECHS has worked with the CCG and other system partners to develop the West Essex Vision and Strategy for Out of Hospital care. The innovation and learning from our COVID 19 response has informed the strategy which has and will continue to be a focus the One Health and Care Partnership.

2.4 Phase 3 Learning

NHS England and NHS Improvement will be showcasing the work trusts are doing to restore and recover services under a newly branded programme of work Restoring Services.

Each month NHSE/I plan on having a package that provides a press comment, informed commentary around the performance and activity figures, and trust case studies to share the hard work and innovative approaches trusts and their staff are developing to cope with rising demand and recover and restart services.

Senior managers representing operations and support services are meeting regularly to consider the content of EPUT submissions, and also learn from what other organisations and local system members are doing to recover and reset services. A strong theme for reset and recovery is equality, ensuring that EPUT, with its local system members consider the impact of future services on groups with protected characteristics as well as the wider communities we provide services to.

Trusts will be considering the actions taken during the pandemic and making decisions based on three domains for future planning; Adapt, Adopt or Abandon.

STP areas are being rated on their recovery plan achievement across the entire health system, not just Mental Health and some funding support for recovery will be made available through an application process.

Further updates will be provided at future meetings when the systems and processes for Phase 3 Learning is embedded.

3 Action

The Council of Governors is asked to note the contents of this report.

Report prepared by:

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On behalf of:



Nigel Leonard
Executive Director of Strategy & Transformation

South East Essex Community Services - Transformation Projects

Update July 2020

| COVID Transformation Projects | | | | |
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| | | <i>Project</i> | <i>Update</i> | <i>Due Date</i> |
| 1 | Relocated Mountnessing to Brentwood Hospital | In response to STP decision to consolidate all community beds on two sites Mountnessing Court relocated to Bayman Ward, Brentwood Community Hospital on Friday 10 April 2020 | The future of community Beds provision will be in the recover/reset planning, no decision as yet. July 2020 Awaiting STP decision on future of Mountnessing Court. MNC remaining at Brentwood until 31.03.21 | Complete |
| 2 | CICC relocated to Brentwood Hospital | In response to STP decision to consolidate all community beds on two sites. CICC relocated from Rochford to Gibson Ward, Brentwood Community Hospital on 1 May 2020 | The future of community Beds provision will be in the recover/reset planning, no decision as yet. July 2020 Awaiting STP decision on future of CICC. Remain optimistic that CICC will return to Rochford Hospital on 1 October 2020. Project Group established to oversee repatriation. Full Action Plan available. CICC to return on 28.09.20 to reopen on 5th October | Complete |
| 3 | Standardised UCRT (Urgent Community Response Team) Model across the STP | Phase One - EPUT Led project to establish SPA for UCRT across the STP. Successfully completed and mobilised 30 April. EPUT hosting the SPA on a 3 month project funded by COVID Phase 2 – will see development of business case for the model to be rolled out across the STP. EPUT project managing the Business Case Development. Phase 3 Mobilisation of standardised model for UCRT. | July 2020 Phase One complete 30/4/20 Single Point of Access for UCRT fully operational, hosted by EPUT. Phase Two complete 17/7/20 Outline Business Case and Investment Plan for standardised UCRT model across STP has been agreed; Now been submitted to STP Finance Group for consideration. Finance group has approved the on-going funding for all elements of the UCRT project | |
| 4 | Community Integrated Team (Discharge to Assess Model) | Establish Integrated Community Discharge Team to deliver 'Discharge to Assess' model with EPUT providing overall lead and responsibility. | May 2020 EPUT hosting Project group making good progress focusing on a) Establishing CIT and interface with the Acute discharge Team. b) Reinvigorating SPOR c) Creating MDT huddles to track and management patient post discharge d) Contractualise new specification for CIT July 2020 Progress continues as above. Specification with CCG for consideration. D2A model now working with the acute and LAs to ensure a completely integrated model to allow appropriate flow | |

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| | | | from the hospital and from CICC. | |
| 5 | Care Home Training (Super Training) | National requirement to deliver Providing dedicated on Infection control and PPE to care homes | May 2020 Dedicated care homes training team within EPUT tasked to provide for 131 South East Essex Care Homes. Training programme already under way. July 2020 Excellent progress virtually every care home in SEE now trained by EPUT Care Home Training Team. | |
| 6 | CICC Reset/Recovery | Review service specification for CICC and including criteria for agreement by local placed commissioners as part of reset work. | May 2020 Draft specification developed with a proposed broader remit for CICC which includes Step up and Step Down, with a focus on frailty. July 2020 As above Draft Specification with CCG for consideration as part of overall project to repatriate CICC 1 October 2020. Recruitment underway to open on 5 th October | |
| 7 | Future Service Delivery Models | To review the wide range of work changes that have taken place within community services under the principle of adopt, adapt or abandon. | May 2020 Changes in delivery to be considered to include: <ul style="list-style-type: none"> • Remote working • Clinical prioritisation • Reduced face to face contacts • Caseload cleansing • Use of digital tools July 2020 Work progressing, services identified across three community providers to be reviewed at scale. Project Group being established. Locally, work to align services to PCNs progresses at pace and will be the focus of forthcoming workshops. Work ongoing to develop consistent models across STP allowing for nuances at Place; PCN projects worked up and now trialling | |

| Transformation Projects aligned to Corporate Objectives, Service Development Plans and System-wide priorities | | | | |
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| | | <i>Project</i> | <i>Update</i> | <i>Due Date</i> |
| 1. | Urgent Community Response Team (UCRT) known locally as SWIFT | Establish and test comprehensive community response team SWIFT (that includes Falls OT response provision) that impacts on reducing acute hospital activity. | Service having demonstrable impact and now working with commissioners to mainstream into SEECHS contract. Specification and KPIs agreed with CCG with plans to mainstream in the forthcoming contracting round. | March 2020 |

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| | | | The Falls response service now fully operational. | |
| | | <p>In 2020/21 we will project manage:</p> <p>a) <i>Enhancing the SWIFT Crisis response impact by looking specifically at proving sub-cut hydration, neutropenic sepsis and step up beds in community, and;</i></p> <p>b) <i>Aligned our Crisis Response to our comprehensive Intermediate Care (IC) Transformation program to improved integration and collaboration across all of IC services.</i></p> | <p>Jan 2020 Update</p> <p>Project group in place with Project Plan to steer development of enhancements into next year. Progress already made on Neutropenic Sepsis and Falls response.</p> <p>Work plan for IC (including Crisis Response now agreed through project board)</p> <p>Feb 2020</p> <ul style="list-style-type: none"> • <i>Service continues to provide significant admission avoidance activity</i> • <i>Working in partnership with NELFT and PROVIDE to deliver on CTT project with SWIFT team member attending EEAST hub to delivery Cat 3/4/5 calls direct to community services</i> • <i>SWIFT now providing Falls lifting service using Razer Chair</i> <p>May 2020</p> <p><i>Established a single of point access UCRT /SWIFT hosted by EPUT and servicing the entire Mid & SE STP. This is available to paramedics.</i></p> <p><i>July 2020 In response to COVID 19 all UCRT focus has been reviewed across the STP and project managed by EPUT. See Section 3 COVID Transformation Projects above</i></p> | 2020/21 |
| 2. | Comprehensive Community Palliative Care Offer in South East Essex | <p>Establish a comprehensive population-health management model for Community Palliative Care / EOL Services that includes management of EOL register (finding those in last 12 month of life) and delivering of high quality front line EOL care</p> | <p>Services now fully operational as a consolidating single offer and deliver demonstrable system impact and demonstrated in recent CQC achievement of 'outstanding, recognises the high quality 'caring' front line service We are now working with commissioners to mainstream into SEECHS contract. Specification and KPIs agreed with CCG with plans to mainstream in the forthcoming contracting round.</p> | March 2020 |
| | | <p>In 2020/21 we will:</p> <p>a) <i>Ensure consolidated service focus delivers on achieving 1% of population target for End of Life Register and meet all new challenging contractual KPIs.</i></p> <p>b) <i>Work with CCG and local hospice to develop pathways that maximise access to the new hospice beds (to be opened March 2020)</i></p> | <p><i>Monthly steering Group meeting to drive transformation and improve performance.</i></p> <p>Feb 2020</p> <ul style="list-style-type: none"> • <i>Teams now fully aligned to PCN localities</i> • <i>Planning underway to establish weekly palliative care consultant chaired MDT facilitated by community team to commence in first week April</i> | 2020/21 Complete |

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| | | | <p>May 2020 Activity remains high during COVID. <i>July 2020 Team has experienced high death numbers during April and May.</i></p> | |
| 3. | <p>'Anticipatory Care' (population health) model for frailty</p> <p>Care Coordination Services</p> | <p>Establish an effective population health model of anticipatory care for those who are frail in South East Essex entitled 'Care Coordination' services. These services were originally commissioned separately across the two CCGs in South East Essex.</p> <p>We are now working to streamline under a single South East Essex</p> | <p>Services now fully operational with project plan to streamline under one operational model</p> <p>We are now working with commissioners to mainstream into SEECHS contract. Specification and KPIs agreed with CCG with plans to mainstream in the forthcoming contracting round.</p> | <p>March 2020</p> |
| | | <p>In 2020/21 we will:</p> <p>a) <i>Be working with CCG and PCNs to deliver new 'Primary Care Network' national specification for 'anticipatory care' by aligning to our Care Coordination service.</i></p> | <p>Jan 2020 <i>The PCN specification for Anticipatory Care now published (in draft), and it is clear that Community services will have a 'contracted' dedicated role requiring focussed project methodology to deliver.</i></p> <p>Feb 2020</p> <ul style="list-style-type: none"> <i>Project Group established (05/03/20) to oversee the streamlining of Care Co services across South East Essex</i> <i>Full project plan drafted covering comprehensive range of work streams</i> <p>May 2020 <i>Teams focussed on cleansing caseload registers to ensure high risk vulnerable patients remain safe during COVID</i></p> <p><i>July 2020 Project Group reconvened with continued focus on strengthening the Frailty focus for Care Coordination.</i></p> | <p>2020/21</p> |
| 4. | <p>Respiratory Care - Build single comprehensive community service model for respiratory care</p> | <p>Establish Integrated Community Respiratory Nursing Service. A redefined sustainable service able to deliver a quality service against updated service specification with dedicated medial leadership, closer Integration between Respiratory Nursing, Hospital Oxygen Team, Pulmonary Rehabilitation and Spirometry services</p> | <p>Draft specification has been developed and dedicated steering group overseeing transition to new model</p> | <p>Sept 2020</p> |
| | | <p>In 2020/21 will: <i>Continue to deliver on this priority project next year to transform our respiratory services and embed in contract. Priorities remain as above.</i></p> | <p>Jan 2020 <i>Dedicated project group in place with the accountability to STP work programme.</i></p> <p>Feb 2020</p> <ul style="list-style-type: none"> <i>Project group finalising key priorities for 2020/21</i> <i>Plans advanced to recruit lead GP for respiratory to work alongside EPUT Community Team</i> | <p>2020/21</p> |

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| | | | <ul style="list-style-type: none"> Aim to be mobilised by April 2020. <p>May 2020 EPUT to employ GP with extended role with respiratory. Team heavily focussed on managing COVID. July 2020 GP now employed by EPUT for Respiratory. The workstream is now being reviewed at STP level. Draft Business Case for optimum service being drafted.</p> | |
| 5. | Develop single streamlined 24/7 community nursing offer | With movement of palliative care and respiratory out of Integrated Nursing specification, opportunity exists to re-visit and refocus the core community nursing offer. Establish core activity and develop unique specification KPIs and outcome measures. Mainstream 2018/19 CCG investment to enhance 24/7 DN cover into core emerging specification. | Work plan in place informed by workshop and new specification in draft | March 2020 |
| | | 2020/21 Project continues as above. | <p>Jan 2020 Dedicated workgroup to finalise specification and contractualise.</p> <p>Feb 2020</p> <ul style="list-style-type: none"> Draft specification for Community Nursing and subject to ongoing revision in partnership with CCG. <p>May 2020 Team heavily focussed on managing COVID. July 2020 Progress delayed by COVID but remains a priority for 2021.</p> | 2020/21 |
| 6. | Heart Failure Service | Key system QIPP scheme that sees additional investment and expansion of the team which includes the increased provision of IV diuretic in the community | Final review of Service Specification and agreement of baseline activity and cost in order to close the project and CV into contract to be actioned imminently Implementation of the IV Diuretic Service fully mobilised Implementation of the enhanced CHFS. | Jan 2020 |
| | | 2020/21 As above. | <p>Jan 2020 Envisaged project complete March 2020.</p> <p>Feb 2020</p> <ul style="list-style-type: none"> Enhanced services fully operational. Working with CCG to consider project closure. <p>July 2020 as previously reported enhanced services are fully operational. During Covid -19 working arrangements have been adapted and implemented to respond accordingly.</p> | March 2020 Completed Closed |
| 6. | Care Home | To review and refocus our EPUT Sepsis and care home education | Plans and developments for the future: | March |

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| | Training (inc Sepsis management) | service in line with local authority offer (and other partners) to maximise the reduction in A&E and NEL admissions and improve patient outcomes | <ol style="list-style-type: none"> 1. Care Home Education Workshop (Dec 2019) 2. Agree timely information sharing and regular monitoring arrangements (Dec 2019) 3. Implement care home survey for training feedback (Dec 2019) Analysis of ongoing impact on A&E attendance and admission reductions (Dec 2019) Obtain assurances over staffing levels (Dec 2019) Redesign and reinvigoration of training marketing (Jan 2020) 4. Care Home attendance planner to be developed (Jan 2020) Review current running costs (Jan 2020) Review service specification (Feb 2020) Update and agree KPIs (Feb 2020) Consider mainstreaming into core service contract (Mar 2020) | 2020 |
| | | <p>2020/21 Renewed focus which includes:</p> <ol style="list-style-type: none"> 1. To work with commissioners to secure Long Term support for Care Homes Training. 2. Align EPUT care home services to emerging Primary Care Network specification for Enhanced Care in care homes. 3. Care Homes training team now part of unique project in partnership with UCL to test technology and pathways for 'Managing the Deteriorating Patient'. | <p>Jan 2020</p> <ol style="list-style-type: none"> 1. Working with CCG to secure decision on long term funding. 2. The PCN specification for Care Homes now published, now it is clear that Community services will have a dedicated role requiring focussed project methodology. 3. Project now live and subject to full evaluation in March 2020. <p>Feb 2020</p> <ul style="list-style-type: none"> • Care Home team have fully mobilised the UCL partnership project that sees team providing training and technology to better identify and manage the deteriorating patient – data being submitted for formal evaluation at end of March. • Team continue to demonstrate significant impact in reduction of sepsis presentations to acute services with South East Essex <p>May 2020 A key priority workstream for COVID and now providing Super Training Model to SEE Care Homes.</p> <p>July 2020 See section 5 COVID Transformation Projects</p> | 2020/21 |
| 7. | Aligning EPUT | We will work with community provider partners in the STP to build | Key actions in train include: | Sept 2010 |

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| | services to emerging SEE Intermediate Care Strategy | <p>our respective Intermediate Care Strategy and associated service offer including:</p> <ul style="list-style-type: none"> • Improved Single Point of Access (SPA); • Aligning crisis response (using SWIFT) to SPA; • Acute based Pathway coordinators • Streamlined Access intermediate care beds; • Collaboration and Partnership with Reablement provider • Enhanced domiciliary rehab services, and • Aligning Care Coordination services. | <ul style="list-style-type: none"> • EPUT Steering Group • Develop / review service specification (consider in unique spec or refreshed SPOR to SPA spec) • Identify and agree KPIs • Agree monthly reporting • Quality team assurance • Key stakeholder engagement for effective use of the role | |
| | | <p>2020/21 <i>To undertake a comprehensive transformation of our Intermediate Care service offer to improve services and deliver in line with NICE Guidance (2019) and emerging South East Essex IC Strategy. Project has 10 dedicated work streams including above.</i></p> | <p>Jan 2020 <i>Full transformation project programme now being mobilised.</i></p> <p>Feb 2020</p> <ul style="list-style-type: none"> • Senior Project Group established alongside key work stream sub-projects. • Patient Pathway workshop completed • Priority focus on developing Single Point of Access model aligned SPOR and DN Liaison contact centre • Commitment from JL to support the implementation of dedicated telephony system post April 2020 <p>May 2020 <i>Focus on supporting hospital discharge as part of COVID management which includes the creation of a dedicated community integrated team for discharge see above.</i></p> <p><i>July 2020 Project recently reconvened. Transformation in line with NICE guidance remains a priority. Project plan to be refreshed.</i></p> | <p>2020/21</p> |
| <p>8.</p> | <p>Integrated Community Wound Care Service</p> | <p>Consolidate Tissue Viability and Leg Ulcer services under unique specification that improves and enhances service offer to population of South East Essex.</p> | <p>Key Actions in train:</p> <ol style="list-style-type: none"> 1. Agreed SDIP with CCG that formalises shared commitment to these service transformations 2. Established Project Group for each workstream with representation from CCG 3. Agreed work plan for project with key milestones 4. Delivering as per work plan 5. Reporting progress through SDOG 6. Close to varying new specifications into contract" | <p>March 2020</p> |
| | | <p><i>2020/21 As above.</i></p> | <p>Jan 2020 <i>Envisaged project complete March 2020.</i></p> <p>Feb 2020</p> <ul style="list-style-type: none"> • Services aligned under single budget | <p>March 2020 Complete</p> |

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| | | | <ul style="list-style-type: none"> Successful bid for additional specialist wound care TNP equipment now being mobilised <p>May 2020 Project nearing completion waiting CCG to CV the agreed specification into contract. <i>July 2020 Project complete and closed, now operating as business as usual.</i></p> | |
| 9. | Occupational Therapy Offer | Develop new specification and mobilise health community OT offer that covers all elements under one service umbrella (including inpatient, falls crisis response, Care Co) and aligns with Social Care OT under comprehensive Intermediate Care Offer (See also project 7). | Key actions underway include: <ul style="list-style-type: none"> Reviewing Specification and consider redraft that move to comprehensive offer Considering single OT clinical leadership for all elements Meeting with social care OT services to consider integrated / collaborative opportunities and models | Sept 2020 |
| | | <i>2020/21 Commitment now to CCG support to continue as above and will be included in SDIP priority next year.</i> | <p>Jan 2020 Project Group to be established to deliver as above.</p> <p>Feb 2020 Initial scoping of CHS services employing OTs configuration underway, service review work plan being developed with associated time lines.</p> <p>May 2020 Currently on hold pending single specification which is working progress. <i>July 2020 Delayed due to COVID, progress as per May 2020.</i></p> | 2020/21 |
| 10. | Continance Service | Addressing long standing non-compliant KPIs by undertaking detailed service review that will deliver new service model in line with national guidance and deliver on KPI the ensure annual reviews are completed. | Key actions underway: <ul style="list-style-type: none"> Develop specification in line with national guidance Developing work plan that deliver new operational arrangements that sees full compliance with all KPIs inc annual reviews | March 2020 |
| | | <i>2020/21 As above.</i> | <p>Jan 2020 Envisaged project complete September 2020.</p> <p>Feb 2020</p> <ul style="list-style-type: none"> Enhanced services fully operational. Working with CCG to consider project closure. | March 2020 Complete |
| 11. | Primary Care Networks inc Mobilising new joint PCN specifications for | Align community services offer to emerging PCNs and build relationship and alliances with PCN Clinical Directors. | Key Actions to date: <ul style="list-style-type: none"> Aligned core teams to PCNs Early engagement with PCN clinical directors Ensure all specifications reference PCN | March 2021 |

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| | <p>‘Anticipatory Care’ and ‘Enhanced Care in Care Homes’</p> | | <p>commitment</p> <ul style="list-style-type: none"> • Develop monitoring arrangements for activity/population health management data within each PCN • Develop Alliance agreement document that can be used to formalise community offer for each emerging PCN | |
| | | <p>2020/21 <i>Draft PCN specifications now published that identify roles for community service to support delivery. Dedicated project methodology required to implement.</i></p> | <p>Jan 2020 <i>Emerging national framework for delivery of specifications will be adopted locally for implementation. It is likely to priority within SDIP as impacts contracted service delivery</i></p> <p><i>The Actions listed above still remain priority in next financial year.</i></p> <p>Feb 2020</p> <ul style="list-style-type: none"> • Also see Project 3 above • Awaiting national publication of ‘anticipatory care’ spec for PCNs • Contacting PCN Clinical Directors to start building contacts and our service offer <p><i>May 2020</i> <i>Senior team developing a unique service offer for PCNs. The proposed presentation to be available early June for presentation to PCN this will include key aims and deliverables.</i></p> <p><i>July 2020 Locally, work to align services to PCNs progresses at pace and will be the focus of forthcoming workshops.</i></p> | <p>2020/21</p> |
| <p>12.</p> | <p>Giving frontline staff ability to capture QI proposals</p> | <p>We would introduce and support a quality improvement methodology that ensures front-line staff are able to suggest QI ideas/suggestions and these are processed.</p> | <p>Currently reviewing App technology i.e. Improve Well that uses App to capture and process QI proposals form frontline staff</p> | <p>March 2020</p> |
| | | <p>2020/21 <i>Remains priority and is being looked at by the Trust’s Organisational Development Team.</i></p> | <p>Jan 2020 <i>Project ongoing.</i></p> <p>Feb 2020</p> <ul style="list-style-type: none"> • Working with Gill Mordain to establish SEE Quality Hub • Staff being identified for QSIR training and becoming QI Champions • ‘ImproveWell’ QI app presented at technology meeting <p><i>May 2020</i> <i>Work continues to establish QI hub in SEE Community services.</i></p> | <p>2020/21</p> |

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| | | | <p>Keen to avail technological solutions that support QI to capture in the frontline.</p> <p>July 2020 delayed due to COVID. However, the development of a QI hub for SEECHS remains a priority for Q3.</p> | |
| 13. | Speech & Language (Adults) | <p>2020/21</p> <p>Once CCG commissioning support secured for the investment mobile arrangements to roll out service in line with specification</p> | <p>Jan 2020</p> <p>Business Case with CCG for consideration</p> <p>Feb 2020</p> <ul style="list-style-type: none"> Confirmation from CCG that fund SLT expansion. Plans mobilised to recruit <p>May 2020</p> <p>In view of CCG funding project closed and new appointments will be recruited.</p> | 2020/21 |
| 14. | Children Strategy and Associated work streams | <p>2020/21</p> <p>STRATEGY: Development of Children Strategy for South East Essex with delivery plan that will require project methodology to implement.</p> | <p>Jan 2020</p> <p>Will require renewed focus to ensure delivery next financial year.</p> <p>Feb 2020</p> <ul style="list-style-type: none"> CCG led workstream Awaiting confirmation on agreed approach for Strategy development <p>May 2020</p> <p>Number of task & Finish groups established</p> <p>Some good progress made.</p> <p>Delayed due to COVID</p> <p>July 2020 Limited task and finish groups have recommenced eg Asthma and work to develop business case is underway.</p> <p>Further delay due to the interdependencies with partner organisations and capacity issues at SUFHT</p> | 2020/21 |
| | | <p>NEURO-DEVELOPMENT:</p> <p>Immediate First 6 Months Implement Neurodevelopment Pathway across South East Essex. Locally Commissioned Full Pathway by 1st April 2020 as part of consolidated offer.</p> | <p>Feb 2020</p> <ul style="list-style-type: none"> CCG led workstream EPUT fully engaged in emerging pathway development <p>May 2020</p> <p>New MDT assessment process implemented</p> <p>This has demonstrated good outcomes with more parent and child friendly process, however all referrals in to the Lighthouse Centre have been suspended since COVID.</p> <p>July 2020 Further delay due to the interdependencies with partner organisations and capacity issues at SUFHT</p> | 2020/21 |

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| | | <p>SCHOOL NURSING: Following successful business case submission progress the mobilisation of service expansion.</p> | <p>Feb 2020</p> <ul style="list-style-type: none"> • Planning underway to mobilise expansion. <p>May 2020 Undertaken interviews and offers made to successful candidates. Completing recruitment process.</p> <p>July 2020 – recruitment processes have been completed and start dates set for all new posts. Epilepsy pathway is being drafted and work has commenced with SUFHT and other associated teams to contribute to the pathway development.</p> <p>Negotiations underway with SBC School Nursing service to transfer associated caseloads to EPUT for the schools now to be managed by the Specialist School Nursing team.</p> | 2020/21 |
| | | <p>IMMUNISATION PROGRAMME: Maintain delivery of challenging Imms targets.</p> | <p>Jan 2020 Awaiting decision on Bedfordshire and Essex contract award</p> <p>Feb 2020</p> <ul style="list-style-type: none"> • Now confirmed that EPUT were successful in securing new contract worth £6m • Mobilisation project to be established to mobilise by mid-2020/21 <p>May 2020 Contract award successful by remains an outstanding challenge to award. This has been put on hold due to COVID. Contract extension has been offered for 1 year.</p> <p>July 2020 Confirmation from NHSE that the contract award has been finalised. EPUT successful in three lots – BLMK, Essex and Herts. Contract variation for the BLMK and Essex have been agreed to Aug 2021. Herts contract will commence 1st September 2021 to allow for Covid – 19 recovery and reset of immunisation programmes.</p> | 2020/21 |
| 15. | Frailty | <p>2020/21 Work with partners to develop a strategy for frailty for South East Essex alongside delivery plan. SEECH will be involved in all work streams including:</p> <ul style="list-style-type: none"> • Population segmentation and risk stratification • Managing mild frailty and 'Age Well' programme • Supporting people living with 'moderate' frailty • Supporting people living with 'severe frailty' • Reducing hospital length of stay | <p>Jan 2020 Strategy in draft Emerging Proposal sees EPUT developing locality in CPR to become vanguard for frailty</p> <p>Feb 2020</p> <ul style="list-style-type: none"> • Steering Group refreshing work plan and priorities for 2020/21 • Joint Dementia / community teams workshop established for end of March to build integration | 2020/21 |

| | | | | |
|-----|----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|
| | | <ul style="list-style-type: none"> • Falls and Fragility Fractures management • Delirium, dementia and cognitive disorders • Personalised Care • Patient Experience | <p>across mental and physical services</p> <p>May 2020 Workstream on hold in view of COVID, strategy will reconvene on 21 May.</p> <p>July 2020 Mental Health & Physical Health services in SEE and are committed to joint Frailty Project. Project brief being drafted.</p> | |
| 16. | Locality Development | <p>2020/21</p> <p>With a renewed focus within CCGs to build comprehensive locality neighbourhood teams and alliances in line with emerging PCNs.....EPUT will be play a crucial role to aligning Teams to the emerging PCN localities and the development of multi-disciplinary localities teams.</p> | <p>Jan 2020</p> <p>Community Services being mapped to PCNs</p> <p>CCG led Workshops planned for Feb 2020</p> <p>Feb 2020</p> <ul style="list-style-type: none"> • CCG led locality develop 'week' focused on Canvey undertaken in Feb with great success • Planning underway for similar event in Rochford locality in April 2020 <p>May 2020 CCG keen to refocus this workstream and develop locality models.</p> <p>July 2020 Locally, work to align services to PCNs progresses at pace and will be the focus of forthcoming workshops.</p> | 2020/21 |

Agenda Item: 6(a)

| | | | | | | |
|----------------------------------------|-------------------------------------------------------------------------------------------------------------------|---|-------------------|--|----------------|--|
| SUMMARY REPORT | COUNCIL OF GOVERNORS PART 1 | | 23 September 2020 | | | |
| | | | | | | |
| Report Title: | Trust response to “ <i>Structure to align remuneration for chairs and non-executive directors of NHS Trusts</i> ” | | | | | |
| Report Lead: | Sheila Salmon, Chair of the Trust | | | | | |
| Report Author(s): | Chris Jennings, Assistant Trust Secretary | | | | | |
| Report discussed previously at: | CoG Remuneration Committee 11 September 2020 | | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 | |

Purpose of the Report

| | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---|
| This report provides a response to the implementation framework published by NHS England / Improvement (NHSE/I) in relation to the remuneration of Chairs and Non-Executive Directors (NEDs) of NHS Trusts and Foundation Trusts. | Approval | |
| | Discussion | |
| | Information | ✓ |

Recommendations/Action Required

The Council of Governors Committee is asked to:

- 1 Note the contents of this report.

Summary of Key Issues

NHSE/I published an implementation framework in September 2019 titled *Structure to align remuneration for chairs and non-executive directors of NHS Trusts*. The framework set-out changes to the way the remuneration of NEDs and Chairs is determined and introduced uniform rates of remuneration for NEDs and remuneration ranges for Chairs based on the size of the organisation for newly appointed or renewed appointments of Trust Chairs and NEDs. The framework required implementation by all NHS Trusts or an explanation provided as to why this has not been implemented.

The framework provides a timescale for when it should be implemented for Non-Executive Directors (1 April 2021) and Chairs (1 April 2022).

The framework was considered by the CoG Remuneration Committee in October 2019 and concerns were raised that the framework dilutes the statutory powers for the Council of Governors to determine the remuneration and terms of office for Chairs / NEDs. The Committee asked the Trust to provide a response to the framework and set-out its intentions for complying (or not).

The response to the framework from the Trust was deferred as the organisation was not at the point of needing to recruit new NEDs and it was important to understand how other organisations were reacting to the framework. The Covid-19 pandemic delayed organisations recruitment plans and therefore it had not been previously possible to fully understand other organisations intentions.

Research has been undertaken using available data for mental health Foundation Trusts across the system:

- Cambridgeshire & Peterborough NHS Foundation Trust (CPFT)
- East London NHS Foundation Trust (ELFT)
- Hertfordshire Partnership University NHS Foundation Trust (HPFT)
- North East London NHS Foundation Trust (NELFT)
- Norfolk & Suffolk NHS Foundation Trust (NSFT)

Data was taken from a range of sources, including recent recruitment information, annual reports and NHS Providers *2019/20 Remuneration Survey*. The data identified that none of

the Trusts are currently working within the framework for NEDs with a range of pay from £13,300 - £18,000. HPFT and ELFT have recently advertised for new NEDs and have advertised around £15,000 for 3-days per month.

For Chairs, the position is varied with two organisations that appear to be working within the framework and three working outside of the framework. HPFT are currently in the process of recruiting a new Chair and have confirmed they will seek remuneration of £50,000 - £60,000 which would likely be outside the framework if remuneration is above the lower figure.

Conversations have been held with 3 local Foundation Trusts (HPFT, ELFT, NELFT) and anecdotally they have confirmed that they will not be working within the framework. However, it should be noted that NELFT are currently not in a position requiring any new appointments / re-appointments so their position may change.

The above information should be taken in the context that other organisations may have remunerated their Chair and NEDs differently from the Trust historically. However, it is important that the Trust does not become an outlier by adopting the framework fully, when other local organisations continue to pay Chairs and NEDs a higher amount.

Therefore, the Trust response to the framework is to adopt the principles, but to remain flexible in line with the local system. It is important that the Trust recognises the need to work towards the principles set-out in the framework, whilst also remaining competitive in the recruitment of the Chair and NEDs. Benchmarking exercises will be undertaken as required to ensure any changes to the system-wide approach to remuneration can be taken into consideration when appointing / re-appointing the Chair and NEDs.

This report was discussed at the CoG Remuneration Committee on the 11 September 2020 and a detailed discussion was undertaken. The approach outlined in the report was used to inform discussions regarding the remuneration and terms of office of the Chair / NEDs which are also due for discussion in Part 2 of the Council of Governors in September 2020.

The Council of Governors is asked to note the content of this report prior to Part 2 discussions.

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 | ✓ |

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

| | | | |
|--------|---------------------------|-----|----------------------|
| NHSE/I | NHS England / Improvement | CoG | Council of Governors |
|--------|---------------------------|-----|----------------------|

Supporting Documents and/or Further Reading

Lead

Sheila Salmon
Chair of the Trust

Agenda Item No: 6(b)

| | | | | | | |
|----------------------------------------|-----------------------------------------------------|---|--------------------------|--|----------------|--|
| SUMMARY REPORT | COUNCIL OF GOVERNORS PART 1 | | 23 September 2020 | | | |
| | | | | | | |
| Report Title: | Standing Orders For The Council Of Governors | | | | | |
| Report Lead: | Sally Morris Chief Executive Officer | | | | | |
| Report Author(s): | Chris Jennings Assistant Trust Secretary | | | | | |
| Report discussed previously at: | CoG Governance Committee 21 August 2020 | | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 | |

Purpose of the Report

| | | |
|-------------------------------------------------------------------------------------------------------|--------------------|---|
| This report provides the Standing Orders For The Council Of Governors for the required annual review. | Approval | ✓ |
| | Discussion | |
| | Information | |

Recommendations/Action Required

| |
|---------------------------------------------------------------------|
| The Council of Governors Committee is asked to: |
| 1 Note the contents of this report. |
| 2 Approve the reviewed Standing Orders For The Council Of Governors |

Summary of Key Issues

The Standing Orders (SOs) For The Council Of Governors are required to be reviewed annually. The Council of Governors is required to approve these SOs.

The Trust Secretary's Office completed a review of the SOs and presented the amended SOs to the CoG Governance Committee on the 21 August 2020. The CoG Governance Committee considered the document and agreed to recommend the SOs to the Council of Governors for approval, with the following amendments:

- **Appointment and Powers of Vice Chair (3.8.1):** The reference to Trust Constitution Sections 28.3 and 28.4 have been removed as these provisions refer to the removal of a Non-Executive Director from office, rather than the removal of a Vice Chair from this position.
- **Calling Meetings (4.3.1):** The wording "or via digital platforms" have been added to clarify that ordinary Council meetings can be held virtually to reflect the current position following Covid-19 restrictions.
- **Prevention of Disorder at a Meeting (4.15):** Additional wording added in relation to reference to a public gallery to clarify this can also refer to members of the public attending a Council meeting in a virtual capacity.
- **Minutes (4.18.1):** Additional wording added to clarify that minutes of meetings can be signed-off electronically by the person presiding at the meeting.
- **Declaration of Interests (6.1):** Changes to this section have been made in line with the new Trust Policy for Conflict of Interest based on NHSE/I guidance *Managing Conflicts of Interest in the NHS*.

The amended SOs, including other minor amendments, are attached to this report as Appendix 1. The Council of Governors is asked to consider and approve the amended Standing Orders For The Council Of Governors.

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 | ✓ |

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

| | | | |
|-----|-----------------|--------|---------------------------|
| SOs | Standing Orders | NHSE/I | NHS England / Improvement |
| | | | |

Supporting Documents and/or Further Reading

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|-----------------------------------------------------------|
| Appendix 1 – Standing Orders For The Council Of Governors |
|-----------------------------------------------------------|

Lead

| |
|-------------------------------------------------------|
| Sally Morris Chief Executive Officer |
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STANDING ORDERS FOR THE PRACTICE AND PROCEDURES OF THE COUNCIL OF GOVERNORS

| | |
|------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| POLICY REFERENCE NUMBER: | TB02 |
| VERSION NUMBER: | 004 |
| KEY CHANGES FROM PREVIOUS VERSION | Recommendations by Legal Advisor following review of Trust Constitution |
| AUTHOR: | Trust Secretary |
| CONSULTATION GROUPS: | Board of Directors Council of Governors CoG Governance Committee |
| IMPLEMENTATION DATE | April 2017 |
| AMENDMENT DATE(S) | September 2018, September 2019, November 2019, September 2020 |
| LAST REVIEW DATE | September 2019 <u>September 2020</u> |
| NEXT REVIEW DATE | <u>September 2020</u> <u>September 2021</u> |
| APPROVAL BY COUNCIL OF GOVERNORS | 5th September 2019 |
| RATIFIED BY | Not applicable |
| COPYRIGHT | © Essex Partnership University NHS Foundation Trust 2019. All rights reserved. Not to be reproduced in whole or part without the permission of the copyright owner |

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|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| POLICY SUMMARY |
| The purpose of the Standing Orders for the Council of Governors is to set out the practice and procedures of the Council in order to maintain good standards of governance. |
| The Trust monitors the implementation of and compliance with this policy in the following ways: |
| Monitoring of implementation and compliance with the Standing Orders for the Council of Governors will be undertaken by the Trust Secretary. |

| Services | Applicable | Comments |
|-------------|------------|----------|
| Trustwide | ✓ | |
| Essex MH&LD | | |
| CHS | | |

The Director responsible for monitoring and reviewing this policy is the CHIEF EXECUTIVE

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INTRODUCTION

Regulatory Framework

Essex Partnership University NHS Foundation Trust (the Trust) is a public benefit corporation. It was established on 1st April 2017, following the grant of an application pursuant to Section 56 of the National Health Service Act 2006 (the 2006 Act), by Monitor - Independent Regulator of NHS Foundation Trusts.

The functions of the Trust are conferred by this legislation and the Trust will exercise its functions in accordance with the terms of its provider licence (no: 120163) and all relevant legislation and guidance.

These standing orders add clarity and detail where appropriate. Nothing in these standing orders shall override the Trust's constitution, the National Health Service Act 2006 and the Health & Social Care Act 2012.

The Trust's standing orders and wider governance arrangements are further supported by various policies and procedures.

The principal place of business of the Trust is The Lodge, Lodge Approach, Wickford, Essex SS11 7XX.

1. INTERPRETATION

- 1.1 Save as otherwise permitted by law, at any meeting of the Council of Governors the Chair of the Trust shall be the final authority on the interpretation of these standing orders (on which they should be advised by the Trust Secretary)
- 1.2 Any expression to which a meaning is given in the National Health Service Act 2006 or regulations made under it shall have the same meaning in these standing orders and in addition:
- 1.2.1 **2006 Act** means the National Health Service Act 2006 (as amended by the Health and Social Care Act 2012)
- 1.2.2 **2012 Act** means the Health & Social Care Act 2012
- 1.2.3 **Accounting Officer** is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act
- 1.2.4 **Board of Directors** or **Board** or **Board Member** or **Member of the Board** means the Chair, Executive and Non-Executive Directors of the Trust collectively as a body in accordance with the constitution. This term is used interchangeably with the term **Director**
- 1.2.5 **Chair of the Board** or **Chair of the Trust** means the person appointed under paragraph 28 of the constitution by the Council of Governors to lead the Board of Directors and to ensure that it successfully discharges its responsibility for the Trust as a whole. The expression “the Chair of the Trust” shall be deemed to include the Vice-Chair of the Trust if the Chair is absent from a meeting or is otherwise unavailable or such other Non Executive Director as may be appointed as acting Chair in accordance with these SO
- 1.2.6 **Chief Executive** is the person appointed as the Chief Executive Officer (the Accounting Officer) of the Trust under paragraph 31 of the constitution
- 1.2.7 **Committee** means a committee appointed by the Council of Governors
- 1.2.8 **Committee members** means persons formally appointed by the Council of Governors to sit on or to chair specific committees
- 1.2.9 **Constitution** means the Trust’s constitution which has effect in accordance with Section 56(11) of the 2006 Act
- 1.2.10 **Council of Governors** or **Council** means the Council of Governors of the Trust as described in paragraphs 14 and 18 of the constitution
- 1.2.11 **Directors** means the Executive and Non-Executive members of the Board of Directors
- 1.2.12 **Executive Director** means a member of the Board of Directors, including the Chief Executive, appointed under paragraph 31 of the constitution

- 1.2.13 **Lead Governor** is the person appointed by the Council of Governors in accordance with Monitor's *NHS Foundation Trust Code of Governance* (July 2014)
- 1.2.14 **Licence** means the Trust's provider licence (no: 120163) issued by Monitor on 1st April 2017
- 1.2.15 **Monitor** means the body corporate known as Monitor, as part of NHS Improvement (now known as NHS England / Improvement), as provided by Section 61 of the 2012 Act
- 1.2.16 **Motion** means a formal proposition to be discussed and voted on during the course of a meeting
- 1.2.17 **Non-Executive Director** means a member of the Board of Directors, including the Chair, appointed by the Council of Governors under paragraph 28 of the constitution
- 1.2.18 **SOs** mean these Standing Orders (for the Council of Governors)
- 1.2.19 **Trust** means Essex Partnership University NHS Foundation Trust
- 1.2.20 **Trust Secretary** means a person appointed by the Chair and Chief Executive as the Trust Secretary
- 1.2.21 **Vice-Chair** means the Non-Executive Director appointed under paragraph 30 of the constitution
- 1.2.22 **Working days** a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday
- 1.3 Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa
- 1.4 Any reference to an Act shall, where appropriate, include any Act amending or consolidating that Act and any regulation or order made under any such Act.

2. COUNCIL OF GOVERNORS ROLES AND RESPONSIBILITIES

- 2.1 The purpose of these SOs is to ensure that the highest standards of corporate governance and conduct are applied to all Council meetings and associated deliberations
- 2.2 The roles and responsibilities of the Council which are to be carried out in accordance with the Trust's constitution, licence and Monitor's *NHS Foundation Trust Code of Governance* (July 2014) (and any subsequent versions) are:

General Duties

- 2.2.1 To hold the Non-Executive Directors individually and collectively to account for the performance of the Board, including ensuring that the Board acts so that the Trust does not breach the terms of its licence. "Holding the Non-Executive Directors to account" includes scrutinising how well the Board is working, challenging the Board in respect of its effectiveness, and asking the Board to demonstrate that it has sufficient quality assurance in respect of the overall performance of the Trust, questioning Non-Executive Directors about the performance of the Board and of the Trust and making sure to represent the interests of the Trust's members and of the public in doing so
- 2.2.2 To represent the interests of the members of the Trust and the interests of the public

Chair and Non-Executive Directors

- 2.2.3 To approve the policies and procedures for the appointment and removal of the Chair and/or Non-Executive Directors in accordance with any guidance issued by Monitor and on the recommendation of the Council's Nominations Committee
- 2.2.4 To appoint and remove the Chair and other Non-Executive Directors. The Council should only exercise its power to remove the Chair or any other Non-Executive Directors after exhausting all means of engagement with the Board
- 2.2.5 To approve the policies and procedures for the appraisal of the Chair and Non-Executive Directors on the recommendation of the Council's Remuneration Committee. The performance of Non-Executive Directors should be subject to regular appraisal and review. All Non-Executive Directors should be submitted for re-appointment at regular intervals. The Council should ensure planned and progressive refreshing of the Non-Executive Directors
- 2.2.6 To decide the remuneration, allowances and other terms of office for the Chair and Non-Executive Directors having regard to the recommendations of the Council's Remuneration Committee. Professional advisers should be consulted to market test the remuneration levels of the Chair and other Non-Executive Directors at least once every three years and when there is a material change to the remuneration of the Chair or another Non-Executive Director.

Chief Executive

2.2.7 To approve the appointment of the Chief Executive of the Trust.

Auditors

2.2.8 To approve the criteria for the appointment, removal and re-appointment of the auditor

2.2.9 To appoint, remove and reappoint the auditor having regard to the recommendation of the Trust's Audit Committee.

Strategy Planning

2.2.10 To provide feedback to the Board on the development of the strategic direction of the Trust, as appropriate

2.2.11 To collaborate with the Board in the development of the Trust's forward plan

2.2.12 Where the forward plan contains a proposal that the Trust will carry out activities other than the provision of goods and services for the purpose of the NHS in England, to determine whether it is satisfied that the carrying out of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions, and notify its determination to the Board

2.2.13 Where the Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purpose of the NHS in England, approve such a proposal

2.2.14 To approve entering into any significant transactions (as defined under paragraph 49 and Annex 9 of the constitution) in accordance with the 2006 Act and the constitution

2.2.15 When appropriate, to make recommendations for the revision of the constitution and approve any amendments to the constitution in accordance with the 2006 Act and the constitution

2.2.16 To receive the Trust's annual accounts, any report of the auditor on them, and the annual report at a general meeting of the Council.

Representing Members and the Public

2.2.17 To prepare and from time to time review the Trust's membership engagement strategy and policy

2.2.18 To notify Monitor, via the Lead Governor, if the Council is concerned that the Trust is at risk of breaching the terms of its licence, and if these concerns cannot be resolved at local level

2.2.19 To report to the members annually on the performance of the Council

2.2.20 To promote membership of the Trust and contribute to opportunities to recruit and engage members in accordance with the membership strategy

2.2.21 To seek the views of stakeholders and feedback to the Board

2.3 All business shall be conducted in the name of the Trust

3.0 THE COUNCIL OF GOVERNORS

3.1 Composition of the Council

The composition of the Council shall be in accordance with paragraph 14 of the constitution

3.2 Appointment of the Chair

The Chair is appointed by the Council as set out in paragraph 28 of the constitution

3.3 Terms of Office of the Chair

The provisions governing the period of tenure of office of the Chair are set out in Board of Directors SO 2.8

3.4 Role of the Chair

3.4.1 The Chair is not a member of the Council. However, under the regulatory framework, he presides at meetings of the Council and has a second or casting vote

3.4.2 Where the Chair has died or has ceased to hold office, or where he is unable to perform his duties as Chair owing to illness or any other cause, and there will be an absence of a Chair for less than 3 months the Vice-Chair of the Board shall act as Chair until a new Chair is appointed or the existing Chair resumes his duties, as the case may be; and references to the Chair in these SOs shall, so long as there is no Chair able to perform his duties, be taken to include references to the Vice-Chair

3.4.3 Where an absence of the Chair has or will exceed a period of 3 months the Council at a general meeting shall appoint one of the Non-Executive Directors as the acting Chair. Before a resolution for such an appointment is passed, the Board shall be entitled to advise the Council of the Non-Executive Director (who may be the Vice-Chair) who is recommended by the Board of Directors for that appointment. This recommendation will not, however, be binding upon the Council of Governors; it will be presented to the Council of Governors at its meeting before it comes to its decision. The Vice Chair shall act as Chair until an appointment of an acting Chair is made by the Council.

3.5 Role of the Lead Governor

3.5.1 The Lead Governor shall be appointed by the Council

3.5.2 The Lead Governor will facilitate communication between Monitor and the Council where Governors have concerns about the leadership provided to the Trust by the Board or in circumstances where it would be inappropriate for the Chair to contact Monitor, or vice versa (for example, regarding concerns about the appointment or removal of the Chair)

3.5.3 Having a Lead Governor does not prevent any other Governor from making contact with Monitor directly if they feel this is necessary. For the avoidance of doubt, a person holding the role of Lead Governor shall not assume greater power or responsibility than other Governors. Where the Trust chooses to

broaden the Lead Governor's role, the Chair and the Council should agree what powers should be included.

3.6 **Termination of Office and Removal of Governors**

Paragraphs 16, 17 and Annex 6 paragraph 5 of the constitution sets out the period of tenure of office of Governors and provisions relating to the termination or suspension of office of Governors.

3.7 **Vacancies Amongst Governors**

3.7.1 Where a vacancy arises amongst the appointed Governors, the Trust Secretary shall request that the appointing organisation appoints a replacement

3.7.2 Where a vacancy arises amongst the elected Governors within the first ~~24-months~~^{year} of their term of office, the Trust Secretary shall offer the next highest polling candidate in the election for that post the opportunity to assume the vacant office for the unexpired balance of the retiring member's term of office. If that candidate does not wish to fill the vacancy, it will then be offered to the next highest polling candidate and so on until the vacancy is filled

3.8 **Appointment and Powers of Vice-Chair**

3.8.1 The Council at a general meeting shall appoint one of the Non-Executive Directors as a Vice-Chair in accordance with paragraph 30.1 of the constitution and, in similar manner, shall remove any person so appointed from that position and appoint another Non-Executive Director in his place ~~in accordance with paragraphs 28.3 and 28.4 of the constitution~~

3.8.2 In line with paragraph 30.2 of the constitution, before a resolution for any such appointment is passed, the Board may decide which of the Non-Executive Directors it recommends for that appointment; the Chair shall advise the Council of the recommendation from the Board which will not be binding upon the Council but will be presented to the Council at its meeting before it comes to a decision

3.8.3 Subject to SO 3.4.2 and SO 3.4.4 in the absence of the Chair, the Vice-Chair shall be the acting Chair of the Trust

3.8.4 Any Non-Executive Director so appointed may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The Council may then appoint another Vice-Chair in accordance with paragraph 30.1 of the constitution and SO 3.8

4 MEETINGS OF THE COUNCIL

4.1 Subject to SOs 4.2.1 and 4.2.2 below and any other provisions of these SOs, the Council may only exercise any powers and make decisions when in formal session. The Council may be advised by committees appointed by the Council but may not devolve any decision making powers to these committees, which, for the avoidance of doubt, shall operate as working groups of the Council.

4.2 **Admission of the Public and the Press**

4.2.1 The meetings of the Council shall be open to members of the public and the press

- 4.2.2 Members of the public and the press may be excluded from a meeting for special reasons. Special reasons include for reasons of commercial confidentiality. The Council will resolve that:

“In accordance with paragraph 34.1 of the constitution and paragraph 13(2) of Schedule 7 of the 2006 Act, the Council of Governors resolves that there are special reasons to exclude members of the public from Part 2 of this 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.”

- 4.2.3 The Chair may exclude any person from a meeting of the Council if that person is interfering with or preventing the proper conduct of the meeting
- 4.2.4 Nothing in these SOs shall require the Council to allow members of the public to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Council
- 4.2.5 Matters discussed at a meeting following the exclusion of the public and representatives of the media shall be confidential to the Council and shall not be disclosed by any person attending the meeting without the consent of the Chair of the meeting
- 4.2.6 All decisions taken in good faith at a meeting of the Council or of any committee shall be valid even if there is any vacancy in its membership or it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of the Governors attending the meeting.

4.3 Calling Meetings

- 4.3.1 Ordinary meetings of the Council shall be held at such times and places or via digital platforms as the Council may determine
- 4.3.2 There shall be not less than four meetings in any year except in exceptional circumstances
- 4.3.3 Meetings of the Council may be called by the Trust Secretary, or by the Chair. Not less than one-third of the Governors in office can requisition the Trust Secretary to call a meeting at any time by giving written notice to the Trust Secretary stating the business to be considered at the meeting.

4.4 Notice of Ordinary Meetings

- 4.4.1 The Trust Secretary shall give to all Governors at least 10 (ten) working days written notice of the date and place of every ordinary meeting of the Council
- 4.4.2 Agendas will be sent to Governors not later than three (3) working days before the meeting and supporting papers, whenever possible, shall accompany the agenda, save in the case of the need to conduct urgent business under a meeting called under paragraph 4.5.1
- 4.4.3 A notice or other document(s) to be served upon a Governor under these SOs shall be delivered by hand or sent by post to the Governor at the place of residence which he shall have last notified to the Trust, or where sent by email, to the address which he shall have last notified to the Trust as the address to which a notice or other document may be sent by electronic means

- 4.4.4 A notice or other document(s) where delivered by hand or sent by post shall be presumed to have been served on the next working day following the day it was sent and where it was sent by email at the time at which the email is sent
- 4.4.5 Failure to serve notice and supporting papers on any Governor shall not affect the validity of an ordinary meeting
- 4.4.6 Save in the case of urgent meetings, for each meeting of the Council a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's office and on the Trust's internet site for general access at least three working days before the meeting.

4.5 **Notice of Urgent/Extraordinary Meetings**

- 4.5.1 At the request of the Chair or not less than one-third of Governors, the Trust Secretary shall send written notice of a meeting to all Governors as soon as possible after receipt of such a request. The Trust Secretary shall give Governors as much notice of the meeting as is practicable in light of the urgency of the request
- 4.5.2 If the Trust Secretary does not call a meeting of the Council of Governors within ten (10) working days of receiving a requisition from Governors pursuant to SO 4.3.3, the Governors who made the requisition may convene the meeting themselves by giving written notice to all Governors; this notice must be signed by all of the Governors who signed the requisition. A meeting called under this SO may only consider the business set out in the requisition
- 4.5.3 In the case of a meeting called under SO 4.4.2, 4.4.3 or 4.5.1, the notice shall be signed by the Chair or by at least one-third of Governors in office
- 4.5.4 No business at a meeting called under SO 4.4.2, 4.4.3 or 4.5.1 shall be transacted at that meeting other than that specified in the notice. Agendas will be sent to Council members three (3) working days before the meeting and supporting papers, shall accompany the agenda, save in the case of urgent meetings
- 4.5.5 In the case of a meeting called under SOs 4.4.2, 4.4.3 and 4.5.1 failure to serve such a notice on more than three (3) Governors will invalidate the meeting

4.6 **Setting the Agenda**

- 4.6.1 The Council may determine that certain matters shall appear on every agenda for an ordinary meeting and shall be addressed prior to any other business being conducted
- 4.6.2 A Governor desiring a matter to be included on an agenda shall make his request in writing to the Chair at least seven (7) working days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 10 (ten) working days before a meeting may be included on the agenda at the discretion of the Chair

4.7 **Motions**

- 4.7.1 **Notices of motion:** A Governor desiring to move or amend a motion shall send a written notice thereof at least seven (7) working days before the

meeting to the Chair who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This SO shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda

4.7.2 **Withdrawal of motion or amendment:** A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair

4.7.3 **Motion to Rescind a Resolution:** Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Governor who gives it and also the signature of four other Governors. Such notice shall be sent to the Chair at least 10 (ten) working days before the meeting, who shall insert it in the agenda for the meeting. When any such motion has been disposed of by the Council, no Governor may propose a motion to the same effect within six months. However, the Chair may do so if he considers it appropriate

4.7.4 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto

4.7.5 When a motion is under discussion or immediately prior to discussion, it shall be open to a Governor to move one of the following motions:

- (a) an amendment to the motion
- (b) the adjournment of the discussion or the meeting
- (c) that the meeting proceed to the next business*
- (d) the appointment of an ad hoc committee to deal with a specific item of business; or
- (e) that the motion be now put*

provided that in the case of sub-paragraphs denoted by * above and to ensure objectivity, motions may only be put by a Governor who has not previously taken part in the debate

4.7.6 No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

4.8 **Petitions**

Where a petition has been received by the Trust not less than 10 (ten) working days before a meeting of the Council, the Chair of the Council shall include the petition as an item for the agenda of the next meeting of the Council.

4.9 **Chair of Meeting**

4.9.1 At any meeting of the Council the Chair, if present, shall preside. If the Chair is absent from the meeting, the Vice-Chair or another Non-Executive Director, if there is one present, shall preside

4.9.2 If the Chair, Vice-Chair and all Non-Executive Directors are absent, the Lead Governor, if present, shall preside. If the Lead Governor is not present, such Governor to be appointed from amongst the Council present shall preside

4.10 **Chair's Ruling**

Statements of Governors made at meetings of the Council shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be final.

4.11 **Record of Attendance**

4.11.1 The names of the Chair and Governors present at a meeting shall be recorded in the minutes. Board Directors who attend a meeting will be recorded in the minutes as 'in attendance'

4.11.2 Governors who are unable to attend a Council meeting should advise the Trust Secretary in advance of the meeting so that their apologies may be submitted

4.11.3 A meeting of the Council refers to officers being physically present or officers being present via the use of technology, as defined in SO 4.12.6.

4.12 **Quorum**

4.12.1 The quorum for every meeting of the Council shall be one-third of the total number of Governors in office on the date of the meeting, a majority of whom must be Public Governors

4.12.2 If at the time of the meeting no quorum is present:

- (a) The Chair shall announce a 30 minute delay
- (b) If after the delay a quorum is present, the meeting shall proceed
- (c) If a quorum is not present after the delay, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such a time and place as the Chair shall determine and a notice of the adjourned meeting shall be circulated to Council members. When the meeting reconvenes, if a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of Governors present during the meeting is to be a quorum

4.12.3 Where during a meeting of Council a quorum is no longer present:

- (a) The Chair shall announce a five (5) minute delay
- (b) If after the delay there remains no quorum, the Council meeting shall be adjourned

4.12.4 Where the Council is adjourned under SO 4.12.3(b), the Trust Secretary shall list the uncompleted business from the meeting as the first items for consideration at the next following meeting of Council

4.12.5 If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest, he shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business

4.12.6 Governors may participate (and vote) in its meetings by telephone, teleconference, video or computer link in accordance with SO 4.19 below.

Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

4.13 **Voting and Decisions**

- 4.13.1 At the end of a discussion on business not subject to a decision, the Chair may summarise the view of the Council for recording in the minutes
- 4.13.2 On any matter requiring a decision, Council shall determine its position by voting
- 4.13.3 Subject to statutory or constitutional requirements, a decision of the Council is reached by a majority of Governors present and voting. Votes in abstention shall not be counted in determining a majority. In the case of the number of votes for and against a motion being equal, the Chair of the meeting shall have a second or casting vote. No resolution can be passed if it is opposed by all of the Public Governors present and voting
- 4.13.4 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote
- 4.13.5 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands
- 4.13.6 On the request of the one-third of the Governors present, a recorded vote shall be taken:
- (a) The Trust Secretary will call the names of all Governors
 - (b) Each Governor shall declare their vote as 'In Favour', 'Against' or 'Abstain'
 - (c) The vote of each Governor shall be recorded in the minutes accordingly
- 4.13.7 On the request of the majority of Governors present at the meeting, a vote may be taken by secret ballot:
- (a) Each Governor shall be issued with a ballot paper allowing a vote of 'In Favour', 'Against' or 'Abstain'
 - (b) Each Governor shall have the opportunity to vote in secret
 - (c) The Trust Secretary shall count the ballots, and record the number of votes cast for each option on the minutes
 - (d) Governors may not record their vote in the minutes if a secret ballot is taken.

4.14 **Voting by Paper Ballot**

- 4.14.1 If the Chair of the Trust calls an extraordinary meeting of the Council under SOs 4.4.2, 4.4.3 and 4.5.1 he may, subject to SO 4.16.2 below, determine that any Governor may cast his vote on the matter(s) to be dealt with at the meeting by paper ballot in accordance with the process set out at SOs 4.16.3 - 4.16.5 (inclusive) below
- 4.14.2 The Chair may only determine that Governors may cast their vote by paper ballot on any matter where this is compatible with the 2006 Act

- 4.14.3 Where the Chair makes a determination pursuant to SO 4.14.1 in respect of any extraordinary meeting of the Council, the Trust Secretary shall circulate a ballot paper to all of the Governors together with the papers for the meeting
- 4.14.4 Any Governor may cast his vote at the meeting or by:
- (a) marking the ballot paper, in accordance with the instructions on the ballot paper, to show how he wishes to vote
 - (b) subject to SO 4.14.6, signing the ballot paper
 - (c) returning the ballot paper to the Trust Secretary so that it arrives before the date and time stipulated on the ballot paper
- 4.14.5 Governors must return the ballot paper by hand, by email or by post. Any ballot paper received on or after the date and time stipulated shall be rejected
- 4.14.6 If a Governor returns a ballot paper to the Trust Secretary by email, the ballot paper does not have to be signed by the relevant Governor provided that it is returned from an email address that the Governor has previously notified to the Trust Secretary.
- 4.14.7 Any votes duly cast by paper ballot shall be added to the votes cast by Governors voting in person at the meeting. Unless otherwise provided by the Trust's constitution or by law, every matter shall be determined by a majority of votes cast and, in the case of the number of votes for and against a motion being equal, the Chair of the meeting shall have a second or casting vote. No resolution can be passed if it is opposed by all of the Public Governors voting, whether at the meeting or by paper ballot
- 4.14.8 The Trust Secretary shall ensure that the Trust keeps a record, in writing, of all ballot papers for at least twelve (12) months from the date of the meeting in respect of which the votes were cast. The votes (whether in person or by ballot) shall be recorded in the minutes in accordance with SO 4.13.

4.15 **Prevention of Disorder at a Meeting**

If there is disorder in the public gallery (including members of the public attending in a virtual capacity) at a meeting of the Council:

- 4.15.1 The Chair may direct those causing the disorder to leave the meeting, and they shall thereupon leave and not return to the meeting
- 4.15.2 The Chair may suspend the meeting to a stated time (not longer than 30 minutes from the time of the suspension) to allow order to be restored
- 4.15.3 If those causing disorder refuse to comply with the Chair's direction, the Chair may move *that the public gallery be cleared to allow the Council to proceed in proper order*
- 4.15.4 A motion under SO 4.15.3 shall be voted on immediately and without debate
- 4.15.5 If Council agrees to a motion under SO 4.15.3, the Chair shall suspend proceedings until the public gallery is cleared; the gallery shall remain cleared for the remainder of the meeting, unless the Council shall otherwise decide.

4.16 **Written Resolution Process**

- 4.16.1 Subject to SO 4.16.2, the Council may use the process for adopting a written resolution set out in this SO 4.16 to enable it to transact business between meetings of the Council. The process for adopting a written resolution shall not be used to replace meetings of the Council

- 4.16.2 The Council may only use a written resolution for transacting business where this is compatible with the 2006 Act.

Proposing written resolutions

- 4.16.3 At the Chair's request, the Trust Secretary shall propose a written resolution to the Governors
- 4.16.4 A written resolution is proposed by giving notice of the proposed resolution to the Governors. Such notice shall stipulate:
- (a) the proposed resolution; and
 - (b) the long-stop date by which the written resolution is to be adopted, which shall be not less than ten (10) days from the date the written resolution is dispatched by the Trust Secretary
 - (c) Notice of a proposed written resolution must be given in writing to each Governor. Notice by email or post is permitted.

Adopting written resolutions

- 4.16.5 Unless otherwise provided by the Trust's constitution or by law and subject to SO 4.16.7 below, a proposed written resolution shall be adopted when it has been signed and returned to the Trust Secretary by hand, by email or by post by a majority of the Governors
- 4.16.6 If a Governor returns a written resolution to the Trust Secretary by email, the written resolution does not have to be signed by the relevant Governor provided that it is returned from an email address that the Governor has previously notified to the Trust Secretary.
- 4.16.7 For the avoidance of doubt, the proposed written resolution shall lapse if it has not been returned by the requisite number of Governors pursuant to SO 4.16.6 above, by the longstop date
- 4.16.8 Once a written resolution has been adopted, it shall be treated as if it had been a decision taken at a Council of Governors' meeting in accordance with these SOs
- 4.16.9 The Trust Secretary shall ensure that the Trust keeps a record, in writing, of all written resolutions for at least six (6) years from the date of their adoption.

4.17 Meetings: Electronic Communication

- 4.17.1 In this SO, 'communication' and 'electronic communication' shall have the meanings as set out in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof
- 4.17.2 A Governor in electronic communication with the Chair and all other parties to a meeting of the Council or of a committee of the Council shall be regarded for all purposes as being present and personally attending such a meeting provided that, and only for so long as, at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication

- 4.17.3 A meeting at which one or more of the Governors attends by way of electronic communication shall be deemed to be held at such place at which the Chair is physically present
- 4.17.4 Meetings held in accordance with this SO are subject to SO 4.12. For such a meeting to be valid, a quorum must be present and maintained throughout the meeting
- 4.17.5 The minutes of a meeting held in this way must state that it was held (whether wholly or partly) by electronic communication and that the Governors were all able to hear each other and were present throughout the meeting.

4.18 **Minutes**

- 4.18.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next meeting where they will be signed by the person presiding at it, including electronically.
- 4.18.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting
- 4.18.3 Minutes shall be retained in the Trust Secretary's office
- 4.18.4 Minutes shall be circulated in accordance with Governors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public.

4.19 **Additional Powers**

- 4.19.1 The Council may require one or more of the Directors to attend a Council meeting to obtain information about the Trust's performance of its functions or the directors' performance of their duties, and to help the Council to decide whether to propose a vote on the Trust's or Directors' performance
- 4.19.2 The Trust may choose to involve Governors in hospital/service visits or volunteering. However, Governors acknowledge that they do not have a right to inspect Trust property or services and they are not under a duty to meet patients and conduct quality reviews
- 4.19.3 Governors may refer a question concerning whether the Trust has failed, or is failing, to act in accordance with its constitution, or Chapter 5 of the 2006 Act to the Panel for Advising Governors appointed by Monitor under the 2006 Act.

4.20 **Variation and Amendment of Standing Orders**

- 4.20.1 Any variation of these SOs shall not constitute a variation of the constitution. These SOs shall be amended only if:
 - (a) unless proposed by the Chair, a notice of motion under SO 4.7 has been given; and
 - (b) not fewer than half of the Trust's Governors vote in favour of amendment; and

- (c) at least half of the Governors are present at the meeting at which the amendment is considered; and
- (d) the variation proposed does not contravene a statutory provision or requirement, condition or notice issued by Monitor; and
- (e) the amendment is approved by the Council.

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| 5 ARRANGEMENTS FOR THE EXERCISE OF COUNCIL FUNCTIONS |
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- 5.1 The Council may not delegate its functions to any committee of the Council. Subject to the constitution and any requirements of Monitor, the Council may appoint committees to assist the Council in the proper performance of its functions under the constitution and the regulatory framework, consisting wholly of the Chair and members of the Council.
- 5.2 A committee appointed under this SO 5 may, subject to such requirements, conditions or notices as may be given by Monitor or such directions as may be issued by the Council, appoint sub-committees consisting wholly of members of the committee.
- 5.3 The SOs of the Council, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Council. In which case the term "Chair" is to be read as a reference to the chair of the committee as the context permits, and the terms "member of the Council" or "Governor" is to be read as a reference to a member of the committee also as the context permits.
- 5.4 There is no requirement to hold meetings of committees established by the Council in public.
- 5.5 Each such committee shall have such terms of reference and be subject to such conditions (as to reporting back to the Council), as the Council shall decide and shall be in accordance with the regulatory framework and any requirement, condition, notice or guidance issued by Monitor. Such terms of reference shall have effect as if incorporated into the SOs.
- 5.6 The Council shall approve the terms of reference and appointments to each of the committees which it has formally constituted.
- 5.7 The committees established by the Council shall be such committees as are required to assist the Council in discharging its responsibilities.
- 5.8 A Governor and/or a member of a committee of the Council and/ or any non-Governor shall not disclose a matter dealt with by, or brought before, the Council or a committee of the Council without the permission of the Council or such committee (as applicable) until such matter shall have been concluded or in the case of such committee, until the committee shall have reported to the Council.
- 5.9 A Governor or a non-Governor in attendance at a committee or of a meeting of the Council shall not disclose any matter dealt with by the committee or the Council, notwithstanding that the matter has been reported or concluded, if the Council or committee resolves that it is confidential.
- 5.10 The Trust Secretary or his deputy or assistant will attend all meetings of the committees in support of them.

- 5.11 Notwithstanding anything in these SOs, the Chair and Governors may meet informally or as a committee of the Council at any time and from time to time, and shall not be required to admit any member of the public or any representative of the media to any such meeting or to send a copy of the agenda for that meeting or any draft minutes of that meeting to any other person or organisation. For the avoidance of doubt, no business shall be conducted at such meetings.

6 PREVENTION OF CONFLICTS OF INTEREST

6.1 Declaration of Interests

6.1.1 The Trust recognises that, as volunteers, Governors may have private interests that could conflict with those of the Trust. It is the responsibility of Governors to ensure that any potential conflicts of interest are registered and declared at meetings in accordance with this SO and paragraph 22 of the constitution.

6.1.2 The Trust policy for Conflicts of Interest, Gifts and Hospitality (CP80) defines a conflict of interest as “A set of circumstances by which a reasonable person would consider that an individual’s ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold”

6.1.3 A conflict of interest may be

- Actual: There is a material conflict between one or more interests.
- Potential: There is the possibility of a material conflict between one or more interests in the future.

6.1.4 Governors may hold interests for which they cannot see potential conflict. However, caution is always advisable because others may see if different and perceived conflicts of interests can be damaging. All interests should be declared where there is a risk of perceived improper conduct.

6.15. Interests fall into the following categories:

- (a) Financial interests: Where an individual may get direct financial benefit¹ from the consequences of a decision they are involved in making.
- (b) Non-financial professional interests: Where an individual may obtain a non-financial professional benefit from the consequences of a decision they are involved in making, such as increasing their professional reputation or promoting their professional career.
- (c) Non-financial personal interests: Where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.
- (d) Indirect interests: Where an individual has a close association² with another individual who has a financial interest, a non-financial

¹ This may be a financial gain, or avoidance of a loss.

² A common sense approach should be applied to the term ‘close association’. Such an association might arise, depending on the circumstances, through relationships with close family members and relatives, close friends and associates, and business partners.

professional interest or a non-financial personal interest and could stand to benefit from a decision they are involved in making.

~~6.1.16.1.4~~ Governors must declare interests which are relevant and material to the Council. All existing Governors should declare such interests. Any Governors appointed subsequently should do so on appointment

- ~~(a) — Directorships, including Non-Executive Directorships held in private companies or public limited companies (which the exception of those of dormant companies)~~
- ~~(b) — Ownership or part ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS~~
- ~~(c) — Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS~~
- ~~(d) — A position of authority in a charity or voluntary organisation in the field of health and social care~~
- ~~(e) — Any connection with a voluntary or other organisation contracting for NHS services~~
- ~~(f) — To the extent not covered above, any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including, but not limited to lenders or banks~~
- ~~(g) — Any other commercial interest in the decision before the meeting~~

~~6.1.26.1.5~~ At the time Governor's interests are declared they should be recorded in the Council register of interests and in the minutes of the relevant meeting at which the declaration is made. Any changes in interests should be declared at the next meeting following the change occurring

~~6.1.36.1.6~~ Governors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the annual report. The information should be kept up to date for inclusion in succeeding annual reports

6.1.7 During the course of a meeting of the Council, if a conflict of interest is established, the Governor concerned should withdraw from the meeting and play no part in the relevant discussion or decision

6.1.8 There are a number of common situations which can give rise to risk of conflicts of interest, as follows:

- Gifts
- Hospitality
- Outside employment
- Shareholdings and other ownership issues
- Patents
- Loyalty interests
- Donations
- Sponsored events
- Sponsored research
- Sponsored posts
- Clinical private practice

~~6.1.46.1.9~~ The interests of Governors' spouses or partners if living together, in contracts are to be declared. If Governors have any doubt about the relevance of an interest, this should be discussed with the Chairman. Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

6.2 Register of Interests

6.2.1 The Trust Secretary will ensure that a register of interests is established to record formally declarations of interests of Governors. In particular the register will include details of all directorships and other ~~relevant and material~~actual and potential interests which have been declared by Governors, as defined in paragraphs 22 of the constitution and SO 6.1.3

6.2.2 The Trust Secretary shall keep these details up to date by means of an annual review of the register, for which Governors will be required to complete a further declaration via an Annual Declaration of Interest Form. It is the responsibility of each Governor to provide an update to the Trust Secretary of their register entry if their interests change. The form will also require Governors to provide consent to process and publish this information as per GDPR requirements.

6.2.3 The register will be available to the public and the Trust Secretary will take reasonable steps to bring the existence of the register to the attention of the local population and to publicise arrangements for viewing it

6.2.4 In establishing, maintaining, updating and publicising the register, the Trust shall comply with all guidance issued from time to time by the ~~Monitor~~NHSE/I.

6.3 Interests of Relatives, Spouses and Partners

6.3.1 A Governor is required to declare, as if it was their own interest, interests owned or otherwise held by:

- (a) Their spouse or civil partner
- (b) Any person with whom they have a long-term relationship as a couple on a domestic basis
- (c) Their children, step-children or other minors living in the same household as them
- (d) Any parent, grandparent, uncle or aunt living in the same household as them

6.3.2 Where a declaration is made under SO 6.3, the Governor shall declare and the Trust Secretary shall note on the Register:

- (a) The name of the individual having the interest
- (b) Their relationship to the Governor making the declaration.

6.4 Interest of Governors in Contracts

6.4.1 If it comes to the knowledge of a Governor that a contract in which he has any pecuniary interest not being a contract to which he is himself a party, has been, or is proposed to be, entered into by the Trust he shall, at once, give notice in writing to the Trust Secretary of the fact that he is interested therein.

In the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner

- 6.4.2 A Governor should also declare to the Trust Secretary any other employment or business or other relationship of his, or of a cohabiting spouse, civil partner or person living together with them as partner, that conflicts or might reasonably be predicted could conflict with the interests of the Trust. Interests, employment or relationships declared, are to be entered in a register of Governor's interests.

6.5 ~~Further details are included in the Conflict of Interest, Gifts and Hospitality policy & procedure.~~

~~6.5 Definitions of Interests~~

~~6.5.1 Governors have a general duty to declare all interests, including non-financial ones~~

~~6.5.2 Without restricting the scope of SO 6.5.1, Governors should particularly declare:~~

~~(a) All employment relationships~~

~~(b) All self-employments, where the clients have a relationship with the Trust~~

~~(c) All holdings in limited companies where the holding is above 5%~~

~~(d) All positions of responsibility in organisations with an interest in the NHS, including Directorships, Committee office, or similar.~~

~~6.66.5 This SO 6 applies to a committee or sub-committee as it applies to the Council.~~

7 STANDARDS OF BUSINESS CONDUCT

7.1 Standards of Conduct

7.1.1 The Council shall agree, from time to time, codes of conduct for the proper execution of the office of Governor

7.1.2 Governors must comply with the Council's *Code of Conduct*, the requirements of the regulatory framework, the constitution and any guidance, requirement condition or notice issued by Monitor.

7.2 Canvassing of, and Recommendations by, Members of the Council of Governors in Relation to Appointments

7.2.1 Except in relation to the appointment of a person as a member of the Trust, a Governor shall not solicit for any person any appointment under the Trust or recommend any person for such appointment, but this SO shall not preclude a Governor from giving written testimonial of a candidate's ability, experience or character for submission to the Trust

7.2.2 This SO does not prevent a Governor from contributing to the appointment of a Non-Executive Director to the Trust or the Chief Executive in accordance with the statutory requirements

7.2.3 Informal discussions outside appointment panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

8 MISCELLANEOUS

8.1 Standing Orders to be given to all Governors

It is the duty of the Trust Secretary to ensure that existing Governors and all new appointees are notified of and understand their responsibilities within these SOs.

8.2 Review of Standing Orders

The SOs shall be reviewed annually by the Council. The requirement for review extends to all documents having the effect as if incorporated in the SO.

8.3 Potential Inconsistency

In the event of any conflict or inconsistency between these SOs and any of the legislation and guidance listed in these SOs, the legislation shall prevail. In the event of any conflict or inconsistency between these SOs and the licence and/or the constitution, the licence and/or the constitution shall prevail.

9 DISPUTE RESOLUTION

9.1 Where there is a dispute between the Council of Governors and the Board of Directors, Governors shall follow the procedure set out in the current *Council of Governors Policy for Engagement with the Board of Directors where there is disagreement and/or concerns regarding performance*.

9.2 Where a dispute arises out of or in connection with the constitution, including the interpretation of these SOs and the procedure to be followed at meetings of the Board, the Trust and the parties to that dispute shall use all reasonable endeavours to resolve the dispute as quickly as possible.

9.3 Where a dispute arises that involves the Chair, the dispute shall be referred to the Senior Independent Director who will use all reasonable efforts to mediate a settlement to the dispute.

9.4 For the avoidance of doubt, the Trust Secretary shall deal with any membership queries and other similar questions in the first place including any voting or legislation issues and shall otherwise follow a process for resolving such matters in accordance with any procedures agreed by the Board.

10 RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS AND THE COUNCIL OF GOVERNORS

10.1 Governors should discuss and agree with the Board how they will undertake their statutory roles and responsibilities, and any other additional roles, giving due consideration to the circumstances of the Trust and the needs of the local community and emerging good practice.

10.2 Governors should work closely with the Board and must be presented with, for consideration, the annual report and accounts (including any report of the auditor on them) and the annual plan at a general meeting. The Governors must be consulted on the development of forward plans for the Trust and any significant changes to the delivery of the Trust's business plan.

10.3 The annual report should state how performance evaluation of the Board, its committees, and its Directors, including the Chairman is conducted and the reason why the Trust adopted a particular method of performance evaluation.

- 10.4 The annual report should identify the members of the Council, including a description of the constituency or organisation that they represent, whether they were elected or appointed, and the duration of their appointments. The annual report should also identify the appointed Lead Governor. A record should be kept of the number of meetings of the Council and the attendance of individual Governors and Directors and it should be made available to members on request.
- 10.5 The Council should take the lead in agreeing with the Audit Committee the criteria for appointing, re-appointing and removing external auditors. The Council will need to ensure they have the skills and knowledge to choose the right external auditor and monitor their performance. However, they should be supported in this task by the Trust's Audit Committee, which provides information to the Governors on the external auditor's performance as well as overseeing the Trust's internal financial reporting and internal auditing.
- 10.6 If the Council does not accept the Audit Committee's recommendations, the Board should include in the annual report a statement from the Audit Committee explaining the recommendation and should set out reasons why the Council has taken a different position.
- 10.7 The annual report should describe the process followed by the Council in relation to appointments of the Chair and Non-Executive Directors.

END

| | | | | | |
|----------------------------------------|----------------------------------------------------------------------------------|----------------------------------------|----------------|---|--------------------------|
| | | Agenda Item: 6(c) | | | |
| SUMMARY REPORT | | COUNCIL OF GOVERNORS PART 1 | | | 23 September 2020 |
| Report Title: | Standing Orders For The Board Of Directors | | | | |
| Report Lead: | Sally Morris, Chief Executive Officer | | | | |
| Report Author(s): | Chris Jennings, Assistant Trust Secretary | | | | |
| Report discussed previously at: | CoG Governance Committee 21 August 2020 BoD Audit Committee 16 September 2020 | | | | |
| Level of Assurance: | Level 1 | | Level 2 | ✓ | Level 3 |

| Purpose of the Report | | |
|-----------------------------------------------------------------------------------------------------|-----------------------|---|
| This report provides the Standing Orders For The Board Of Directors for the required annual review. | Recommendation | |
| | Discussion | ✓ |
| | Information | |

| Recommendations/Action Required |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Council of Governors Committee is asked to: <ol style="list-style-type: none"> 1 Note the contents of this report. 2 Provide any comments for the reviewed Standing Orders For The Board Of Directors |

| Summary of Key Issues |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The Standing Orders (SOs) For The Board Of Directors are required to be reviewed annually. The Council of Governors is not required to approve the SOs but is expected to be consulted on the content.</p> <p>The Trust Secretary's Office reviewed the SOs and presented to the CoG Governance Committee on the 21 August 2020 as part of the consultation process. The amended SOs have been attached to this report as Appendix 1. The Council of Governors is asked to consider the Standing Orders For The Board Of Directors and provide any comments to be considered prior to presentation to the Board of Directors for approval.</p> |

| 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 | ✓ |

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

| | | | |
|--------|---------------------------|-----|-----------------|
| CoG | Council of Governors | SOs | Standing Orders |
| NHSE/I | NHS England / Improvement | | |

Supporting Documents and/or Further Reading

Appendix 1: Standing Orders For The Board Of Directors

Lead

Sally Morris
Chief Executive Officer



Essex Partnership University

NHS Foundation Trust

STANDING ORDERS FOR THE PRACTICE AND PROCEDURES OF THE BOARD OF DIRECTORS

| | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|
| POLICY REFERENCE NUMBER: | TB01 | |
| VERSION NUMBER: | 00 4 3 | |
| REPLACES SEPT DOCUMENT | | |
| REPLACES NEP DOCUMENT | | |
| KEY CHANGES FROM PREVIOUS VERSION | <u>As recommended following legal advice</u> <u>Minor amendments</u> | |
| AUTHOR: | Trust Secretary | |
| CONSULTATION GROUPS: | Board of Directors Audit Committee Council of Governors CoG Governance Committee Executive Operational Sub-Committee | |
| IMPLEMENTATION DATE: | 01 April 2017 | |
| AMENDMENT DATE(S): | 08 November 2017 (Chair's action) August/September 2018 September 2019, <u>September 2020</u> | |
| LAST REVIEW DATE: | September 2019 2020 | |
| NEXT REVIEW DATE: | September 2020 2021 | |
| APPROVAL BY BOARD OF DIRECTORS | September 2019 2020 | |
| COPYRIGHT | © Essex Partnership University NHS Foundation Trust 2019. All rights reserved. Not to be reproduced in whole or part without the permission of the copyright owner | |
| POLICY SUMMARY | | |
| The purpose of the Standing Orders for the Board of Directors is to set out the practice and procedures of the Board in order to maintain good standards of governance. | | |
| The Trust monitors the implementation of and compliance with this policy in the following ways: | | |
| Monitoring of implementation and compliance with the Standing Orders for the Board of Directors will be undertaken by the Trust Secretary. | | |
| Services | Applicable | Comments |
| Trustwide | ✓ | |
| Essex MH&LD | | |
| CHS | | |

The Chief Executive is responsible for monitoring and reviewing this policy

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INTRODUCTION

Regulatory Framework

Essex Partnership University NHS Foundation Trust (the Trust) is a public benefit corporation. It was established on 1 April 2017, following the grant of an application pursuant to Section 56 of the National Health Service Act 2006 (the 2006 Act) by Monitor - Independent Regulator of NHS Foundation Trusts.

The functions of the Trust are conferred by this legislation and the Trust will exercise its functions in accordance with the terms of its provider licence (no 120163) and all relevant legislation and guidance.

These Standing Orders add clarity and detail where appropriate. Nothing in these Standing Orders shall override the Trust's constitution, the National Health Service Act 2006 and the Health & Social Care Act 2012.

The Trust's Standing Orders and wider governance arrangements are further supported by various policies and procedures and for financial matters, by the Standing Financial Instructions (SFIs), Detailed Scheme of Delegation (DSoD), and associated finance procedures. Certain powers are reserved to be exercised by the Board only, others are delegated to individual Executive Directors and/or committees of the Board. These are covered by the Scheme of Reservation & Delegation of Powers of the Board. (SoRD).

The principal place of business of the Trust is at The Lodge, Lodge Approach, Runwell Chase, Wickford SS11 7XX.

As a public benefit corporation the Trust has the power to act as a corporate Trustee of charitable funds. Under section 11 of the Trustee Act 2000 the Trust can appoint a Charitable Funds Committee and delegate its functions to it. This power includes appointing a committee whose members are not members of the Board of Directors. The Trust has appointed a Charitable Funds Committee which operates in accordance with these Standing Orders and its terms of reference (as approved by the Board of Directors) and the relevant guidance from the Charity Commission.

1. INTERPRETATION

- 1.1 Save as otherwise permitted by law, at any meeting of the Board of Directors the Chair of the Trust shall be the final authority on the interpretation of these Standing Orders (on which they should be advised by the Chief Executive and the Trust Secretary)
- 1.2 Any expression to which a meaning is given in the National Health Service Act 2006 and regulations made under it shall have the same meaning in these Standing Orders and in addition:
- 1.2.1 **2006 Act** means the National Health Service Act 2006 (as amended by the Health & Social Care Act 2012)
- 1.2.2 **2012 Act** means the Health & Social Care Act 2012
- 1.2.3 **Accounting Officer** is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act
- 1.2.4 **Board of Directors** or **Board** or **Board Member** or **Member of the Board** means the Chair, Executive and Non-Executive Directors of the Trust collectively as a body in accordance with the constitution. This term is used interchangeably with the term **Director**
- 1.2.5 **Budget** means a resource, expressed in financial terms, proposed by the Trust for the purpose of carrying out, for a specific period, any or all of the functions of the Trust
- 1.2.6 **Chair of the Board** or **Chair of the Trust** or **Chair** means the person appointed under paragraph 28 of the constitution by the Council of Governors to lead the Board of Directors and to ensure that it successfully discharges its responsibility for the Trust as a whole. The expression “the Chair of the Trust” shall be deemed to include the Vice-Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable
- 1.2.7 **Chief Executive** is the person appointed as the Chief Executive Officer (the Accounting Officer) of the Trust under paragraph 31 of the constitution
- 1.2.8 **Commissioning** means the process for determining the need for and for obtaining the supply of healthcare and related services by the Trust within available resources
- 1.2.9 **Committee** means a committee appointed by the Board of Directors
- 1.2.10 **Committee members** means persons formally appointed by the Board of Directors to sit on or to chair specific committees
- 1.2.11 **Constitution** means the Trust’s constitution which has effect in accordance with Section 56(11) of the 2006 Act

- 1.2.12 **Contracting and procuring** means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets
- 1.2.13 **Council of Governors** or **Council** means the Council of Governors of the Trust as described in paragraphs 14 and 18 of the constitution
- 1.2.14 **Deputy Chief Executive** means the officer of the Trust appointed under paragraph 30 of the constitution
- 1.2.15 **Directors** means the Executive and Non-Executive members of the Board of Directors
- 1.2.16 **Executive Chief Finance Officer** means the Chief Finance Officer of the Trust
- 1.2.17 **Executive Director** means a member of the Board of Directors appointed under paragraph 31 of the constitution
- 1.2.18 **Licence** means the Trust's provider licence (no 120163) issued by Monitor on 1 April 2017 (and reissued on 11 October 2017)
- 1.2.19 **Member** means a person registered as a member of one of the constituencies as set out in paragraph 5 of the constitution
- 1.2.20 **Monitor** means the body corporate known as Monitor, as part of NHS Improvement (now known as NHS England / Improvement), as provided by Section 61 of the 2012 Act
- 1.2.21 **Motion** means a formal proposition to be discussed and voted on during the course of a meeting
- 1.2.22 **Nominated Officer** means an officer charged with the responsibility for discharging specific task under the Scheme of Reservation & Delegation
- 1.2.23 **Non-Executive Director** means a member of the Board of Directors, including the Chair, appointed by the Council of Governors under paragraph 28 of the constitution
- 1.2.24 **Officer** means employee of the Trust or any other person holding a paid appointment or office with the Trust
- 1.2.25 **SFIs** means the Standing Financial Instructions of the Trust
- 1.2.26 **Scheme of Reservation & Delegation** is the Trust's scheme of reservation and delegation of powers approved by the Board of Directors
- 1.2.27 **SOs** means these Standing Orders (for the Board of Directors)

- 1.2.28 **Trust** means Essex Partnership University NHS Foundation Trust
 - 1.2.29 **Trust headquarters** means The Lodge, Lodge Approach, Runwell Chase, Wickford SS11 7XX
 - 1.2.30 **Trust Secretary** is the person appointed by the Chair and Chief Executive as the Trust Secretary
 - 1.2.31 **Vice-Chair** means the Non-Executive Director appointed under paragraph 30 of the constitution
 - 1.2.32 **Working days** means a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday
- 1.3 Any reference to an Act shall, where appropriate, include any Act amending or consolidating that Act and any regulation or order made under any such Act.

2. THE BOARD OF DIRECTORS

- 2.1 The general duty of the Board and of each Director individually is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public. All business shall be conducted in the name of the Trust.
- 2.2 All funds received in trust shall be held in the name of the Trust as corporate Trustee
- 2.3 The powers of the Trust shall be exercisable by the Board. The validity of any act of the Trust is not affected by any vacancy among the Directors or by any defect in the appointment of any Director
- 2.4 The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the SoRD and have effect as if incorporated into these SOs
- 2.5 **Patients Forum Representatives**
The Trust will continue to be subject to the general duty to involve patients, and to seek assurance that the appropriate process has been adhered to in line with national guidance
- 2.6 **Composition of the Board**
In accordance with paragraph 25 of the constitution, the composition of the Board of the Trust shall be:
- A Non-Executive Chair
 - Not less than five and not more than eight other Non-Executive Directors
 - Not less than four and not more than eight Executive Directors
- so that the number of Non-Executive Directors including the Chair shall always exceed the number of Executive Directors including the Chief Executive.
- 2.7 **Appointment and Removal of the Chair and other Non-Executive Directors**
In accordance with paragraph 28 of the constitution and guidance issued by Monitor, the Chair and the other Non-Executive Directors are appointed (and removed) by the Council at a general meeting of the Council
- 2.8 **Terms of Office of the Chair and other Non-Executive Directors**
- 2.8.1 The Chair and Non-Executive Directors shall be appointed with terms and conditions of office as decided by the Council at a general meeting taking account of Monitor's governance guidance
- 2.8.2 The Chair and Non-Executive Directors shall be appointed for a term of office of up to three years

- 2.8.3 The Chair and Non-Executive Directors may be appointed to serve a further term of up to three years (depending on satisfactory performance) and subject to the provisions of the 2006 Act in respect of removal of a Director
- 2.8.4 The Chair and Non-Executive Directors may in exceptional circumstances serve longer than six years subject to annual re-appointment and subject to external competition if recommended by the Board and approved by the Council. In establishing that the Non-Executive Director continues to be independent, the Chair will take into account Monitor's guidance and conduct an evidence-based evaluation
- 2.8.5 Any reappointment after the second term of office for the Chair and Non-Executive Directors shall be subject to a performance evaluation carried out in accordance with procedures approved by the Council to ensure that those individuals continue to be effective, demonstrate commitment to the role and demonstrate independence

2.9 **Appointment and Powers of Vice-Chair**

- 2.9.1 The Council at a general meeting shall appoint one of the Non-Executive Directors as a Vice-Chair in accordance with paragraph 30.1 of the constitution and, in similar manner, shall remove any person so appointed from that position and appoint another Non-Executive Director in his place ~~in accordance with paragraphs 28.3 and 28.4 of the constitution~~
- 2.9.2 In line with paragraph 30.2 of the constitution, before a resolution for any such appointment is passed, the Board may decide which of the Non-Executive Directors it recommends for that appointment; the Chair shall advise the Council of the recommendation from the Board which will not be binding upon the Council but will be presented to the Council at its meeting before it comes to a decision
- 2.9.3 In the absence of the Chair, the Vice-Chair shall be the acting Chair of the Trust
- 2.9.4 Any Non-Executive Director so appointed may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The Council may then appoint another Vice-Chair in accordance with paragraph 30.1 of the constitution and SO 2.9
- 2.9.5 Where the Chair of the Trust has died or has ceased to hold office, or where they have been unable to perform their duties as Chair owing to illness or any other cause, the Vice-Chair shall act as Chair and be entitled to exercise all the rights and powers conferred upon the Chair by the constitution including but without limit those set out in these SOs and in the SOs of the Council until a new Chair is appointed or the existing Chair resumes their duties, as the case may be. References to the Chair in these SOs shall, so long as there is

Comment [JC(EP1): This has been removed as the reference to the Constitution is for the removal of the Chair / NED and not the removal of the person from this position.

no Chair able to perform his duties, be taken to include references to the Vice-Chair

2.10 Appointment and Removal of the Chief Executive

2.10.1 In accordance with the constitution paragraph 31.1, the Non-Executive Directors of the Trust will appoint (and remove) the Chief Executive

2.10.2 The appointment of the Chief Executive requires the approval of the majority of the Council at a meeting of the Council in accordance with paragraph 31.2 of the constitution

2.11 Appointment and Removal of Executive Directors

In accordance with the constitution paragraph 31.3, all Executive Directors (excluding the Chief Executive) are to be appointed (and removed) by a committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors.

2.12 Appointment of the Deputy Chief Executive

In accordance with paragraph 30.4 of the constitution, the Board of Directors Nominations Committee, which shall comprise all of the Non-Executive Directors, may nominate one of the Executive Directors to be the Deputy Chief Executive.

2.13 Joint Executive Directors

2.13.1 Where more than one person is appointed jointly to an Executive Director post, those persons shall count for the purpose of SO 2.6 (composition of the Board) as one person (save that the Executive positions of registered Medical Practitioner or registered Dentist and registered Nurse or registered Midwife cannot be shared between the two professions) in accordance with paragraph of 31.4 of the constitution

2.13.2 Where such an arrangement is in force, both individuals shall be able to attend a meeting of the Board provided that at any meeting of the Board they may only count as one individual for the purposes of the quorum and may only exercise one vote between them

2.13.3 Where the two individuals disagree as to how to vote at a Board meeting, then no vote shall be cast. If only one individual attends the meeting they can cast the vote on behalf of both

2.13.4 The presence of either or both persons shall count as the presence of one person for the purposes of SO 30.17 (Quorum)

2.14 Appointment and Removal of the Senior Independent Director

2.14.1 The Board shall (following consultation with the Council) appoint one of the Non-Executive Directors as the Senior Independent Director in accordance with paragraph 30.3 of the constitution, for such period not exceeding the remainder of the individual's term of office as a Non-Executive Director

2.14.2 Any Non-Executive Director so appointed may at any time resign from the office of Senior Independent Director by giving notice in writing to the Chair. The Board (following consultation with the Council) may thereupon appoint another Non-Executive Director as Senior Independent Director in accordance with the provisions of this Standing Order.

2.15 Trust Secretary

The Chair and Chief Executive shall appoint a Trust Secretary to act independently of the Board, to provide advice on corporate governance issues to the Chair and the Board, and to monitor the Trust's compliance with the regulatory framework, the constitution and the SOs.

2.16 Role of the Chief Executive

2.16.1 The Chief Executive is responsible for implementing the decisions of the Board in the running of the Trust's business

2.16.2 The Chief Executive reports to the Chair and the Board

2.16.3 The Chief Executive is the Accounting Officer and shall be responsible for ensuring the discharge of obligations under all relevant financial directions and guidance issued by NHS FT regulators or any other relevant body

2.17 Role of the Executive Chief Finance Officer

2.17.1 The Executive Chief Finance Officer shall be responsible for the provision of financial advice to the Trust and to its Directors and for the supervision of financial control and accounting systems

2.17.2 The individual shall be responsible, along with the Chief Executive, for ensuring the discharge of obligations under all relevant financial requirements, conditions or notices issued by NHS FT regulators or any other relevant body.

2.18 Role of Executive Directors

Executive Directors shall exercise their authority within the terms of these SOs, SFIs and the SoRD

2.19 Role of the Chair

2.19.1 The Chair shall be responsible for the leadership of the Board (and Council), and chair all Board (and Council) meetings when present

2.19.2 The Chair must ensure effectiveness in all aspects of the Board's role and lead on setting the agenda for meetings and ensure that adequate time is available for discussion of agenda items and strategic issues

2.19.3 The Chair shall work in close harmony with the Chief Executive and shall ensure that key and appropriate issues are discussed by the Board (and Council) in a timely manner with all the necessary

information and advice being made available to the Board (and Council) to inform the debate and ultimate decisions.

- 2.19.4 The Chair is responsible for ensuring that the Board and the Council work effectively together

2.20 Role of Non-Executive Directors

The Non-Executive Directors shall not be granted nor shall they seek to exercise any individual executive powers on behalf of the Trust. They may, however, exercise authority when acting as members of or when chairing a committee of the Trust which has delegated powers.

3. MEETINGS OF THE BOARD

3.1 Admission of the Public and the Press

- 3.1.1 The meetings of the Board shall be open to members of the public and the press in accordance with paragraph 34.1 of the constitution

- 3.1.2 Members of the public and the press may be excluded from a meeting for special reasons. Special reasons include for reasons of commercial confidentiality. The Board will resolve that:

“In accordance with paragraph 34.1 of the constitution and paragraph 18E of Schedule 7 of the 2006 Act, the Board of Directors resolves that there are special reasons to exclude members of the public from Part 2 of this 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”

- 3.1.3 The Chair shall give such directions as he thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the nature of the business to be transacted, the public will be required to withdraw upon the Board resolving as detailed in SO 3.1.2 above

- 3.1.4 Nothing in these SOs shall require the Board to allow members of the public or representatives of the press to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Board and such agreement not to be unreasonably withheld

- 3.1.5 Matters discussed at a meeting following the exclusion of the public and representatives of the media shall be confidential to the Board and shall not be disclosed by any person attending the meeting without the consent of the Chair of the meeting

3.2 Calling Meetings

- 3.2.1 Ordinary meetings of the Board shall be held at such times and places as the Board may determine

3.2.2 Meetings of the Board are convened by the Trust Secretary, by order of the Chair. Not less than one-third of the Directors can requisition the Trust Secretary to call a meeting at any time by giving written notice to the Trust Secretary

3.2.3 The Trust shall hold meetings of the Board at least six times in each calendar year

3.3 **Notice of Ordinary Meetings**

3.3.1 The Trust Secretary shall give to all Directors at least ten (10) working days written notice of the date and place of every ordinary meeting of the Board

3.3.2 Agendas will be sent to Directors not later than three (3) working days before the meeting and supporting papers, whenever possible, shall accompany the agenda, save in the case of the need to conduct urgent or extraordinary business under SO 3.4 or SO 3.5.

3.3.3 A notice or other document(s) to be served upon a Director under these SOs shall be manually delivered or sent by post to the Director at his usual place of residence which he shall have last notified to the Trust, or where sent by email, to the address which he shall have last notified to the Trust as the address to which a notice or other document may be sent by electronic means

3.3.4 A notice or other document(s) where manually delivered or sent by post shall be presumed to have been served on the next working day following the day of delivery and where sent by email at the time at which the email is sent

3.3.5 Failure to serve notice and supporting papers on any Director shall not affect the validity of an ordinary meeting

3.3.6 Save in the case of urgent meetings, for each meeting of the Board a public notice of the date, time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's head office and on the Trust's internet site for general access at least three working days before the meeting

3.3.7 Before holding a meeting, the Board must send a copy of the agenda of the meeting to the Council

3.4 **Notice of Extraordinary Meetings**

3.4.1 At the request of the Chair or by at least one-third of the whole number of members of the Board, the Trust Secretary shall send a written notice to all Directors within 10 (ten) working days of receipt of such a request specifying the date and place to discuss the specified business

3.4.2 If the Trust Secretary does not send notice a meeting of the Board within ten (10) working days of receiving a request from the Chair or a requisition from not less than one-third of the Directors pursuant to SO 3.4.1, the Directors who made the requisition may convene the meeting themselves by giving written notice to all Directors; this notice must be signed by all of the Directors who signed the requisition. A meeting called under this SO may only consider the business set out in the requisition.

3.5 **Notice of Urgent Meetings**

3.5.1 At the request of the Chair or not less than one-third of Directors, the Trust Secretary shall send a written notice to all Directors as soon as possible after receipt of such a request. The Trust Secretary shall give Board members as much notice as is possible in light of the urgency of the request

3.5.2 If the Trust Secretary fails to call such a meeting, then the Chair or at least one-third of the whole number of Board members shall call such a meeting

3.5.3 In the case of a meeting called under SOs 3.4 and 3.5, the notice shall be signed by the Chair or at least one-third of the whole number of Board members

3.5.4 No business shall be transacted at the meeting called under SOs 3.4 and 3.5 other than that specified in the notice. Agendas will be sent to Board members three working days before the meeting and supporting papers shall accompany the agenda, save in the case of urgent meetings

3.5.5 In the case of a meeting called under SOs 3.4 and 3.5 failure to serve such a notice on more than three Directors will invalidate the meeting

3.6 **Setting the Agenda**

3.6.1 The Board may determine that certain matters shall appear on every agenda for an ordinary meeting and shall be addressed prior to any other business being conducted

3.6.2 A Director desiring a matter to be included on an agenda shall make their request in writing to the Chair at least 10 (ten) working days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than seven (7) working days before a meeting may be included on the agenda at the discretion of the Chair

3.6.3 Before holding a meeting, the Trust Secretary must send a copy of the agenda of the Board meeting to the members of the Council and may be sent in any manner permitted under SO 3.3.5 and 3.3.6

3.7 **Petitions**

Where a petition has been received by the Trust not less than ten (10) working days before a meeting of the Board, the Chair of the Board shall include the petition as an item for the agenda of the next Board meeting

3.8 **Chair of Meeting**

3.8.1 At any meeting of the Board, the Chair of the Board, if present, shall preside. If the Chair is absent from the meeting the Vice-Chair, if present, shall preside. If the Chair and Vice-Chair are absent (and provided the Chair has waived the requirement for the Chair or Vice-Chair to be present under SO 3.17), the Non-Executive Directors present shall nominate a Chair for the meeting from their number and who has no conflict of interest

3.8.2 If the Chair is absent temporarily on the grounds of a declared conflict of interest, the Vice-Chair, if present, shall preside. If the Chair and Vice-Chair are absent, or are disqualified from participating, such Non-Executive Director as the Non-Executive Directors present shall nominate, shall preside

3.9 **Motions**

3.9.1 **Notices of Motion:** A Director desiring to move or amend a motion shall send a written notice thereof at least ten (10) working days before the meeting to the Chair who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This SO shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda

3.9.2 **Withdrawal of motion or amendment:** A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair

3.9.3 **Motion to Rescind a Resolution:** Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six (6) calendar months shall bear the signature of the Board member who gives it and also the signature of four other Board members, to include at least one non-executive director and one executive director. Such notice shall be sent at least ten (10) working days before the meeting to the Chair, who shall insert in the agenda for the meeting. When any such motion has been disposed of by the Board, it shall not be possible for any Board member other than the Chair to propose a motion to the same effect within six months. However, the Chair may do so if they consider it appropriate

3.9.4 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto

3.9.5 When a motion is under discussion or immediately prior to discussion, it shall be open to a Director to move:

- (a) an amendment to the motion
- (b) the adjournment of the discussion or the meeting
- (c) that the meeting proceed to the next business*
- (d) the appointment of an ad hoc committee to deal with a specific item of business; or
- (e) that the motion be now put*

provided that in the case of sub-paragraphs denoted by * above and to ensure objectivity, motions may only be put by a Director who has not previously taken part in the debate

3.9.6 No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion

3.10 **Chair's Ruling**

Statements of Directors made at meetings of the Board shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be final

3.11 **Voting**

3.11.1 Subject to the following provisions of this clause, questions arising at a meeting of the Board shall be decided by a majority of votes. Each Director shall have one vote:

- (a) in the event of joint Executive Directors, SO 2.13 shall apply. In case of an equality of votes the Chair shall have a second casting vote
- (b) no resolution of the Board shall be passed if it is opposed by all of the Non-Executive Directors present or by all of the Executive Directors present

3.11.2 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands

3.11.3 A paper ballot may also be used if a majority of the Directors present so request in which case any person attending by telephone, teleconference, video or computer link shall cast their vote verbally (such verbal vote to be recorded in the minutes)

3.11.4 If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained

3.11.5 If a Director so requests, their vote shall be recorded by name upon any vote (other than by paper ballot)

- 3.11.6 In no circumstances may an absent Director vote by proxy. Absence is defined as being absent at the time of the vote
- 3.11.7 Directors may participate (and vote) in Board meetings by telephone, teleconference, video or computer link with the prior agreement of the Chair; participation in a meeting in this manner shall be deemed to constitute a presence in person at the meeting
- 3.11.8 An officer who has been appointed formally by the Board to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy, shall be entitled to exercise the voting rights of the Executive Director and has a responsibility to consult with the Executive Director if available. An officer attending the Board to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director, but has a responsibility to consult with the Executive Director if possible and to ensure their views are included within the debate, prior to the vote taking place. An officer's status when attending a meeting shall be recorded in the minutes

3.12 **Minutes**

- 3.12.1 The minutes of the proceedings of a meeting shall be drawn up by the Trust Secretary and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it
- 3.12.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting
- 3.12.3 Minutes shall be retained in the Trust Secretary's office
- 3.12.4 Minutes shall be circulated in accordance with Directors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public as required by any applicable guidance
- 3.12.5 As soon as practicable after holding a Board meeting, the Trust Secretary must send a copy of the approved minutes of the meeting to the members of the Council of Governors
- 3.12.6 Where Directors have concerns that cannot be resolved about the running of the Trust or a proposed action, they should ensure that their concerns are recorded in the Board minutes. On resignation, a Director should provide a written statement to the Chair for circulation to the Board, if they have any such concerns

3.13 **Informal Meetings and Meetings as a Committee**

- 3.13.1 The Chair should hold meetings with the Non-Executive Directors without the Executives Directors present

3.13.2 Led by the Senior Independent Director, the Non-Executive Directors should meet without the Chair present, at least annually, to appraise the Chair's performance, and on other such occasions as are deemed appropriate

3.13.3 Notwithstanding anything in these SOs, the Directors may meet informally or as a committee of the Board at any time and from time to time, and shall not be required to admit any member of the public or any representative of the media to any such meeting or to send a copy of the agenda for that meeting or any draft minutes of that meeting to any other person or organisation

3.14 **Amendment of Standing Orders**

3.14.1 These SOs may be amended without the need to amend the constitution. These SOs may be amended only if:

- (a) a notice of motion under SO 3.9.1 (Notices of Motion) has been given
- (b) not fewer than half of the total number of Non-Executive Directors vote in favour of the amendment
- (c) at least two-thirds of Directors are present
- (d) the amendment proposed does not contravene a statutory provision or direction made by Monitor

3.14.2 For the avoidance of doubt, SO 3.17 (Quorum) shall not apply to the variation of the SOs and the higher quorum required in SO 3.15 (Variation and Amendment of Standing Orders) shall be reached

3.15 **Record of Attendance**

3.15.1 The names of the Chair, Directors and all others present at the meeting (other than members of the public and media) who are present at a meeting of the Board shall be recorded in the minutes

3.15.2 A meeting of the Board refers to officers being physically present and officers being present via the use of technology, as defined in SO 3.17.5 and 3.18

3.16 **Quorum**

3.16.1 Seven (7) Directors including not less than two (2) Executive Directors (one of whom must be the Chief Executive or the Deputy Chief Executive) and not less than two (2) Non-Executive Directors (one of whom must be the Chair or the Vice-Chair) shall form a quorum provided that a meeting shall be quorate if:

- (a) the Chief Executive has waived the requirement for the Chief Executive or the Deputy Chief Executive to be present; and
- (b) the Chair has waived the requirement for the Chair or the Vice-Chair to be present

3.16.2 An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum

- 3.16.3 If a Director has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO 7) they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business
- 3.16.4 The above requirement for at least two (2) Executive Directors to form part of the quorum shall not apply where the Executive Directors are excluded from a meeting (for example, when the Board considers the recommendations of the Remuneration Committee)
- 3.16.5 Board Directors may participate (and vote) in its meetings by telephone, teleconference, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

3.17 Meetings: Electronic Communication

- 3.17.1 In this SO, 'communication' and 'electronic communication' shall have the meanings as set out in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof
- 3.17.2 A Director in electronic communication with the Chair and all other parties to a meeting of the Board or of a standing committee or sub-committee of the Board shall be regarded for all purposes as being present and personally attending such a meeting provided that, but only for so long as, at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication
- 3.17.3 A meeting at which one or more of the Directors attends by way of electronic communication is deemed to be held at such a place as the Directors shall at the said meeting resolve. In the absence of such a resolution, the meeting shall be deemed to be held at the place (if any) where a majority of the Directors attending the meeting are physically present, or in default of such a majority, the place at which the Chair is physically present
- 3.17.4 Meetings held in accordance with this SO are subject to SO 3.16 (Quorum). For such a meeting to be valid, a quorum must be present and maintained throughout the meeting
- 3.17.5 The minutes of a meeting held in this way must state that it was held by electronic communication and that the Directors were all able to hear each other and were present throughout the meeting.

4. ARRANGEMENTS FOR THE EXERCISE OF FUNCTIONS BY DELEGATION

- 4.1 The NHS Act 2006 provides for all the powers of the Trust to be exercised by the Board on its behalf. It also states that the Board may delegate any of its powers to a committee of Directors or to an Executive Director
- 4.2 Subject to such requirements, conditions, notices or guidance as may be given by Monitor, the Board may make arrangements in these SOs for the exercise, on behalf of the Board, of any of its functions by either a committee or an Executive Director
- 4.3 In each case subject to such restrictions and conditions as the Trust thinks fit
- 4.4 Where a function is delegated (as detailed in the Trust's SoRD, i.e. delegation to committees or officers) the Trust retains full responsibility
- 4.5 **Emergency Powers**
The powers which the Board has retained to itself within these SOs may in emergency situations be exercised by the Chief Executive or in his absence, the Deputy Chief Executive, provided that prior to taking such action, the Chief Executive has consulted with and gained the agreement of the Chair or in his absence, the Vice-Chair. Where time permits the Chair should contact all Board members in writing to allow the opportunity for objection. The exercise of such powers by the Chief Executive shall be reported to the next formal meeting of the Board held in public for ratification
- 4.6 **Delegation to Committees and Officers**
- 4.6.1 The Board shall agree from time to time to the delegation of executive powers to be exercised by committees, which it has formally constituted in accordance with statute and such requirements, conditions, notices or guidance as may be given by Monitor. The constitution and terms of reference of these committees and their specific executive powers shall be approved by the Board
- 4.6.2 The Board may delegate certain functions of the Trust to an Executive Director
- 4.6.3 The Chief Executive shall prepare a detailed SoRD identifying the functions to be delegated to either an Executive Director or a committee of the Board. The proposals shall be considered and approved by the Board, subject to any amendment agreed during the discussion. The Chief Executive may periodically propose amendment to the detailed SoRD that shall be considered and approved by the Board as indicated above
- 4.6.4 Nothing in the SoRD shall restrict or limit the responsibility of the Executive Chief Finance Officer to provide information and advice to the Board in accordance with any statutory requirements, but subject to his discharge of these statutory requirements, the Executive Chief

Finance Officer shall be accountable to the Chief Executive for the performance of his role

- 4.6.5 The arrangements made by the Board as set out in the SoRD shall have effect as if incorporated in these SOs

4.7 Non-compliance with the Standing Orders

Full details of any non-compliance with these SOs together with the circumstances around the non-compliance shall be reported by the relevant Executive Director immediately to the Chair and the Chief Executive and to the next formal meeting of the Board for action and ratification. All staff have a duty to disclose any potential or impending non-compliance to their Executive Director, who in turn has a duty to report to the Chief Executive and the Chair as soon as possible.

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| 5. COMMITTEES |
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- 5.1 The National Health Service Act 2006 states that:

5.1.1 The Board shall appoint an Audit Committee of Non-Executive Directors to perform such monitoring, reviewing and other functions as appropriate in accordance with this SO and the constitution paragraph 43

5.1.2 The Board shall appoint a Remuneration Committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Executive Directors in accordance with SO 2.10 and 2.11 and the constitution paragraph 37

- 5.2 Subject to the NHS Act 2006 and the regulatory framework and any such guidance as may be issued by Monitor, the Board may appoint standing committees of the Board (ref SO 4.6 Delegation to Committees and Officers)

- 5.3 The SOs of the Board, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Trust. In which case the term "Chair" is to be read as a reference to the Chair of the committee as the context permits, and the term "member" is to be read as a reference to a member of the committee also as the context permits

- 5.4 There is no requirement to hold meetings of committees in public

- 5.5 Each such standing committee (including their sub-committees and working groups) shall have terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with any legislation and regulation or direction issued by Monitor. Such terms of reference shall have effect as if incorporated into the SOs.

- 5.6 Committees are authorised to establish sub-committees which shall operate as working groups and shall have no delegated executive powers from the Board or a committee of the Board

- 5.7 The Board shall approve the appointments to each of the committees which it has formally constituted
- 5.8 Where the Trust is required to appoint persons to a committee and/or to undertake statutory functions as required by Monitor and/or the law, and where such appointments are to operate independently of the Board, such appointment shall be made in accordance with the regulations and directions made by Monitor and/or the law
- 5.9 The committees established by the Board are attached at Appendix A of the SOs
- 5.10 The Board may change the committees, without requirement to amend these SOs
- 5.11 A Board member or a member of a committee shall not disclose any matter reported to the Board or otherwise dealt with by the committee, notwithstanding that the matter has been reported or action has been concluded, if the Board shall resolve that it is confidential
- 5.12 A member of a committee shall not disclose a matter dealt with by, or brought before, the committee without its permission until the committee shall have reported to the Board or shall otherwise have concluded on that matter.

6. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

6.1 Declaration of Interests

- 6.1.1 All Board members have a statutory duty to avoid a situation in which they have (or can have) a direct or indirect interest that conflicts (or may conflict) with interests of the Trust. Any Director who has an interest in a matter that he/she is required to declare in accordance with paragraph 36 of the Trust's constitution shall declare such interest to the Board and:
 - (a) shall withdraw from the meeting and play no part in the relevant discussion or decision; and
 - (b) shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).
- 6.1.2 Details of any such interest shall be recorded in the Register of Interests of Board members. At the time Board members' interests are declared, they should be recorded in the Board of Directors minutes. Any changes in interests should be declared in accordance with the requirements of paragraph of the Trust's constitution
- 6.1.3 Any Board member who fails to disclose any interest required to be disclosed under the preceding clause must permanently vacate their office if required to do so by a majority of the remaining Board

members and (in the case of a Non-Executive Director) by the requisite majority of the Council

- 6.1.4 Board members' directorships of companies which may conflict with their management responsibilities should be published in the Trust's annual report. As the Trust maintains a Register of Interests which is open to the public, the disclosure in the annual report may at the discretion of the Board, be limited to a comment on how access to the information in that Register may be obtained
- 6.1.5 During the course of a Board meeting, if a conflict of interest is established, the Board member concerned should withdraw from the meeting and play no part in the relevant discussion or decision
- 6.1.6 If Board members have any doubt about the relevance of an interest, this should be discussed with the Chair or the Trust Secretary

6.2 Register of Interests

- 6.2.1 The Chief Executive will ensure that a Register of Interests is established to record formally declarations of interests of Board members. In particular the Register will include details of all Directorships and other interests which have been declared by both Executive and Non-Executive Board members in accordance with paragraphs 36 and 40 of the Trust's constitution
- 6.2.2 The Trust Secretary will keep these details up to date by means of an annual review of the Register in which any changes to the interests declared during the preceding 12 (twelve) months will be incorporated. It is the responsibility of each member of the Board to provide an update to the Trust Secretary of their register entry if their interest changes
- 6.2.3 The Register will be available to the public and the Chief Executive will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it

6.3 Register of Gifts and Hospitality

- 6.3.1 A Register of Gifts and Hospitality will be maintained by the Trust Secretary for Board members and staff
- 6.3.2 The Register will be published on the Trust's website in line with regulatory requirements.

7. CONFLICT OF INTEREST AND PECUNIARY INTEREST

7.1 Disclosure of Interest

Subject to the following provisions of this SO, if a Board member has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a meeting of the Trust at which the contract or other matter is the subject of consideration, he shall disclose that interest to the Board and/or meeting as soon as he becomes aware of it

7.2 Conflict of Interest

During the course of a Board meeting (or other meeting) if a conflict of interest is disclosed, the Director concerned shall withdraw from the meeting and play no part in the relevant discussion or decision

7.3 The Board may exclude the Director from a meeting of the Board while any contract, proposed contract or other matter in which they have a pecuniary interest, is under consideration

7.4 Any remuneration, compensation or allowances payable to the Chair or a Non-Executive Director shall not be treated as a pecuniary interest by the Trust for the purpose of this SO

7.5 For the purpose of this SO, a Board member shall be treated, subject to SO 7.7, as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

7.5.1 he, or a nominee of his, is a Director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or

7.5.2 he is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration;

and, in the case of sibling, parent, child, cohabiting spouse or civil partner or person living together with them as partner, the interest of one shall, if known to the other, be deemed for the purposes of this SO to also be an interest of the other.

7.6 A Board member shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

7.6.1 of his membership of a company or other body, if they have no beneficial interest in any securities of that company or other body

7.6.2 of an interest in any company, body or person with which he is connected as mentioned in SO 7.5 above which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter

7.7 In the event that the Board member having an indirect pecuniary interest in a contract (including a proposed contract or other matter) by virtue of holding securities of the company concerned, then for the Board member to be able to participate in the consideration or discussion of the contract (or other matter), and vote on any question with respect to it, the following requirements need to be met:

7.7.1 If one class of share capital is held, the Board member holds the lower of £10,000 or 1/100th of the total nominal value of issued share capital of the company concerned; or

7.7.2 If more than one class of share capital is held, the Board member holds the lower of £10,000 or 1/100th of the total issued share capital of that class

However, it remains the responsibility of the individual to disclose his interest

7.8 This SO applies to a committee or sub-committee or a joint committee of the Board as it applies to the Board and applies to any such committee or sub-committee as it applies to a Director.

8. STANDARDS OF BUSINESS CONDUCT POLICY

8.1 All Board members must comply with the Trust's standards of business conduct policy as amended from time to time.

8.2 All Board members should comply with this SO 8, Appendix B national guidance contained in HSG 1993/5 *Standards of Business Conduct for NHS Staff*, the *Standards for members of NHS boards and Clinical Commissioning Group governing bodies in England (November 2012)* included in Appendix C, the Trust's Counter Fraud Policy and Procedure and any such guidance issued by Monitor or the Department of Health and Social Care from time to time

8.3 Interest of Officers in Contracts

8.3.1 If it comes to the knowledge of an officer of the Trust that a contract in which they have any pecuniary interest not being a contract to which they themselves are party, has been, or is proposed to be, entered into by the Trust they shall, at once, give notice in writing to the Chief Executive of the fact that they are interested therein

8.3.2 An Officer should also declare to the Chief Executive in accordance with Trust procedure, any other employment, business or other relationship of theirs, or of a spouse/partner/other family member, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust

8.3.3 The Trust requires interests, employment or relationships declared, to be entered in a register of interests of staff, in accordance with Trust procedure

8.4 Canvassing of, and Recommendations by, Board Members in Relation to Appointments

8.4.1 Canvassing of Board members of the Trust or of any committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the contractor for such appointment. The contents of this provision of the SO shall be included in application forms or otherwise brought to the attention of contractors

- 8.4.2 A Board member shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this clause of this SO shall not preclude a Board member from giving written testimonial of a contractor's ability, experience or character for submission to the Trust
- 8.4.3 Informal discussions outside appointment panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

8.5 Relatives of Board Members or Officers

- 8.5.1 Candidates for any staff appointment under the Trust shall, when making application, disclose in writing to the Trust whether they are related to any Board member or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render them liable to instant dismissal
- 8.5.2 Every Board member and officer of the Trust shall disclose to the Chief Executive any relationship between themselves and a candidate of whose candidature that Board member or officer is aware. It shall be the duty of the Chief Executive to report to the Board any such disclosure made
- 8.5.3 On appointment, Board members (and prior to acceptance of an appointment in the case of officer Board members) should disclose to the Board whether they are related to any other Board member or holder of any office in the Trust
- 8.5.4 Where the relationship to a Board member of the Trust is disclosed, SO 7 applies.

9. TENDERING AND CONTRACT PROCEDURE

9.1 Duty to comply with Standing Orders and Standing Financial Instructions

The procedures to be followed by the Trust in relation to all contract opportunities with the Trust and for awarding all contracts with the Trust shall comply with the SOs, SFIs, the financial limits specified in the detailed SoRD, and the Trust's Tendering & Quotation Policy and Procedure.

9.2 Legislation Governing Public Procurement

9.2.1 The Trust shall comply with the Public Contracts Regulations 2015 (the "Regulations") as applicable and any European Union (EU) Directives relating to EU procurement law having direct effect in England (the "Directives") and any other duties derived from EU Treaty ("Treaty Obligations") and any other duties derived from the UK common law ("Common Law Duties") and where applicable The National Health Service (Procurement, Patient Choice and Competition)(No.2) Regulations 2013 (the Regulations, Directives, Treaty Obligations and Common Law Duties together are referred to elsewhere in those SOs as "Procurement Legislation"). The Procurement Legislation as from

time to time amended shall have effect as if incorporated in these SOs and the Trust's Standing Financial Instructions

- 9.2.2 The Trust should consider obtaining support from the NHS Supply Chain and/or the Cabinet Office where relevant and/or any suitably qualified professional advisor (including where appropriate legal advisors to ensure compliance with Procurement Legislation when engaging in tendering procedures)
- 9.2.3 The Trust shall consider the application of any applicable duty to consult or engage the public or any relevant Overview and Scrutiny Committee of a Local Authority prior to commencing any procurement process for a contract opportunity
- 9.2.4 When procuring services, the Trust should have regard to the requirements of the Public Services (Social Value) Act 2012 and its supporting regulations and guidance, as amended.

9.3 **Guidance on Procurement and Commissioning**

9.3.1 The Trust should have regard to all relevant guidance issued in relation to the conduct of procurement practice, including but not limited to:

- (a) the Department of Health's "*Capital Investment Manual*" and "Estate Code" in respect of capital investment and estate and property transactions save where either has been superseded by later published guidance;
- (b) policies and procedures in place for the control of all tendering activity, and
- (c) in the case of management consultancy contracts the Department of Health guidance "*The Procurement and Management of Consultants within the NHS*" or any successor guidance issued by the Department of Health and Social Care;

or any successor to such guidance issued from time to time.

9.4 **Formal Competitive Tendering**

9.4.1 The Trust shall ensure that competitive tenders are invited for the supply of goods, materials and manufactured articles and for the rendering of services including all forms of management consultancy services; for the design, construction and maintenance of building and engineering works (including construction and maintenance of grounds and gardens); and for disposals when so required by any Procurement Legislation or as otherwise set out in the Trust's Tendering and Quotation Policy and Procedure and/or the DSoD

9.4.2 Formal tendering procedures may be waived by officers to whom powers have been delegated by the Chief Executive without reference to the Chief Executive (except in (c) to (f) below) where:

- (a) the estimated expenditure or income does not, or is not reasonably expected to, exceed the minimum procurement

- threshold for the purposes of the Regulations or any figures set by the Board, (this figure to be reviewed annually); or
- (b) the supply is proposed under special arrangements negotiated by the DHSC or NHS England and ~~NHS~~ Improvement (NHSE/I), to the extent that these arrangements comply with the Regulations and utilising them will not cause the Trust to breach any of its obligations arising pursuant to any Procurement Legislation, in which event the said special arrangements must be complied with; or
 - (c) the timescale genuinely precludes competitive tendering. Failure to plan the work properly is not a justification for single tender and the relevant tests set out in the Regulations for such instances have been met; or
 - (d) specialist expertise is required and is available from only one source; or
 - (e) the task is essential to complete the project, and arises as a consequence of a recently completed assignment and engaging different consultants for the new task would be inappropriate, in deciding if this provision can be relied on, the relevant/corresponding provision in the Regulations will need to be satisfied; or
 - (f) there is a working benefit to be gained from maintaining continuity with an earlier project. However, in such cases the benefits of such continuity must outweigh any potential financial advantage to be gained by competitive tendering, in deciding if this provision can be relied on the relevant/corresponding provision in the Regulations will need to be satisfied; or
 - (g) provided for in the Capital Investment Manual; or
 - (h) the supply of goods or services is covered by an NHS Framework Agreement or other Public Sector framework available to the trust, and the price is certain (i.e. quoted)

The waiving of competitive tendering procedures should not be used to avoid competition or for administrative convenience or to award further work to a consultant originally appointed through a competitive procedure

Where it is decided that competitive tendering is not applicable and should be waived by virtue of (c) to (f) above the fact of the waiver and the reasons should be documented and reported by the Chief Executive to the Executive Operational Committee. All such waivers should also be reported at the next available meeting of the Audit Committee

- 9.4.3 Except where SO 9.4.2, or a requirement under SO 9.2, applies, the Trust shall ensure that invitations to tender are sent to a sufficient number of firms/individuals to provide fair and adequate competition as appropriate, and in no case less than three firms/individuals, having regard to their capacity to supply the goods or materials or to undertake the services or works required

9.4.4 Tendering procedures are set out in the Trust's Tendering & Quotation Procedure.

9.5 **Quotations**

9.5.1 Quotations are required where formal tendering procedures are waived under SO 9.4.2 (a) or (c) and where the intended expenditure is reasonably expected to exceed the financial limit specified in the DSoD

9.5.2 Where quotations are required under SO 9.5.1 they should be obtained from at least three firms/individuals based on specifications or terms of reference prepared by, or on behalf of, the Board

9.5.3 Quotations should normally be in writing, (subject to limits specified in SFIs and occasions when verbal quotes can be obtained)

9.5.4 All quotations should be treated as confidential and should be retained for inspection. A written record of verbal quotations should also be retained

9.5.5 The Chief Executive or the nominated officer (via the DSoD) should select the quotations which gives the best quality and value for money. If this is not the lowest cost then this fact and the reasons why the lowest quotation was not chosen should be stated in a permanent record

9.5.6 Non-competitive quotations in writing may be obtained for the following purposes:

- (a) the supply of goods/services of a special character for which it is not, in the opinion of the Chief Executive or the nominated officer, possible or desirable to obtain competitive quotations
- (b) the goods/services are required urgently.

9.6 **Where tendering or competitive quotation is not required**

9.6.1 The Trust shall use NHS Supply Chain for procurement of all goods and services unless the Chief Executive or nominated officers deem it inappropriate.

Competitive quotations should be sought for all expenditure in excess of the limit specified in the DSoD. However, there are a number of approved instances when three competitive quotes need not be sought as follows:

- (a) Sole Supplier - specialist expertise is required and is available from only one source
- (b) Agency/Consultancy Staff - where the goods/services purchased are staffing expertise or agency staff or expenditure in relation to training or training courses
- (c) Part order of a tendered contract
- (d) Specialist training course

- (e) Specialist research
- (f) NHS Framework Agreement or other Public Sector framework available to the trust – if the supply of goods or services is on a national framework agreement, and the price is certain (i.e. quoted).

A waiver form needs to be completed if one of these instances does not apply.

In the event that three competitive quotations cannot be obtained and none of the above reasons apply. This decision then needs to be reported to the next available meeting of the Audit Committee

- 9.6.2 The Chief Executive shall be responsible for ensuring that best value for money can be demonstrated for all services provided under contract or in-house. The Trust may also determine from time to time that in-house services should be market tested by competitive tendering (SO 11).

9.7 **Private Finance/Procure 22**

The Trust may consider using PFI/Procure 22 when considering a capital procurement. When the Board proposes that PFI/Procure 22 be considered:

- 9.7.1 The Chief Executive shall demonstrate that the scheme represents value for money and genuinely transfers risk to the private sector
- 9.7.2 The proposal must be specifically agreed by the Board
- 9.7.3 Trust competitive tendering/quotations procedures should apply where necessary.

9.8 **Contracts**

9.8.1 The Board of Directors may only enter into contracts on behalf of the Trust within the statutory powers delegated to it and shall comply with:

- (a) these SOs;
- (b) the Trust's SFIs;
- (c) EU Directives and other statutory provisions;
- (d) any relevant and mandatory directions including Monitor's guidance on Risk Evaluation for Investment Decisions, the DoH's Capital Investment Manual, Estate Code and guidance on the Procurement and Management of Consultants;
- (e) such of the NHS Standard Contract Conditions as are applicable.

Where appropriate, contracts shall be in or embody the same terms and conditions of contract as was the basis on which tenders or quotations were invited.

- 9.8.2 In all contracts made by the Trust, the Board shall endeavour to obtain best value for money. The Chief Executive shall nominate an officer who shall oversee and manage each contract on behalf of the Trust.

9.9 Personnel and Agency or Temporary Staff Contracts

The Chief Executive shall nominate officers with delegated authority to enter into contracts of employment, regarding staff, agency staff or temporary staff service contracts.

9.10 Legally Binding Contracts (LBC) for the Provision of Healthcare

Legally binding contracts for the supply of healthcare services shall be drawn up in accordance with legal advice, best practice and where possible use the NHS Standard model contract. These legally binding contracts will be administered by the Trust.

9.11 Cancellation of Contracts

Except where specific provision is made in model Forms of Contracts or standard Schedules of Conditions approved for use within the NHS, there shall be inserted in every written contract a clause empowering the Trust to cancel the contract and to recover from the contractor the amount of any loss resulting from such cancellation:

- 9.11.1 if the contractor shall have offered, or given or agreed to give, any person any gift or consideration of any kind as an inducement or reward for doing or forbearing to do or for having done or forborne to do any action in relation to the obtaining or execution of the contract or any other contract with the Trust, or for showing or forbearing to show favour or disfavour to any person in relation to the contracts or any other contract with the Trust; or
- 9.11.2 if the like acts shall have been done by any person employed by them or acting on their behalf (whether with or without the knowledge of the contractor); or
- 9.11.3 if in relation to any contract with the Trust the contractor or any person employed by them or acting on their behalf shall have committed any offence under the Prevention of Corruption Acts 1889 and 1916, the Bribery Act 2010 and any other appropriate legislation.

9.12 Determination of Contracts for Failure to Deliver Goods or Material

There shall be inserted in every written contract for the supply of goods or materials a clause to secure that, should the contractor fail to deliver the goods or materials or any portion thereof within the time or times specified in the contract, the Trust may, without prejudice, determine the contract either wholly or to the extent of such default and purchase other goods, or material of similar description to make good:

- 9.12.1 such default; or
- 9.12.2 in the event of the contract being wholly determined the goods or materials remaining to be delivered.

The clause shall further secure that the amount by which the cost of so purchasing other goods or materials exceeds the amount which would have

been payable to the contractor in respect of the goods or materials shall be recoverable from the contractor.

- 9.13 **Contracts involving Funds Held on Trust** shall do so individually to a specific named fund. Such contracts involving charitable funds shall comply with the requirements of the Charities Act.

10. DISPOSALS

- 10.1 Competitive tendering or quotation procedures shall not apply to the disposal of:
- 10.1.1 any matter in respect of which a fair price can be obtained only by negotiation or sale by auction as determined (or pre-determined in a reserve) by the Chief Executive or their nominated officer
 - 10.1.2 obsolete or condemned articles and stores, which may be disposed of in accordance with the supplies policy of the Trust
 - 10.1.3 items to be disposed of with an estimated sale value of less than £5,000
 - 10.1.4 items arising from works of construction, demolition or site working, which should be dealt with in accordance with the relevant contract
 - 10.1.5 land or buildings concerning which DoH or other statutory body guidance has been issued but subject to compliance with such guidance.

11. IN-HOUSE SERVICES

- 11.1 In all cases where the Board determines that in-house services should be subject to competitive tendering the following groups shall be set up:
- 11.1.1 Specification group, comprising the Chief Executive or nominated officer/s and specialist
 - 11.1.2 In-house tender group, comprising a nominee of the Chief Executive and technical support
 - 11.1.3 Evaluation team, comprising normally a specialist officer, a supplies officer and the Executive Chief Finance Officer or their nominated representative. For services having a likely annual expenditure exceeding £100,000, a non-officer member should be a member of the evaluation team
- 11.2 All groups should work independently of each other. No officer is able to sit on both the in-house tender group and the evaluation group

- 11.3 The evaluation team shall make recommendations to the Executive Operational Sub-Committee and/or the Board, in accordance with the Trust's DSoD.

12. CUSTODY OF SEAL AND SEALING OF DOCUMENTS

12.1 Custody of Seal

The common seal of the Trust shall be kept by the Trust Secretary in a secure place.

12.2 Sealing of Documents

12.2.1 The seal of the Trust shall not be fixed to any documents unless the sealing has been authorised by the Chief Executive or Executive Chief Finance Officer

12.2.2 Before any building, engineering, property or capital document is sealed it must be approved and signed by the Executive Chief Finance Officer (or an officer nominated by him and authorised and countersigned by the Chief Executive (or an officer nominated by them who shall not be within the originating Directorate).

12.3 Register of Sealing

An entry of every sealing shall be made and numbered consecutively in a book provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who attested the seal. A report of all sealings shall be made to the Board at least quarterly. The report shall detail the description of the document, the date of sealing and the names of persons who attested the fixing of the seal or who executed the Deed on behalf of the Trust.

13. SIGNATURE OF DOCUMENTS

13.1 Where the signature of any document will be a necessary step in legal proceedings involving the Trust, it shall be signed by the Chief Executive, unless any enactment otherwise requires or authorises, or the Board shall have given the necessary authority to some other person for the purpose of such proceedings

13.2 The Chief Executive or nominated officers shall be authorised, by resolution of the Board, to sign on behalf of the Trust any agreement or other document not requested to be executed as a deed, the subject matter of which has been approved by the Board or any committee with delegated authority.

14. MISCELLANEOUS

14.1 Standing Orders to be given to Board Members and Officers

It is the duty of the Chief Executive to ensure that existing Board members, officers and all new appointees are notified of and understand their responsibilities within SOs and SFIs. Updated copies shall be issued to staff designated by the Chief Executive. New designated officers shall be informed in writing and shall receive copies where appropriate of SOs.

14.2 Documents having the standing of Standing Orders

SFIs, DSoD and the SoRD shall have effect as if incorporated into SOs.

14.3 Review of Standing Orders

SOs shall be reviewed annually by the Board. The requirement for review extends to all documents having the effect as if incorporated in SOs.

14.4 Dispute Resolution

14.4.1 Where there is a dispute between the Board of Directors and the Council of Governors, the procedure set out in the *Council of Governors Policy for Engagement with the Board of Directors where there is disagreement and/or concerns regarding performance* should be referred to and followed

14.4.2 Where a dispute arises out of or in connection with the constitution, including the interpretation of these SOs and the procedure to be followed at meetings of the Board, the Trust and the parties to that dispute shall use all reasonable endeavours to resolve the dispute as quickly as possible

14.4.3 Where a dispute arises that involves the Chair, the dispute shall be referred to the Senior Independent Director who will use all reasonable efforts to mediate a settlement to the dispute

14.4.4 For the avoidance of doubt, the Trust Secretary shall deal with any membership queries and other similar questions in the first place including any voting or legislation issues and shall otherwise follow a process for resolving such matters in accordance with any procedures agreed by the Board.

15. RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS AND THE COUNCIL OF GOVERNORS

15.1 The Council has a statutory duty to hold the Non-Executive Directors individually and collectively to account for the performance of the Board. This includes ensuring the Board acts so that the Trust does not breach the conditions of its Licence. It remains the responsibility of the Board to design and then implement agreed priorities, objectives and the overall strategy of the Trust. The Council is responsible for representing the interests of Trust members and the public and staff in the governance of the Trust. Governors must act in the best interests of the Trust and should adhere to its values and code of conduct. Governors are responsible for regularly feeding back information about the Trust, its vision and its performance to members and the public and the stakeholder organisations that either elected or appointed them. The Trust should ensure Governors have appropriate support to help them discharge this duty

15.2 Governors should discuss and agree with the Board how they will undertake these and any other additional roles, giving due consideration to the circumstances of the Trust and the needs of the local community and

emerging good practice. Governors should work closely with the Board and must be presented with, for consideration, the annual report and accounts and the annual plan at a general meeting. The Governors must be consulted on the development of forward plans for the Trust and any significant changes to the delivery of the Trust's business plan

- 15.3 Board members are to present to the Council at a general meeting the annual accounts, any report of the auditor on them, and the annual report
- 15.4 The Directors should explain in the annual report their responsibility for preparing the annual report and accounts, and state that they consider the annual report and accounts, taken as a whole, are fair, balanced and understandable and provide the information necessary for patients, regulators and other stakeholders to assess the NHS Foundation Trust's performance, business model and strategy. There should be a statement by the external auditor about their reporting responsibilities. Directors should also explain their approach to quality governance in the Annual Governance Statement (within the annual report). The Trust will comply with the NHS Foundation Trust Annual Reporting Manual. The Council may request that a matter which relates to the annual accounts or forward planning for the Trust is included on the agenda for a meeting of the Board
- 15.5 The annual report should identify the members of the Council, including a description of the constituency or organisation that they represent, whether they were elected or appointed, and the duration of their appointments. The annual report should also identify the nominated Lead Governor. A record should be kept of the number of meetings of the Council and the attendance of individual Governors and it should be made available to members on request.
- 15.6 The annual report should include a statement from the Board on how performance evaluation of the Board, its committees and its Directors is conducted and the reason why the Trust adopted a particular method of performance evaluation
- 15.7 The Council should take the lead in agreeing with the Audit Committee the criteria for appointing, re-appointing and removing external auditors. The Council will need to work hard to ensure they have the skills and knowledge to choose the right external auditor and monitor their performance. However, they should be supported in this task by the Audit Committee, which provides information to the governors on the external auditor's performance as well as overseeing the Trust's internal financial reporting and internal auditing
- 15.8 If the Council does not accept the Audit Committee's recommendation, the Board should include in the annual report a statement from the Audit Committee explaining the recommendation and should set out reasons why the Council has taken a different position
- 15.9 The annual report should describe the process followed by the Council in relation to appointments of the Chair and Non-Executive Directors

15.10 In accordance with section A 1.1 of Monitor's *Code of Governance* (February 2014) the roles and responsibilities of the Council of Governors are set out in Appendix D.

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| 16 OVERLAP WITH OTHER TRUST POLICY STATEMENTS/PROCEDURES, THE STANDING FINANCIAL INSTRUCTIONS, THE PROVIDER LICENCE AND THE NATIONAL HEALTH SERVICE ACT 2006 |
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16.1 Specific Policy Statements

These SOs must be read in conjunction with the following policy statements and documents which shall have effect as if incorporated in these SOs:

16.1.1 the Standards of Business Conduct and Conflicts of Interest Policy for Trust staff

16.1.2 the Code of Conduct for Board Members

16.1.3 the Staff Disciplinary and Appeals Procedures

16.1.4 the SFIs adopted by the Board in accordance with all financial regulations, directions and guidance issued by Monitor and any other relevant body

16.1.5 the SoRD approved by the Board

16.1.6 Tendering and Quotations Procedure

16.1.7 the Trust's Counter Fraud Policy and Procedure

16.2 Specific Guidance and Legislation

These SOs must be read in conjunction with any directions and guidance issued by Monitor, the Department of Health and Social Care and any other relevant body and in accordance with the following:

- National Health Service Act 2006
- Health and Social Care Act 2012
- DH Caldicott Guardian Manual 2010 (and any subsequent versions)
- Human Rights Act 1998
- Freedom of Information Act 2000 and relevant guidance from the Information Commissioner Office
- Equality Act 2010
- Information Governance Toolkit July 2010 (and any subsequent versions)
- Bribery Act 2010
- Data Protection Act 1998 and relevant guidance from the Information Commissioner's Office
- Monitor's Code of Governance (December 2013) (and any subsequent versions)
- any other relevant legislation and guidance as applicable from time to time.

16.3 Potential Inconsistency

In the event of any conflict or inconsistency between these SOs and any of the legislation and guidance listed in SO 16.2 above (the Legislation), the Legislation shall prevail.

In the event of any conflict or inconsistency between these SOs and the Licence and/or the constitution, the Licence and/or the constitution shall prevail.

Appendix A

COMMITTEES OF THE BOARD OF DIRECTORS

1. **Audit Committee**
2. **Charitable Funds Committee**
3. **Finance & Performance Committee**
4. ~~Strategy and Planning Committee~~ **People, Innovation & Transformation Committee**
5. **Remuneration and Nominations Committee**
6. **Quality Committee**

Appendix B

STANDARDS OF BUSINESS CONDUCT FOR NHS STAFF

1. Prevention of Corruption – Bribery Act 2010

- 1.1 The Trust has a responsibility to ensure that all Directors (and staff) are made aware of their duties and responsibilities arising from the Bribery Act 2010. Under this Act there are four offences:
- (a) bribing, or offering to bribe, another person (section 1);
 - (b) requesting, agreeing to receive, or accepting a bribe (section 2);
 - (c) bribing, or offering to bribe, a foreign public official (section 6);
 - (d) failing to prevent bribery (section 7)
- 1.2 All Directors (and staff) are required to be aware of the Bribery Act 2010 and should also refer to the remaining provisions in this Appendix B for further guidance in relation to this duty as well as any other national guidance.

2. NHS staff are expected to abide by the seven principles of public life (Nolan) at all times:

- 2.1 **SELFLESSNESS:** Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends
- 2.2 **INTEGRITY:** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties
- 2.3 **OBJECTIVITY:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit
- 2.4 **ACCOUNTABILITY:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office
- 2.5 **OPENNESS:** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- 2.6 **HONESTY:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest
- 2.7 **LEADERSHIP:** Holders of public office should promote and support these principles by leadership and example.

3. IMPLEMENTING THE GUIDING PRINCIPLES ABOVE:

Gifts

- 3.1 With the exception of items of little value (less than ~~£5025~~) such as diaries, calendars, flowers and small tokens of appreciation (including seasonal gifts), which may be accepted, all offers of gifts should be declined. In cases of doubt, advice should be sought from your line manager. A 'gift' is defined as any item of cash or goods, or any service, which is provided for personal benefit at less than its commercial value. Any personal gift of cash or cash equivalents (e.g. tokens) must be declined whatever its value. All Directors (and staff) should report immediately all offers of unreasonably generous gifts to the Trust Secretary and return promptly any unacceptable gifts, with a letter politely explaining the terms of this policy and stating that you are not allowed to accept them.

Hospitality

- 3.2 Hospitality will be in accordance with Trust's policy on hospitality and sponsorship.

Raising concerns

- 3.3 It is the duty of every member of the Board (and staff) to speak up about genuine concerns in relation to criminal activity, breach of a legal obligation (including negligence, breach of contract or breach of administrative law), miscarriage of justice, danger to health and safety or the environment, and the cover up of any of these in the workplace. The Trust has a whistle-blowing policy that sets out the arrangements for raising and handling staff concerns. The procedure for reporting specific concerns relating to fraud are described below at 3.5.

Freedom to Speak Up

- 3.4 The Trust's Freedom to Speak Up Guardian is contactable by email and telephone and contact details are available on the Trust's intranet for all staff needing to raise a concern about patient or staff safety. For example, matters may be raised such as unsafe patient care; unsafe working conditions; inadequate induction or training for staff; lack of, or poor, response to a reported patient safety incident or a bullying culture across a team.

Counter fraud

- 3.5 All Directors (and staff) are required not to use their position to gain financial advantage. The Trust is keen to prevent fraud and encourages staff with concerns or reasonably held suspicions about potentially fraudulent activity or practice, to report these. The Trust's Directors (and staff) should inform the Executive Chief Finance Officer immediately, unless the Executive Chief Finance Officer is implicated. If that is the case, they should report it to the Chair or Chief Executive, who will decide on the action to be taken
- 3.6 The Trust's Directors (and staff) can also call the NHS Fraud and Corruption Reporting Line on free phone 0800 028 40 60. This provides

an easily accessible and confidential route for the reporting of genuine suspicions of fraud within or affecting the NHS. All calls are dealt with by experienced trained staff and any caller who wishes to remain anonymous may do so.

- 3.7 Anonymous letters, telephone calls, etc. are occasionally received from individuals who wish to raise matters of concern, but not through official channels. While the suspicions may be erroneous or unsubstantiated, they may also reflect a genuine cause for concern and will always be taken seriously. The Executive Chief Finance Officer will make sufficient enquiries to establish whether or not there is any foundation to the suspicion that has been raised
- 3.8 The Trust's Directors (and staff) should not ignore their suspicions, investigate themselves or tell colleagues or others about their suspicions.

Preferential treatment in private transactions

- 3.9 Individual Directors must not seek or accept preferential rates or benefits in kind for private transactions carried out with companies with which they have had, or may have, official dealings on behalf of the Trust. (This does not apply to concessionary agreements negotiated with companies by the Directors, or by recognised staff interests on behalf of all staff - for example, NHS staff benefits schemes.)

Contracts

- 3.10 All Directors who are in contact with suppliers and contractors (including external consultants), and in particular those who are authorised to sign Purchase Orders, or place contracts for goods, materials or services, are expected to adhere to the standards set out in Appendix B and are encouraged to also follow the professional standards set out in the Ethical Code of the Chartered Institute of Purchasing and Supply.

Favouritism in awarding contracts

- 3.11 Fair and open competition between prospective contractors or suppliers for all contracts is a requirement of NHS Standing Orders and of EC Directives on Public Purchasing for Works and Supplies. This means that:
- 3.11.1 no private, public or voluntary organisation or company which may bid for NHS business should be given any advantage over its competitors, such as advance notice of NHS requirements. This applies to all potential contractors, whether or not there is a relationship between them and the NHS employer, such as a long-running series of previous contracts.
- 3.11.2 each new contract should be awarded solely on merit, taking into account the requirements of the NHS and the ability of the contractors to fulfil them.

- 3.11.3 the Trust should ensure that no special favour is shown to current or former employees or their close relatives or associates in awarding contracts to private or other businesses run by them or employing them in a senior or relevant managerial capacity. Contracts may be awarded to such businesses where they are won in fair competition against other tenders, but scrupulous care must be taken to ensure that the selection process is conducted impartially, and that staff that are known to have a relevant interest play no part in the selection.

Warnings to potential contractors

- 3.12 The Trust will wish to ensure that all invitations to potential contractors to tender for NHS and non-NHS business include a notice warning tenderers of the consequences of engaging in any corrupt practices involving employees of public bodies.

Outside employment

- 3.13 No Directors should engage in outside employment that may conflict with their NHS work, or be detrimental to it. They are advised to tell the Trust if they think they may be risking a conflict of interest in this area; the Trust will be responsible for judging whether the interests of patients could be harmed.

Intellectual property

- 3.14 The Board of Directors should ensure that they are in a position to identify potential intellectual property rights (IPR), as and when they arise, so that they can protect and exploit them properly, and thereby ensure that they receive any rewards or benefits (such as royalties) in respect of work commissioned from third parties, or work carried out by the Trust's employees in the course of their duties. Most IPR are protected by statute; e.g. patents are protected under the Patents Act 1977 and copyright (which includes software programmes) under the Copyright Designs and Patents Act 1988. To achieve this, the Directors should build appropriate specifications and provisions into the contractual arrangements that they enter into before the work is commissioned, or begins. They should always seek legal advice if in any doubt in specific cases
- 3.15 With regard to patents and inventions, in certain defined circumstances the Patents Act gives employees a right to obtain some reward for their efforts, and employers should see that this is effected. Other rewards may be given voluntarily to employees who within the course of their employment have produced innovative work of outstanding benefit to the NHS. Similar rewards should be voluntarily applied to other activities such as giving lectures and publishing books and articles
- 3.16 In the case of collaborative research and evaluative exercises with manufacturers, the Trust should see that they obtain a fair reward for the input they provide. If such an exercise involves additional work for an employee outside that paid for by the Trust under their contract of

employment, arrangements should be made for some share of any rewards or benefits to be passed on to the employee(s) concerned from the collaborating parties. Care should however be taken that involvement in this type of arrangement with a manufacturer does not influence the purchase of other supplies from that manufacturer.

Standards of business

- 3.17 All Directors who are in contact with suppliers and contractors (including external consultants), and in particular those who are authorised to sign Purchase Orders, or place contracts for goods, materials or services, are expected to adhere to these standards; and
- 3.17.1 maintain the highest standard of integrity in all business relationships
 - 3.17.2 reject any business practice which might reasonably be deemed improper
 - 3.17.3 never use their authority or position for their own personal gain
 - 3.17.4 enhance the proficiency and stature of the profession by acquiring and applying knowledge in the most appropriate way
 - 3.17.5 foster the highest standards of professional competence amongst those for whom they are responsible
 - 3.17.6 optimise the use of resources which they have influence over for the benefit of the organisation
 - 3.17.7 comply with both the letter and the intent of: - the law of countries where the contracts are executed or as otherwise stated in the contracts - Chartered Institute of Purchasing and Supply guidance on professional practice
 - 3.17.8 declare any personal interest that might affect, or be seen by others to affect, their impartiality or decision making
 - 3.17.9 ensure that the information they give in the course of the work is accurate
 - 3.17.10 respect the confidentiality of information they receive and never use it for personal gain
 - 3.17.11 strive for genuine, fair and transparent competition
 - 3.17.12 not accept inducements or gifts, other than items of small value such as business diaries or calendars
 - 3.17.13 always declare the offer or acceptance of hospitality and never allow hospitality to influence a business decision

3.17.14 remain impartial in all business dealing and not be influenced by those with vested interests.

Appendix C

STANDARDS FOR MEMBERS OF NHS BOARDS AND CLINICAL COMMISSIONING GROUP GOVERNING BODIES IN ENGLAND



standards-for-memb
ers-of-nhs-boards-an

ROLES AND RESPONSIBILITIES OF THE COUNCIL OF GOVERNORS

The roles and responsibilities of the Council which are to be carried out in accordance with the constitution and the Trust's licence include:

General Duties

1. To hold the Non-Executive Directors individually and collectively to account for the performance of the Board, including ensuring that the Board acts so that the Trust does not breach the terms of its licence. "Holding the Non-Executive Directors to account" includes scrutinising how well the Board is working, challenging the Board in respect of its effectiveness, and asking the Board to demonstrate that it has sufficient quality assurance in respect of the overall performance of the Trust, questioning Non-Executive Directors about the performance of the Board and of the Trust and making sure to represent the interests of the Trust's members and of the public in doing so
2. To represent the interests of the members of the Trust and the interests of the public.

Non-Executive Directors, Chief Executive and Auditor

3. To approve the policies and procedures for the appointment and removal of the Chair and Non-Executive Directors on the recommendation of the Nomination Committee of the Council
4. To approve the appointment and removal of the Chair and the Non-Executive Directors. The Council should only exercise its power to remove the Chair or any Non-Executive Directors after exhausting all means of engagement with the Board
5. To approve the policies and procedures for the appraisal of the Chair, and Non-Executive Directors on the recommendation of the Remuneration Committee of the Council. All Non-Executive Directors and elected Governors should be submitted for re-appointment or re-election at regular intervals. The performance of Executive Directors should be subject to regular appraisal and review. The Council should ensure planned and progressive refreshing of the Non-Executive Directors
6. To set the remuneration of Non-Executive Directors and the Chair and to approve changes to the remuneration, allowances and other terms of office for the Chair and the Non-Executive Directors on the recommendations of the Remuneration Committee of the Council. The Council should consult external professional advisers to market-test the remuneration levels of the Chair and other Non-Executives Directors at least once every three years and when they intend to make a material change to the remuneration of a Non-Executive Director
7. To approve the appointment of a candidate as Chief Executive of the Trust recommended by the Non-Executive Directors

8. To approve the criteria for the appointment, removal and re-appointment of the auditor
9. To approve the appointment, removal and re-appointment of the auditor on the recommendation of the Audit Committee

Strategy Planning

10. To provide feedback to the Board on the development of the strategic direction of the Trust, as appropriate
11. To collaborate with the Board in the development of the forward plan
12. Where the forward plan contains a proposal that the Trust will carry out activity other than the provision of goods and services for the purpose of the NHS in England, to determine whether the proposal will interfere in the fulfilment by the Trust of its principal purpose and notify its determination to the Board
13. To approve increases to the proposed amount of income derived from the provision of goods and services other than for the purpose of the NHS in England where such an increase is greater than 5% of the total income of the Trust
14. To approve entering into any significant transactions (as defined by the Board from time to time) in accordance with the 2006 Act and the constitution
15. To approve proposals from the Board for merger, acquisition, dissolution or separation in accordance with 2006 Act and the constitution
16. When appropriate, to make recommendations for the revision of the constitution and approve any amendments to the constitution in accordance with the 2006 Act and the constitution
17. To receive the Trust's annual accounts, any report of the auditor on them, and the annual report at a general meeting of the Council

Representing Members and the Public

18. To prepare and from time to time review the Trust's membership engagement strategy and policy
19. To notify Monitor, via the Lead Governor, if the Council is concerned that the Trust is at risk of breaching the terms of its licence, if these concerns cannot be resolved at local level
20. To report to the members annually on the performance of the Council
21. To promote membership of the Trust and contribute to opportunities to recruit members in accordance with the membership strategy
22. To seek the views of stakeholders and feed back to the Board.

| | | | | | |
|----------------------------------------|--------------------------------------------------------------------------|----------------------------------------|----------------|--|--------------------------|
| | | Agenda Item: 6(d)i | | | |
| SUMMARY REPORT | | COUNCIL OF GOVERNORS PART 1 | | | 23 September 2020 |
| Report Title: | Significant Transactions Procedure | | | | |
| Report Lead: | Marianne Evans, Staff Governor, Chair of the CoG Governance Committee | | | | |
| Report Author(s): | Chris Jennings, Assistant Trust Secretary | | | | |
| Report discussed previously at: | CoG Governance Committee 21 August 2020 | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 |

| Purpose of the Report | | |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------|---|
| This report provides a procedure for the identification and approval of proposed significant transactions undertaken by the Trust. | Approval | ✓ |
| | Discussion | |
| | Information | |

| Recommendations/Action Required |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The Council of Governors Committee is asked to: <ol style="list-style-type: none"> 1 Note the contents of this report. 2 Approve the Significant Transactions Procedure |

| Summary of Key Issues |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The Trust Constitution provides that the Trust may only enter into a significant transaction if more than half of the members of the Council of Governors of the Trust voting approve entering into the transactions. (49.2). The Standing Orders For The Council Of Governors provides that one of the Council of Governors roles and responsibilities is to approve entering into any significant transaction as defined by Annex 9 of the Trust Constitution.</p> <p>The attached procedure was considered by the CoG Governance Committee on the 21 August 2020. The Committee requested the Trust obtain legal advice regarding whether the Trust Board of Directors or NHS England / Improvement had any override if the Council of Governors rejected a significant transaction. Legal advice was received from the Trust legal advisors (Hempsons) and it was confirmed that there is no override or appeal following a rejection of the Trust entering a significant transaction and the Trust cannot legally enter a significant transaction without Council approval. The legal advice did state that there was a theoretical risk of a judicial review / enforcement action from an external organisation if the significant transaction was unreasonably rejected, but this had never happened.</p> <p>The CoG Governance Committee agreed to make a recommendation to the Council of Governors to approve the procedure subject to legal advice. No further changes were made to the procedure following the receipt of the legal advice and therefore the Council of Governors is asked to approve the procedure.</p> |

| 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 | ✓ |

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 | | |
|-----|----------------------|--|--|

Supporting Documents and/or Further Reading

| |
|-------------------------------------------------|
| Appendix 1 - Significant Transactions Procedure |
|-------------------------------------------------|

Lead

| |
|---------------------------------------------------------------------------------|
| Marianne Evans, Staff Governor Chair of the CoG Governance Committee |
|---------------------------------------------------------------------------------|

ESSEX PARTNERSHIP UNIVERSITY NHS FT Council of Governors

Significant Transactions Procedure

| | |
|------------------------------------------|---------------------------------|
| VERSION NUMBER | 001 |
| KEY CHANGES FROM PREVIOUS VERSION | n/a |
| AUTHOR | Trust Secretary |
| CONSULTATION GROUPS | CoG Governance Committee |
| IMPLEMENTATION DATE | September 2020 |
| AMENDMENT DATE(S) | |
| LAST REVIEW DATE | September 2020 |
| NEXT REVIEW DATE | September 2023 |
| APPROVAL BY COUNCIL OF GOVERNORS | |

SUMMARY

This document sets out the process for the Council of Governors in relation to the approval of identification and approval of proposed significant transactions.

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

**Council of Governors
Significant Transactions Procedure**

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| 3.0 | PROCESS FOR IDENTIFYING A SIGNIFICANT TRANSACTION | 4 |
| 4.0 | PROCESS FOR APPROVING A SIGNIFICANT TRANSACTION | 5 |

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

Council of Governors Significant Transactions

1.0 INTRODUCTION

- 1.1 The Trust Constitution provides that the Trust may only enter into a significant transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transactions. (49.2)
- 1.2 The Standing Orders For The Council Of Governors provides that one of the Council of Governors roles and responsibilities is to approve entering into any significant transaction as defined by Annex 9 of the Trust Constitution.

2.0 DEFINITION OF A SIGNIFICANT TRANSACTION

- 2.1 The Trust Constitution (Annex 9) defines a Significant Transaction as a “transaction” that meets any one of the following tests:
- the assets which are the subject of the transaction exceed 25% of the total fixed assets of the Trust (Asset Test); or
 - the income of the Trust will increase or decrease by more than 25% following the completion of the relevant transaction (Income Test); or
 - the gross capital of the company or business being acquired or divested represents more than 25% of the total capital of the trust following completion (where “gross capital” is the market value of the relevant company or business’s shares and debt securities plus the excess of current liabilities over current assets, and the Trust’s capital is determined by reference to its balance sheet) (Gross Capital Test); or
 - the Asset Test, the Income Test and the Gross Capital Test are not satisfied but the transaction, in the reasonable opinion of the Board of Directors:
 - would impact on the manner in which health services are delivered by the Trust and/or the range of health services the Trust delivers; or
 - exceeds a total value of £10,000,000 (£10 million) and has an overall risk rating which in the reasonable opinion of the Board of Directors is considered to be significant. The Board of Directors will assess the significance of the overall risk of the transaction against the applicable Trust’s own risk management framework in force at the time the risk assessment is conducted by the Board of Directors
- 2.2 The Trust Constitution (Annex 9) provides the following definitions:
- “Transaction” means any agreement (including an amendment to an agreement) entered into by the Trust in respect of a merger, demerger, joint venture, divestment, or any other arrangement for the acquisition, disposal or delivery of health services, but, for the avoidance of doubt, it does not include:
 - an agreement entered into or changes to the health services carried out by the Trust following a reconfiguration of the health services led by the commissioners of such health services; or
 - a grant of public dividend capital or the entering into a working capital facility or other loan, which does not involve the acquisition or disposal of any fixed asset of the trust
 - “merger” means a transaction that involves one organisation acquiring the assets and liabilities of another, either wholly or in part;
 - “demerger” means a transaction that involves the disaggregation of a single corporate body into two or more new corporate bodies;

- “joint venture” means a transaction involving an agreement between two or more parties to undertake economic activity together. This may take the form of a contractual joint venture or the parties may set up a corporate body; and
- “divestment” means a transaction that involves the disposal, in whole or in part, of an organisation’s business, services or assets and liabilities where the Board of Directors has made a decision to do so.

2.3 A transaction is not a Significant Transaction if it is:

- transaction which is a statutory merger, acquisition, separation or dissolution under sections 56, 56A, 56B or 57A of the National Health Service Act 2006; or
- a transaction in the ordinary course of current business from time to time (including the expiry, termination, renewal, extension of, or the entering into an agreement in respect of the health services carried out by the Trust)
- a transaction that involves the disposal, in whole or in part, of an organisation’s business services or assets and liabilities where the Board of Directors has not made a decision and therefore is outside Trust control.

3.0 PROCESS FOR IDENTIFYING A SIGNIFICANT TRANSACTION

- 3.1 The Trust Finance Department and Business Development Team will identify any potential significant transactions based on any tendering processes.
- 3.2 The Finance Department will review the significant transaction to determine if the annual value of the potential transaction would be more than £10 million.
- 3.3 If the potential transaction is determined not to exceed the annual value of more than £10 million, the potential transaction is considered to not be significant and the process would follow the normal internal approval process for such transactions.
- 3.4 If the potential transaction is determined to exceed the annual value of more than £10 million the Finance Department will review to determine if the transaction would be more than 25% of Trust annual income.
- 3.5 If the potential transaction is determined to be more than 25% of the Trust annual income, it is considered a significant transaction and would follow the approval process as set-out in Section 4.0.
- 3.6 If the potential transaction is not determined to be more than 25% of the Trust annual income, a quality and risk assessment decision matrix will be completed to confirm if the transaction is significant.
- 3.7 The Trust will have a Significant Transaction Group which will consist of pre-selected Governors that will meet as required when a potential significant transaction is identified. It is important that this group is established as soon as possible once a potential significant transaction is identified so it can be quickly established if there are any concerns which may prevent the Council of Governors approving the transaction.
- 3.8 A Risk Panel will be established as a sub-committee of the Finance and Performance Committee, which will include members of the Significant Transaction Group.
- 3.9 The Risk Panel will scrutinise the Quality and Risk Decision Making Matrix to consider the decision as to whether the potential transaction is significant.
- 3.10 If the Risk Panel determines that the potential transaction is not significant, this would follow the normal internal approval process for such transactions.

- 3.11 If the Risk Panel determines that the potential transaction is a significant transaction it would follow the approval process as set-out in Section 4.0.
- 3.12 If the Risk Panel determines that the Quality and Risk Assessment Decision Making tool has not been sufficiently completed or do not agree with the outcome, the tool will be referred back for review and re-consideration.

4.0 PROCESS FOR APPROVING A SIGNIFICANT TRANSACTION

- 4.1 If the Risk Panel has determined that the potential transaction is a Significant Transaction, a detailed investment proposal will be developed.
- 4.2 The group will be as a consultation group as part of the process and to make a recommendation to the Council of Governors once the investment proposal has been developed.
- 4.3. The final investment proposal will be shared with the Significant Transaction Group for final consultation prior to submitting to the Council of Governors.
- 4.4 The investment proposal will also be approved by the Trust Board of Directors
- 4.5 The final investment proposal will be presented to the Council of Governors for consideration and approval of over half of the Council present during a meeting that is quorate.
- 4.6. The Council of Governors may reject the investment proposal on the following grounds:
- The Trust has not followed the correct procedure in developing the investment proposal.
- 4.7. If the Council of Governors does not approve the investment proposal the Trust Secretary will record the rationale in the minutes for the Committee.
- 4.8. The Trust Secretary will report the rationale to the Board of Directors and the resolution process will be followed as provided in Section 6.0 of The Council of Governors Procedure for Engagement with the Board of Directors.

END

| | | | | | | | |
|---------------------------------------------|--|--------------------------------------------------------------------------|---|--------------------------------------------------|--|----------------|--|
| <p align="center">SUMMARY REPORT</p> | | <p align="center">COUNCIL OF GOVERNORS PART 1</p> | | <p align="center">Agenda Item: 6(d)ii</p> | | | |
| | | | | <p align="center">23 September 2020</p> | | | |
| Report Title: | | Appointment of the External Auditor | | | | | |
| Report Lead: | | Marianne Evans, Staff Governor, Chair of the CoG Governance Committee | | | | | |
| Report Author(s): | | Chris Jennings, Assistant Trust Secretary | | | | | |
| Report discussed previously at: | | CoG Governance Committee 21 August 2020 | | | | | |
| Level of Assurance: | | Level 1 | ✓ | Level 2 | | Level 3 | |

| Purpose of the Report | | |
|-------------------------------------------------------------------------------------------------------------------------|--------------------|---|
| This report provides a procedure for the appointment, re-appointment and removal of the External Auditor for the Trust. | Approval | ✓ |
| | Discussion | |
| | Information | |

| Recommendations/Action Required |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The Council of Governors Committee is asked to:</p> <ol style="list-style-type: none"> 1 Note the contents of this report. 2 Approve the Appointment of the External Auditor procedure |

| Summary of Key Issues |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The Trust Constitution provides that the Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors (4.2.2). The Standing Orders For The Council Of Governors provide for the Council to take the lead in agreeing with the Audit Committee the criteria for appointing, re-appointing and removing the external auditors (10.1).</p> <p>The procedure attached to this report was developed to provide the process for the appointment, re-appointment and removal of the External Auditor for the Trust. The procedure was presented to the CoG Governance Committee in January 2020, but was deferred due to pressures on the agenda.</p> <p>The procedure was subsequently circulated to Committee members and any comments received were incorporated into a revised procedure considered by the Governance Committee on the 21 August 2020. The CoG Governance Committee agreed to recommend the procedure to the Council of Governors for approval. The procedure has been attached to this report as Appendix 1.</p> |

| 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 | ✓ |

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 | |
|-----|----------------------|--|

Supporting Documents and/or Further Reading

| |
|----------------------------------------------------------|
| Appendix 1 - Appointment of the External Audit Procedure |
|----------------------------------------------------------|

Lead

| |
|---------------------------------------------------------------------------------|
| Marianne Evans, Staff Governor Chair of the CoG Governance Committee |
|---------------------------------------------------------------------------------|

ESSEX PARTNERSHIP UNIVERSITY NHS FT**Appointment of the External Auditors
Procedure**

| | |
|------------------------------------------|---------------------------------|
| VERSION NUMBER | 001 |
| KEY CHANGES FROM PREVIOUS VERSION | n/a |
| AUTHOR | Trust Secretary |
| CONSULTATION GROUPS | CoG Governance Committee |
| IMPLEMENTATION DATE | September 2020 |
| AMENDMENT DATE(S) | |
| LAST REVIEW DATE | September 2020 |
| NEXT REVIEW DATE | September 2023 |
| APPROVAL BY COUNCIL OF GOVERNORS | |

SUMMARY

This procedure provides the process for the appointment of an External Auditor for the Trust that requires approval by the Council of Governors.

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

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ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

**Council of Governors
Appointment of the External Auditors
Procedure**

1.0 INTRODUCTION

- 1.1 The Standing Orders For The Council Of Governors (10.1) provide for the Council to take the lead in agreeing with the Audit Committee the criteria for appointing, re-appointing and removing external auditors.
- 1.2 The Standing Orders provide that the Council will need to have the skills and knowledge to choose the right external auditor and monitor their performance, but should be supported by the Trust Audit Committee which will provide information to the Governors on the external auditor's performance.
- 1.3 The Trust Standard Financial Instructions (2.1.4) provide that the Audit Committee shall make a recommendation to the Council of Governors with respect of the appointment and re-appointment of the external auditors.
- 1.4 The Trust Constitution (4.2.2) states that "The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors

2.0 APPOINTING THE EXTERNAL AUDITOR

2.1 Appointing the External Auditor for the Trust

- 2.1.1 The External Auditor will be appointed by the Trust for a period of 12 months, with an option to re-appoint each year up to 5 years. Every 5 years, the Trust will undertake a process to appoint an External Auditor to for the Trust.
- 2.1.2 A Task and Finish Group will be established (coordinated by the Audit Committee) and will include representatives from the Council of Governors, Audit Committee and any other representative to provide advice and support.
- 2.1.3 The Audit Committee will develop a guide to outline the role of the External Auditor appointment process, including Governor involvement in the Task and Finish Group and Evaluation Panel.
- 2.1.4 The Trust Secretary's Office will request Governors to volunteer for the Evaluation Panel, with priority given to Governors that have previously been involved in a panel or have skills, experiences and / or a particular interest in the area.
- 2.1.5 The Task and Finish Group will agree the criteria for selecting the External Auditor and the timescale for the selection process. This will include agreeing who will be involved in the evaluation process, including Governors.
- 2.1.6 The Finance Department and Contracts Department will develop the relevant tender documentation based on the criteria agreed by the Task and Finish Group.
- 2.1.7 The Contracts Department will commence the tender process, with organisations being asked to express an interest in the contract and submit tender documentation by a deadline set by the Contracts Department.

- 2.1.8 The Finance Department will receive a copy of the completed tender returns for initial shortlisting. The initial shortlisting will be completed if a high number of returns are received. The shortlisting will be undertaken as a sense check of tenders received and will include the Chair of the Audit Committee and the Chief Finance Officer.
- 2.1.9 An Evaluation panel will be convened for the purpose of assessing the tender returns. The membership of the Evaluation Panel will be determined by the recommendation made by the Task and Finish Group (Section 2.1.3)
- 2.1.10 Prior to the Evaluation Panel Meeting, copies of the tender documentation and scoring metrics will be circulated to panel members for review and initial scoring.
- 2.1.11 The Finance Department will invite the shortlisted companies to attend the Evaluation Panel Meeting to present their tender return.
- 2.1.12 The Evaluation Panel will review the initial scoring based on discussions at the panel and the presentations by the shortlisted companies. The final scores will be amalgamated to create an overall summary of scores for each shortlisted company.
- 2.1.13 The Evaluation Panel will finalise the overall summary of scores and identify the preferred bidder to recommend to the Audit Committee.
- 2.1.14 The summary of scores and recommended preferred bidder will be presented to the Audit Committee to review and make a final recommendation to the Council of Governors for the appointment of the External Auditor.
- 2.1.15 A paper will be prepared by the Audit Committee summarising the appointing process and the recommendation made by the Audit Committee. The Chair of the Audit Committee will present the paper to the Council of Governors to seek approval.
- 2.1.16 The Council of Governors will consider and approve the preferred bidder recommended by the Audit Committee. The Contract Department will take forward the necessary contract arrangements for the appointment of the External Auditor with the contract commencing from October of that year.
- 2.1.17 The Council of Governors may not approve the appointment of the External Auditor based on the Audit Committee's recommendation due to the following:
- The Trust has not followed the correct procedure when recommending the appointment of the External Auditor.
 - The recommended preferred bidder does not meet the criteria established by the initial Task and Finish Group.
- 2.1.18 If the Council of Governors do not approve the appointment of the recommended External Auditor, Trust Secretary will ask the Council to provide the rationale for the decision, which will be recorded in the minutes.
- 2.1.19 The Trust Secretary will report the rationale to the Board of Directors and the resolution process will be followed as provided in Section 6.0 of The Council of Governors Procedure for Engagement with the Board of Directors.
- 2.2.20 If a resolution cannot be reached and the Council of Governors do not approve the appointment of the recommended External Auditor, the Task and Finish Group must be re-established (2.1.2) and the process for appointing an External Auditor be repeated until an agreement can be reached. This may require extending the contract of the existing External Auditor.

2.1.20 The Board of Directors should include in the annual report a statement from the Audit Committee explaining the recommendation and include the reasons why the Council has taken a different position.

2.2 Monitoring Performance

2.2.1 The Chair of the Audit Committee will meet with the External Auditors prior to each Audit Committee to discuss the contract and review work performance.

2.2.2 The Chair of the Audit Committee will report any performance related issues with the External Auditor to the Audit Committee on an exception basis.

2.2.3 The Chair of the Audit Committee will report any performance related issues with the External Auditor to the Council of Governors on an exception basis.

2.3 Re-Appointment of the External Auditor for the Trust

2.3.1 The External Auditor will undertake an annual work plan which will be completed by May of the following year.

2.3.1 Following the completion of the annual work plan, the Finance Department will commence a review of the work undertaken by the External Auditors over the previous year. The review will include the timeliness of reporting, attendance at meetings and the quality & value of the work completed. The Finance Department will also undertake a comparison of the fees charged by the External Auditor with other organisations.

2.3.2 The results of this review will be discussed by the Audit Committee. The Audit Committee will agree a recommendation to appoint the External Audit for a further 12 months.

2.3.3 The Chair of the Audit Committee will present a paper to the Council of Governors setting-out the outcome of the review and the recommendation to re-appoint the External Auditor for a further 12 months.

2.3.4 The Council of Governors will consider and approve the re-appointment recommended by the Audit Committee. The Contract Department will take forward the necessary contract arrangements for the re-appointment of the External Auditor with the contract commencing from October of that year.

2.3.5 The Council of Governors may not approve the appointment of the External Auditor based on the Audit Committee's recommendation due to the following:

- The Trust has not followed the correct procedure when recommending the re-appointment of the External Auditor.
- The recommended preferred bidder does not meet the criteria established as part of the review.

2.3.6 If the Council of Governors do not approve the re-appointment of the External Auditor the process set-out in Section 2.1.18 – 2.1.21 will be followed.

2.4 Removal of the External Auditor

2.4.1 The Chair of the Audit Committee will identify any performance related issues with the External Auditor and report this to the Audit Committee on an exception basis.

2.4.2 The Audit Committee will review any performance related issues and agree a process for the formal monitoring of the performance of the External Auditor. This process will include the involvement of the Contracts Department and the External Auditor.

- 2.4.3 The performance of the External Auditor will be monitored following the agreed process until such a time where it is agreed the performance issues have been managed.
- 2.4.4 The Chair of the Audit Committee will ensure the Council of Governors is updated throughout this process.
- 2.4.5 If following the performance monitoring, it is noted that the performance of the External Auditor has not improved the Audit Committee will review and make a recommendation to potentially remove the External Auditor. This will be based on the performance issues and the period of the work plan to ensure the Trust is not adversely affected by the removal of the External Auditor.
- 2.4.6 The recommendation to remove the External Auditor will be presented to the Council of Governors to approve the removal.
- 2.4.7. The Council of Governors will consider and approve the removal of the External Auditor following the recommendation by the Audit Committee. The Contracts Department will take forward the process for terminating the contract of the External Auditor.
- 2.4.8. The Council of Governors may not approve the removal of the External Auditor based on the Audit Committee's recommendation due to the following:
- The Trust has not followed the correct procedure when recommending the removal of the External Auditor.
- 2.4.9 If the Council of Governors does not approve the removal of the External Auditor the process set-out in Section 2.1.18 – 2.1.21 will be followed.
- 2.4.10. Following the removal of the External Auditor, the Trust will begin the process for appointing a new External Auditor under Section 2.1.

END

| | | |
|----------------------------------------|-------------------------------------------------------------------------|--------------------------|
| SUMMARY REPORT | COUNCIL OF GOVERNORS PART 1 | 23 September 2020 |
| Report Title: | Monitoring Governor Attendance Procedure | |
| Report Lead: | Marianne Evans, Staff Governor Chair of the CoG Governance Committee | |
| Report Author(s): | Chris Jennings, Assistant Trust Secretary | |
| Report discussed previously at: | CoG Governance Committee 21 August 2020 | |
| Level of Assurance: | Level 1 | Level 2 |
| | ✓ | |
| | | Level 3 |

| | | |
|-----------------------------------------------------------------------------------------------|--------------------|---|
| Purpose of the Report | | |
| This report provides a procedure for the Council of Governors Monitoring Governor Attendance. | Approval | ✓ |
| | Discussion | |
| | Information | |

| |
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| Recommendations/Action Required |
| The Council of Governors Committee is asked to: <ol style="list-style-type: none"> 1 Note the contents of this report. 2 Approve the Monitoring of Governors Attendance Procedure. |

| |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Summary of Key Issues |
| <p>The Constitution states under Annex 6 (Section 5.1.2) that a person holding office as a Governor will cease to do so if they consistently and unjustifiably fail to attend the meetings of the Council of Governors in line with the Governors attendance policy as agreed by the Council of Governors.</p> <p>The review of the Trust Constitution in January 2020 queried whether the number of meetings missed could be included in the Constitution before a person ceases to hold office. Legal advice confirmed that the Constitution should not be amended to include this detail, but instead a procedure developed to detail the number of meetings that would need to be missed to trigger removal and the process that would be followed.</p> <p>The Council of Governors has an existing procedure regarding the monitoring of attendance and this has been reviewed to clarify the stages that would be followed if a Governor fails to attend meetings of the Council of Governors, including the number of meetings that would trigger the procedure.</p> <p>It had been requested that Governors attending other meetings / events should be taken into consideration when determining whether a Governor should cease to hold office through missing Council meetings and this has been included in the procedure.</p> <p>The CoG Governance Committee considered the procedure, requested minor amendments and agreed to recommend to the Council of Governors for approval. The procedure is attached to this report as Appendix 1.</p> |

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|------------------------------------------------------------------|---|
| 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 | ✓ |

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

| | | |
|-----|----------------------|--|
| CoG | Council of Governors | |
|-----|----------------------|--|

Supporting Documents and/or Further Reading

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|---------------------------------------------------------|
| Appendix 1: Monitoring of Governor Attendance Procedure |
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Lead

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|---------------------------------------------------------------------------------|
| Marianne Evans, Staff Governor Chair of the CoG Governance Committee |
|---------------------------------------------------------------------------------|

ESSEX PARTNERSHIP UNIVERSITY NHS FT Council of Governors

Governor Meeting Attendance Monitoring Procedure

| | |
|------------------------------------------|--------------------------|
| VERSION NUMBER | 002 |
| KEY CHANGES FROM PREVIOUS VERSION | n/a |
| AUTHOR | Trust Secretary |
| CONSULTATION GROUPS | CoG Governance Committee |
| IMPLEMENTATION DATE | November 2017 |
| AMENDMENT DATE(S) | - |
| LAST REVIEW DATE | - |
| NEXT REVIEW DATE | September 2020 |
| APPROVAL BY COUNCIL OF GOVERNORS | November 2017 |

SUMMARY

This procedure provides a process for monitoring the attendance of Governors at Council of Governor meetings and the process to be followed should a Governor consistently fail to attend these meetings.

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

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| 3.0 | NON-ATTENDANCE PROCEDURE | 4 |
| 4.0 | REMOVAL OF A GOVERNOR FROM OFFICE | 6 |

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

**Council of Governors
Governor Meeting Attendance Monitoring Procedure**

1.0 INTRODUCTION

- 1.1. Section A.5.1 of *The NHS Foundation Trust Code of Governance (July 2014)* states “the Council of Governors should meet sufficiently regularly to discharge its duties. Typically the Council would be expected to meet as a full Council at least four times a year. Governors should, where practicable, make every effort to attend the meetings of the Council of Governors. The Trust should take appropriate steps to facilitate attendance.”
- 1.2. Governors’ attendance at meetings are required to be reported in the Trust Annual Report and are also included in candidates nomination statements for those Governors seeking re-election.
- 1.3 Annex 6 of the Trust Constitution Section 5.1.2 states that a person holding office as a Governor shall cease to do so if “he consistently and unjustifiably fails to attend the meetings of the Council of Governors in line with the Governor Attendance policy as agreed by the Council of Governors.
- 1.4 Section 4.4 of the *Code of Conduct for the Council of Governors* reinforces the Constitution by stating “Governors have a responsibility to attend Council of Governors’ meetings. When this is not possible, apologies should be submitted to the Trust Secretary Office in advance of the meeting. In accordance with the constitution (para 5 Termination of Office and Removal of Governors), persistent absence from Council of Governor meetings without good reason established to the satisfaction of the Council may be grounds for removal from the role of Governor in line with the Governor Meeting Attendance Monitoring procedure” (4.4.1)
- 1.5 This procedure constitutes the Governor meeting Attendance Monitoring policy / procedure referenced in the Trust Constitution and Code of Conduct. This procedure sets-out the process to be followed for the monitoring of Governor Attendance at Council meetings and action to be taken for non-attendance.
- 1.6 The Council of Governors Governance Committee will be responsible for monitoring the attendance of Governors at Council of Governor meetings, however, the responsibility for taking action for continued non-attendance is with the Chair of the Trust and Trust Secretary.

2.0 RECORDING OF ATTENDANCE

- 2.1 The Trust Secretary’s Office will be responsible for recording attendance at all Council of Governors meetings. This will be in the format of an excel spreadsheet and will be presented to all CoG Governance Committee and Council of Governors Committee meetings.

- 2.2 Governors should inform the Trust Secretary's Office as soon as possible prior to the Council of Governors meeting taking place. Governors should include a reason for non-attendance as part of this notification.
- 2.3 Governors who attend a meeting in person or virtually will be marked as attending and listed as "present" in the meeting minutes. If a Governor joins the meeting virtually, they must be able to interact with the meeting (i.e. hear and speak) to be considered to have attended the meeting.
- 2.4 Governors who do not attend the meeting and have informed the Trust Secretary's Office in advance of non-attendance will be listed as having provided apologies. Governors who do not inform the Trust Secretary's Office in advance will not be included on the meeting minutes and will be recorded as non-attendance without apologies in the monitoring database.
- 2.5 In exceptional circumstances, such as long-term illness or personal circumstances, the Trust Secretary's Office may record a Governor as apologies without them notifying the Trust Secretary's Office prior to the meeting, provided the Trust Secretary's Office has previously been made aware of the circumstances.
- 2.6 If a Governor is unable to attend future Council meetings due to ill health or other personal circumstances they must inform the Trust Secretary's Office as soon as possible. The Trust Secretary's Office will then agree a period of absence (sabbatical) if it is appropriate and communicate this to the Chair and Lead Governor. This should be recorded at future meetings as an agreed absence.
- 2.7 If Governors leave the meeting whilst it is still taking place, they must inform the Chair of the meeting. This will be recorded in the minutes after the item where the individual left the meeting.
- 2.8 During virtual meetings, if a Governor accidentally leaves the meeting and is unable to return, they must contact the Trust Secretary's Office immediately to assist in reconnecting or to note that the person has left the meeting. This is important for quoracy to ensure any decisions made by the Council have the sufficient number of Governors present at that time.
- 2.9 The Trust Secretary's Office will review attendance after each Council of Governors Meeting and identify any Governors that have not attended two consecutive meetings and begin the attendance process as provided in section 3.
- 2.10 This will not include Extra-Ordinary meetings where the Governor has responded to the item for discussion.

3.0 NON-ATTENDANCE PROCEDURE

- 3.1 Following each meeting of the Council of Governors, the Trust Secretary's Office will provide details of any Governors that have not attended two consecutive Council of Governors meetings to the Lead Governor for consideration. This will include the reasons given for non-attendance and any exceptional circumstances recorded.

- 3.2. An update will be provided to the Council of Governors Governance Committee of the action taken by the Trust Secretary's Office and Lead Governor to ensure there is no delay in the Governor being contacted where a Governance Meeting may not be imminent.
- 3.3 The Lead Governor will review the information provided by the Trust Secretary's Office and identify any non-attendance which requires follow-up as part of this procedure. The Lead Governor should take into consideration other Trust events attended by the Governor alongside the reasons given for non-attendance. The individual Governors identified will proceed to Stage One of the non-attendance procedure.

Stage One: Informal

- 3.4 The Lead Governor will contact the individual Governor and request further details of the reasons for non-attendance or to offer support for the Governor to attend future meetings.
- 3.5 The Lead Governor should try to provide any initial support to the individual if requested. Where the Lead Governor is unable to provide the support (i.e. equipment, expenses etc.) this should be referred to the Trust Secretary's Office for consideration.
- 3.6 The Trust Secretary's Office should ensure as much support is provided to the Governor to assist them in attending future meetings. Where support is not possible or unreasonable, this should be reported to the Lead Governor to continue discussions with the Governor.
- 3.7 If the Governor should fail to respond to the Lead Governor within two weeks of the sending of the email and / or fail to attend a subsequent meeting of the Council of Governors, the individual will progress to Stage Two of this procedure.
- 3.8 The reasons provided by the Governor should be reported to the next Council of Governors Governance Committee to consider whether the reasons provided are sufficient.

Stage Two: Formal

- 3.9 The Trust Secretary will send a formal letter / email to the Governor requesting further explanation of absence and explanation of future intentions.
- 3.10 The letter should include details of any support offered and / or provided to support the Governor to attend Council Meetings.
- 3.11 The letter should include details of the Governor statutory duty and inform them that continued non-attendance will result in the Governor being removed from office.
- 3.12 If the Governor fails to respond to the letter, fails to provide sufficient explanation and / or does not attend a further meeting of the Council of Governors, the process will move to Stage Three.

Stage Three: Removal of the Governor

- 3.13 If a Governor reaches this stage of the process, it would mean that they have failed to attend four meetings of the Council of Governors which will constitute a full year of non-attendance.
- 3.14 The Chair will write a formal letter to the Governor informing them that they have failed to meet their statutory duty to attend Council of Governors meetings. The letter should include reference to any previous correspondence and any support provided and / or offered. The letter will ask the Governor to stand-down.
- 3.15 If the Governor does not stand down voluntarily, the formal removal of a Governor procedure will commence. This will be 10 working days after the formal letter has been sent.
- 3.16 The action to be taken to remove the Governor from office should be detailed in this letter.

4.0 REMOVAL OF A GOVERNOR FROM OFFICE

- 4.1 The Council of Governors Governance Committee shall act as the Committee of the Council of Governors to consider and make a recommendation to the Council of Governors as to whether there are grounds to remove a Governor from office.
- 4.2 The Council of Governors Governance Committee will be informed at all stages of the attendance monitoring procedure.
- 4.3. If a Governor reaches Stage Three of this procedure and has not agreed to voluntarily stand-down, the Trust Secretary's Office will provide the Governance Committee with a report for the Governance Committee to consider removal of the Governor from office.
- 4.4. The report presented to the Governance Committee shall include:
- Details of the Governor, including remaining Term of Office.
 - Details of the reasons the Governor has reached Stage Three of the attendance procedure.
 - Details of any action taken and / or support offered / provided by the Trust Secretary's Office and / or the Lead Governor.
 - Details of any additional meetings or events the Governor has attended in the previous 12 months.
- 4.5. The Governance Committee will review the information provided and agree whether to recommend to the Council of Governors that the Governor is removed from office.
- 4.6. If the Governance Committee agrees to recommend to the Council of Governors that the Governor is removed from office, this will be presented to the Council of Governors at the next Council of Governors meeting. The Governor shall be removed from the Council of Governors by a resolution approved by the majority of the remaining Governors present and voting.
- 4.7. If the Governance Committee does not agree to the removal of the Governor, the Committee must provide clear reasons and agree further action to be taken to ensure the Governor attends future Council of Governor meetings. The recommendation not to remove the Governor from office will be presented at the next Council of Governors meeting.

- 4.8. If the Governor fails to attend the next Council of Governors meeting after the Governance Committee has agreed not to remove the Governor, a further report will be provided to the Governance Committee with a strong recommendation for the removal of the Governor.
- 4.9. If the Council of Governors agrees to remove the Governor from office, the process set-out in Appendix 3 of the Code of Conduct procedure will be followed.

END

| | | | | | |
|----------------------------------------|--------------------------------------------------------------------------|----------------------------|----------------|--|----------------|
| | | Agenda Item: 6(d)iv | | | |
| SUMMARY REPORT | COUNCIL OF GOVERNORS PART 1 | 23 September 2020 | | | |
| Report Title: | Engagement with the Board of Directors Policy & Procedure | | | | |
| Report Lead: | Marianne Evans, Staff Governor, Chair of the CoG Governance Committee | | | | |
| Report Author(s): | Chris Jennings, Assistant Trust Secretary | | | | |
| Report discussed previously at: | CoG Governance Committee 21 August 2020 | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 |

| Purpose of the Report | | |
|------------------------------------------------------------------------------------------------------------------|--------------------|---|
| This report provides a policy and procedure for the Council of Governors engagement with the Board of Directors. | Approval | ✓ |
| | Discussion | |
| | Information | |

| Recommendations/Action Required |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The Council of Governors Committee is asked to:</p> <ol style="list-style-type: none"> 1 Note the contents of this report. 2 Approve the Engagement with the Board of Directors Policy & Procedure for presentation to the Board of Directors. |

| Summary of Key Issues |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The Council of Governors Engagement with the Board of Directors policy and procedure outlines the mechanisms by which Governors and Directors will interact and communicate with each other to support their role in holding the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors. The policy and procedure also describes the methods by which Governors may engage with the Board when they have concerns about the performance of the Board of Directors, compliance with the Trust's provider licence, or the welfare of the Trust.</p> <p>The procedure was originally developed following the compliance review against the (Monitor) Code of Governance. The original document has now been reviewed and amended, including adding an additional section following the development of other procedures for the Council of Governors. The amended policy and procedure is attached to this report as Appendix 1.</p> <p>The CoG Governance Committee considered the policy and procedure on the 21 August 2020 and agreed to make a recommendation to the Council of Governors for approval. If approved, the policy and procedure will be presented to the Board of Directors for approval.</p> |

| 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 | ✓ |

| 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 | | |

| Supporting Documents and/or Further Reading |
|-----------------------------------------------------------------------|
| Appendix 1: Engagement with the Board of Directors Policy & Procedure |

| Lead |
|---------------------------------------------------------------------------------|
| Marianne Evans, Staff Governor Chair of the CoG Governance Committee |

THE COUNCIL OF GOVERNORS POLICY FOR ENGAGEMENT WITH THE BOARD OF DIRECTORS

| | |
|------------------------------------------|----------------------------------------------------------------------------------------------|
| POLICY REFERENCE NUMBER: | CP56 |
| VERSION NUMBER: | 001 |
| REPLACES SEPT DOCUMENT | CP56 |
| REPLACES NEP DOCUMENT | n/a |
| KEY CHANGES FROM PREVIOUS VERSION | n/a |
| AUTHOR: | Trust Secretary |
| CONSULTATION GROUPS: | Council of Governors Governance Committee, Council of Governors, Board of Directors |
| IMPLEMENTATION DATE: | |
| AMENDMENT DATE(S): | n/a |
| LAST REVIEW DATE: | n/a |
| NEXT REVIEW DATE: | |
| APPROVAL BY COUNCIL OF GOVERNORS | |
| APPROVAL BY BOARD OF DIRECTORS | September 2020 |
| COPYRIGHT | EPUT |

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|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| POLICY SUMMARY |
| This Policy and associated Procedure outlines the mechanisms by which Governors and Directors will interact and communicate with each other to support their role in holding the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors and describes the methods by which Governors may engage with the Board when they have concerns about the performance of the Board of Directors, compliance with the Trust's provider licence, or the welfare of the Trust. |
| The Trust monitors the implementation of and compliance with this Policy in the following ways: |
| This Policy will be subject to a three year review and implementation will be monitored by the Trust Secretary. |

| Services | Applicable | Comments |
|-------------|------------|----------|
| Trustwide | ✓ | |
| Essex MH&LD | | |
| CHS | | |

The Director responsible for monitoring and reviewing this Policy is
~~Executive Director of Corporate Governance~~ the Chief Executive Officer

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

COUNCIL OF GOVERNORS POLICY FOR ENGAGEMENT
WITH THE BOARD OF DIRECTORS

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- 2.0 [DEFINITIONS](#)
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- 4.0 [SCOPE](#)
- 5.0 [MONITORING & REVIEW](#)
- 6.0 [REFERENCES](#)

CP56 CoG Policy for Engagement with the BoD

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

COUNCIL OF GOVERNORS POLICY & PROCEDURE FOR ENGAGEMENT WITH THE BOARD OF DIRECTORS

Assurance Statement

The purpose of this Policy and associated Procedure is to ensure a process is in place for engagement between the Council of Governors and the Board of Directors as well as when the Council of Governors need to engage with the Board of Directors for those circumstances when they have concerns about the performance of the Board of Directors, compliance with the Trust's provider licence or the welfare of the Trust in line with the requirement A.5.6 of [\(Monitor's\) NHSE/I NHS Foundation Trust Code of Governance](#) (July 2014).

1.0 INTRODUCTION

- 1.1. This Policy has been developed by the Council of Governors to take account of the recommendations in [\(Monitor's\) NHSE/I NHS Foundation Trust Code of Governance](#) (July 2014) provision A.5.6 to address engagement between the Council of Governors (Council) and the Board of Directors (Board)
- 1.2. The principles in this Policy may also be applied to engagement between the Council and committees and working groups of the Council and the Board
- 1.3. The Council of Governors (Council) is responsible for representing the interests of Trust members as a whole and the interests of the public
- 1.4. The Council is required to hold the Non-Executive Directors (NEDs) individually and collectively to account for the performance of the Board. This includes ensuring the Board does not act in a way which results in the Trust breaching the terms of its provider licence
- 1.5. Governors are required to act in the best interests of the Trust and should adhere to its values and the Code of Conduct for the Council of Governors
- 1.6. Governors are required to discuss and agree with the Board how they will undertake these duties and any other additional roles, giving due consideration to the circumstances of the Trust, the needs of the local community and emerging best practice. It is envisaged that the process used to exercise their responsibility will be one of mutual agreement between the Council and the Board
- 1.7. This Policy and associated Procedure outlines the mechanisms by which the Council and the Board will interact and communicate with each other to support ongoing interaction and engagement, ensure compliance with the regulatory framework and specifically provide for those circumstances where the Council has concerns about:
 - 1.7.1. the performance of the Board of Directors
 - 1.7.2. compliance with the Trust's provider licence

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1.7.3. other matters related to the overall wellbeing of the Trust

1.8. The resolution of disputes between the Council and the Board is also covered in SO 9 of the Council's Standing Orders and SO 14.4 of the Board's Standing Orders

1.9. The relationship between the Council and the Board is also covered under SO 10 of the Council's Standing Orders and SO 15 of the Board's Standing Orders.

~~1.9.~~1.10. All new and / or revised Council of Governor procedures will include a section detailing action to be taken where the Council disagrees with a recommendation made by the Board in any decisions requiring Council approval.

2.0 DEFINITIONS

In this Policy the following definitions apply:

2.1 **Board of Directors (Board):** means the Board of Directors as constituted in accordance with the Trust's Constitution

2.2 **Chair:** means the person appointed in accordance with the Constitution to that position. The expression 'Chair' shall be deemed to include the Vice-Chair / Acting Chair if the Chair is absent from a meeting or otherwise unavailable

2.3 **Chief Executive (CEO):** means the CEO appointed in accordance with the Constitution

2.4 **Constitution:** means the Constitution of the Trust

2.5 **Council of Governors (Council):** means the Council of Governors as constituted in accordance with the Constitution

2.6 **Director:** means a person appointed as a Director (whether an Executive Director or a Non-Executive Director) in accordance with the Constitution

2.7 **Governor:** means a member of the Council of Governors

2.8 **Independent Regulator:** is the regulator of Foundation Trusts trading as NHS Improvement (formerly known as Monitor) as provided by Section 61 of the 2012 Act

2.9 **Lead Governor:** is the Governor appointed by the Council of Governors in accordance with the Constitution

2.10 **Provider Licence:** means the Trust's provider licence granted by the Independent Regulator under section 87 of the NHS Act 2006

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2.11 **Regulatory Framework:** means the NHS Act 2006, Health & Social Care Act 2012, the Trust's Provider Licence, and any directions or guidance issued by the independent regulator (NHS Improvement)

2.12 **Standing Orders:** means the Standing Orders of either the Council of Governors or Board of Directors

2.13 Trust: means Essex Partnership University NHS Foundation Trust

2.13.14 Trust Secretary: means the secretary/company secretary of the Trust or any other person or body corporate appointed to perform the duties of the secretary of the Trust, including a joint/assistant or deputy secretary

3.0 KEY PRINCIPLES

3.1 Informal, formal and frequent communication between the Council and the Board are an essential feature of a positive and constructive relationship designed to benefit the Trust and the services it provides

3.2 Directors and Governors are expected to act in such a manner as to comply with this Policy

3.3 Chair:

3.3.1 The Chair acts as the principal link between the Council and the Board and has the main role in dealing with issues raised by Governors, involving the Chief Executive and/or other Executive or Non-Executive Directors as necessary

3.3.2 The Chair ensures that the Board and Council work together effectively and enjoy constructive working relationships (including the resolution of any disagreements)

3.3.3 The Chair ensures good information flow from and between the Board, committees, Council and members

3.3.4 The Chair ensures that the Council and Board receive accurate, timely and clear information that is appropriate for their respective duties

3.3.5 The Chair constructs the agendas for both the Board and Council (with the input of others as appropriate)

3.3.6 The Chair has the most formal contact with Governors and should supplement this with informal contact where possible

3.3.7 The Chair shall:

- (a) Operate an open door Policy
- (b) Support informal meetings outside of formal Council meetings with the CEO and/or any Director (via the Trust Secretary Office) to answer questions or confirm decisions taken by the Board (where appropriate)

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- (c) Encourage the participation of Directors in induction and training of Governors

3.4 Chief Executive:

3.4.1 The CEO ensures the provision of information and support to the Board and Council and ensures that Board decisions are implemented

3.4.2 The CEO facilitates and supports effective joint working between the Board and Council

3.4.3 The CEO supports the Chair in his/her task of facilitating effective contributions and sustaining constructive relations between Executive and Non-Executive Directors, elected and appointed members of the Council, and between the Board and Council

3.4.4 The CEO with the Chair ensures that the Council and Board receive accurate, timely and clear information that is appropriate for their respective duties

3.4.5 The CEO with the Chair constructs the agendas for both the Board and Council (with the input of others as appropriate)

3.5 Senior Independent Director (SID)

3.5.1 The SID acts as an alternative source of advice to Governors

3.5.2 The SID is available to Governors and members if they have concerns which contact through the normal channels of Chair, CEO and Executive Chief Finance officer has failed to resolve or for which such contact is appropriate

3.6 Lead Governor and Governors

3.6.1 Individual Governors have a responsibility to raise concerns (as defined in this Policy) and to assure themselves that issues have been resolved

3.6.2 The Lead Governor shall make himself/herself available to provide informal advice to any Governor who may seek it in advance of a concern being raised

3.6.3 The Lead Governor will be the conduit for direct communication between ~~NHS~~NHSE/I and the Council. This would be in exceptional circumstances where every attempt has been made to resolve any concerns locally either through the Chair or any other Board member

3.6.4 The Council as a body has a duty to inform ~~NHS~~NHSE/I if the Trust is at risk of breaching the terms of its provider licence.

3.7 Directors

Directors shall cooperate with any requests from the Chair (via the Trust Secretary Office) to attend informal meetings outside of formal Council meetings to answer questions from Governors and confirm decisions taken by the Board (where appropriate)

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3.8 Trust Secretary

3.8.1 The Trust Secretary will be the first point of contact for any Governor or group of Governors who wish to raise a concern covered by this Policy

3.8.2 The Trust Secretary will, where possible, resolve the matter informally and/or advise as to whether it is appropriate to take the concerns to the Chair

3.8.3 The Trust Secretary will arrange informal meetings between Governors and Directors outside of formal Council meetings to answer questions and confirm decisions taken by the Board (where appropriate) where requested by the Chair.

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4.0 SCOPE

4.1 This Policy applies to the Council of Governors and Board of Directors.

5.0 MONITORING AND REVIEW

5.1 The ~~Executive Director Corporate Governance & Strategy~~ Chief Executive Officer has the overarching responsibility for this Policy

5.2 The Trust Secretary is responsible for ensuring the Policy follows the appropriate Trust format and complies with the recognised development, consultation, approval and ratification process

5.3 This Policy will be kept under review and revised in accordance with any regulatory and/or statutory changes and emerging best practice and guidance

5.4 Awareness of this Policy will be raised at Governor and Board induction

5.5 In addition to the monitoring arrangements described above, the Trust may undertake additional monitoring of this Policy and procedure in response to the identification of any gaps or as a result of the identification of risks arising from the Policy prompted by incident review, external reviews or other sources of information and advice including but not limited to commissioned audits and reviews, detailed data analysis, etc

5.6 This Policy will be reviewed at least every three years; changes to legislation, guidance or the outcomes of any investigations or reviews may result in the Policy being reviewed earlier.

6.0 POLICY REFERENCES/ASSOCIATED DOCUMENTATION

- ~~NHS Improvement (formerly Monitor)~~ NHSE/I *NHS Foundation Trust Code of Governance (July 14)*
- Trust Constitution including Board of Directors and Council of Governors Standing Orders

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- Code of Conduct for the Council of Governors
- Lead Governor Role Description
- NHS Providers *Foundations of good governance: a compendium of best practice* (3rd edition)
- ~~NHS Improvement (formerly (Monitor) [NHSE/I](#)~~ *Your statutory duties: a reference guide for NHS FT governors*

END

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THE COUNCIL OF GOVERNORS PROCEDURE FOR ENGAGEMENT WITH THE BOARD OF DIRECTORS

| | |
|------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| PROCEDURE REFERENCE NUMBER: | CPG56 |
| VERSION NUMBER: | 001 |
| REPLACES SEPT DOCUMENT | CP56 |
| REPLACES NEP DOCUMENT | n/a |
| KEY CHANGES FROM PREVIOUS VERSION | n/a |
| AUTHOR: | Cathy Lilley , Trust Secretary |
| CONSULTATION GROUPS: | Council of Governors Governance Committee, Council of Governors, Board of Directors |
| IMPLEMENTATION DATE: | |
| AMENDMENT DATE(S): | n/a |
| LAST REVIEW DATE: | n/a |
| NEXT REVIEW DATE: | <u>September 2023</u> |
| APPROVAL BY COUNCIL OF GOVERNORS | |
| APPROVAL BY BOARD OF DIRECTORS | 7 March 2018 |
| RATIFICATION BY FINANCE & PERFORMANCE COMMITTEE | |
| COPYRIGHT | EPUT |

| |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PROCEDURE SUMMARY |
| This Procedure and associated Policy outlines the mechanisms by which Governors and Directors will interact and communicate with each other to support their role in holding the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors and describes the methods by which Governors may engage with the Board when they have concerns about the performance of the Board of Directors, compliance with the Trust's provider licence, or the welfare of the Trust. |
| The Trust monitors the implementation of and compliance with this Policy in the following ways: |
| This Procedure will be subject to a three year review and implementation will be monitored by the Trust Secretary. |

| Services | Applicable | Comments |
|----------------------------|------------|----------|
| Trustwide | ✓ | |
| Essex MH&LD | | |
| CHS | | |

The Director responsible for monitoring and reviewing this Procedure is the ~~Executive Director of Corporate Governance~~Chief Executive Officer

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ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

COUNCIL OF GOVERNORS PROCEDURE FOR ENGAGEMENT
WITH THE BOARD OF DIRECTORS

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ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

COUNCIL OF GOVERNORS PROCEDURE FOR ENGAGEMENT WITH THE BOARD OF DIRECTORS

Assurance Statement

The purpose of this Procedure is to ensure a process is in place for engagement between the Council of Governors and the Board of Directors as well as when the Council of Governors need to engage with the Board of Directors for those circumstances when they have concerns about the performance of the Board of Directors, compliance with the Trust's provider licence or the welfare of the Trust in line with the requirement A.5.6 of [\(Monitor's\) NHSE/ NHS Foundation Trust Code of Governance](#) (July 2014).

1.0 INTRODUCTION

- 1.1. This Procedure has been developed by the Council of Governors to take account of the recommendations in [\(Monitor's\) NHSE/ NHS Foundation Trust Code of Governance](#) (July 2014) provision A.5.6 to address engagement between the Council of Governors (Council) and the Board of Directors (Board)
- 1.2. This Procedure outlines the mechanisms by which the Council and the Board will interact and communicate with each other to support ongoing interaction and engagement, ensure compliance with the regulatory framework and specifically provide for those circumstances where the Council has concerns about:
 - 1.2.1. the performance of the Board of Directors
 - 1.2.2. compliance with the Trust's provider licence
 - 1.2.3. other matters related to the overall wellbeing of the Trust
- 1.3. The resolution of disputes between the Council and the Board is also covered in SO 9 of the Council's Standing Orders and SO 14.4 of the Board's Standing Orders
- 1.4. The relationship between the Council and the Board is also covered under SO 10 of the Council's Standing Orders and SO 15 of the Board's Standing Orders.

2 SCOPE

- 2.1 Informal, formal and frequent communication between the Council and the Board are an essential feature of a positive and constructive relationship designed to benefit the Trust and the services it provides
- 2.2 Directors and Governors are expected to act in such a manner as to comply with this Procedure

3.0 ENGAGEMENT

- 3.1 A duty of the Council is to hold the NEDs individually and collectively to account for the performance of the Board

~~3.2 The relationship between the Council and Board is covered under sections 10 and 15 of the Council and Board Standing Orders respectively~~

Comment [JC(EP1): Removed due to repetition

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- 3.3 Governors and Board Directors should have the opportunity to meet at regular intervals with Governors feeling comfortable in asking questions regarding the management of the Trust and Directors should keep Governors appropriately informed, particularly about key Board decisions and how they affect the Trust and the wider community
- 3.4 The relationship between the Council and Board is critical and should be based on the Trust's values (open, compassionate and empowering) as well as respect, candour and trust. There are a number of ways an open and constructive relationship can be achieved between the two; these are not limited to the examples below:
- Receiving the agenda and minutes of Board meetings and requesting any specific papers.
 - Minutes of Part 1 Board of Director meetings and a summary of discussions for Part 2 Board of Director meetings.
 - Governors are invited to attend Board meetings and have the opportunity to ask questions of the Board on the agenda items
 - Receiving quarterly finance, quality and performance update reports at Council meetings and asking questions on and/or challenging their content
 - The attendance of the CEO, other Executive and Non-Executive Directors at Council meetings and using these opportunities to ask them questions as required.
 - Confidential briefing session by the CEO prior to the quarterly Council meeting with opportunity to ask questions
 - Attending Annual Members Meeting
 - NEDs/Governors informal meetings and local constituency meetings.
 - Involvement of Governors at Quality visits with Executive and Non-Executive Directors
 - Establishment of joint working groups, e.g. Membership Framework Task & Finish Group; Appointment of Auditors Working Group
 - Briefing session by the ECFO on the annual report accounts
 - Receiving the annual report and accounts and asking questions on their content
 - Receiving performance appraisal information for the Chair and other NEDs (through the Council's Remuneration Committee)
 - Receiving information/being kept up to date on issues or concerns likely to generate adverse media (or in response to media coverage) and providing Governors with the opportunity to raise questions or seek information or assurances
 - Receiving information on proposed significant transactions, mergers, acquisitions, separations or dissolutions, and questioning Directors on these (in the first instance through the Governors Significant Transactions Group)
 - Receiving relevant development sessions/workshops/briefings by Board Directors as appropriate ensuring that Governors are equipped with the skills and knowledge they require to fulfil their role
 - Involvement of Governors in the Trust's strategy and planning process through attendance at the Trust's stakeholder planning event and also through a meeting of the Governors Strategic Planning Working Group
 - Chair's report on the activities of the NEDs at each Council meeting
 - Reports from the chairs of Board standing committees highlighting the work and key issues reviewed by the committee on an annual rolling basis
 - Views of Governors on the performance of the Chair are fed through the Senior Independent Director
 - Your Voice meetings for members and the public in each of the Trust's constituencies.

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4.0 RAISING CONCERNS

4.1 Governors should raise concerns through existing channels as outlined in section 3,0 of this procedure. Any concerns raised will be recorded and monitored via the relevant committee (when raised formally) or via a Governor Requested Action Log (when raised informally).

4.2 Governor(s) should not raise concerns that are not supported by evidence. In raising their concerns, Governors will need to demonstrate the following:

4.2.1 any written statement must be from an identifiable person(s) who must sign the statement and indicate that they are willing to be interviewed about its content

4.2.1 other documentation must originate from a bona fide organisation and the source must be clearly identifiable.

Newspaper or other media articles will not be accepted as prima facie evidence but may be accepted as supporting evidence.

4.3. The CEO as the Accounting Officer will routinely present reports on performance, finance and compliance at Board and Council public meetings. Any Governor or member of the public in attendance may also raise any concerns relating to the performance, finance and/or compliance through the Chair at these meetings at the time, so that issues can be addressed without delay

4.4 If the above does not address the concerns of the Governor(s), para 19.3 of the Trust's Constitution may be invoked. The clause states that the Council may require one or more of the Directors to attend a meeting of the Council for the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties.

4.5 While recognising the key role of the Chair in providing the link between the Council and the Board, if concerns are identified and persist, any Governor(s) who have concerns covered by this Policy should:

4.5.1 in the first instance, consult the Trust Secretary for advice and guidance and who will seek to resolve the matter informally. The Trust Secretary will advise the Governor(s) on the issues raised and whether it is appropriate to take their concerns to the Chair

4.5.2 the advice of the Trust Secretary, however, is not binding upon the Governor(s) concerned who retain at all times the right to raise the matter with the Chair directly

4.5.3 if the above steps fail to resolve the matter or contacting the Trust Secretary or Chair (in the case of his/her own performance) was felt inappropriate, the Governor(s) should contact the SID to address the concerns

4.6 The Chair will investigate all concerns brought to him/her by Governors involving the Chief Executive and/or other Board members. The investigation will include a review of the evidence offered and discussions with Trust officers as appropriate.

4.7 As soon as practicable after the conclusion of the investigation, the Chair and Trust Secretary (or SID) will meet with the Governor(s) to discuss the findings. This meeting has three possible outcomes:

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- 4.7.1 Governor(s) are satisfied their concerns were unjustified and withdraw them unreservedly; in this case no further action is required
- 4.7.2 Governor(s) are satisfied their concerns have been resolved during the course of the investigation. The Chair will write a report on the concerns and the actions taken and present this at a closed session of the next scheduled meeting of the Council. If the majority of those Governors present at the meeting agree that the matter is resolved, then no further action is required. However, should a majority of the Council in attendance disagree, then the process for escalation described in section 5 will be initiated
- 4.7.3 The matter is not resolved to the satisfaction of the Governors. The Chair will call a closed extraordinary meeting of the Council as soon as possible in accordance with the Trust's Constitution to consider the matter further. The meeting may choose either to take no further action or, if the majority of those Governors present and voting agree, to initiate the escalation process described in Section 5. The Council may require one or more of the Directors to attend a meeting of the Council for the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties
- 4.8 The minutes of the meeting(s) shall record the outcome of the discussions

5.0 ESCALATING CONCERNS

- 5.1 Where the matter is not resolved following the the completion of steps outlined in section 4 then the following actions will be taken.
- 5.2 The SID takes over the lead role from the Chair. Should the SID be unavailable or prevented from participating because of a conflict of interest, then the Council may choose any other Non-Executive Director to fulfil the role
- 5.3. The first duty of the SID is to establish the facts of the concern. This will be accomplished by reviewing the evidence offered by Governors, the process of the investigation and any documentation produced, and also by meetings/interviews with Governors and any Trust officers involved. In carrying out this process the SID will seek the agreement of all interested parties and will have the authority to commission whatever legal or other advice is required following internal protocols
- 5.4 Once the facts are established to the SID's satisfaction, the SID will make a decision on the course of action to be followed in the best interests of the Trust and will describe the reasons for that decision in a written report. In the first instance, the SID will present the decision and the report to Governors and to interested parties within the organisation.
- 5.5 The Chair will the, at the SID's request, call a closed extraordinary meeting of the Council as soon as possible in accordance with the Trust's Constitution. The purpose of this meeting, and the sole item on the agenda, will be for the SID to present his/her report and decision, and for the Council to give its response. Three outcomes are possible:
- 5.5.1 The Council accepts the SID's decision. No further action is necessary
- 5.5.2 The Council does not accept the SID's decision but chooses not to escalate the matter further. No action is prescribed by this Policy but the Council may choose to keep the matter under review at future meetings

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5.5.3 The Council votes to make a formal notification to NHS England / Improvement through the Lead Governor under the terms of guidance from NHSE/I

- 5.6 The timescale for completion of this process from raising the concern to receipt of the response should be no more than 14 calendar days unless there are exception circumstances resulting in agreement to an extension which is acceptable to all parties.

6.0 DISAGREEMENTS BETWEEN THE BOARD OF DIRECTORS AND COUNCIL OF GOVERNORS

6.1 It is important that the Council of Governors discusses and agrees with the Board how it will undertake its statutory roles and responsibilities, and any other additional roles, giving due consideration to the circumstances of the Trust and the needs of the local community and emerging good practice, as set-out in section 10.1 of the Standing Orders.

6.2 The Board of Directors must ensure the Council of Governors is provided with all information and involvement where a statutory decision is by the Council is required.

6.3. For any statutory decisions to be made by the Council of Governors, a report will be presented establishing the context and process followed and make a recommendation to the Council of Governors.

6.4 The Council of Governors should consider and discuss any recommendation made prior to approving or not approving the recommendation.

6.5 If the Council of Governors do not approve the recommendation, the Trust Secretary must ask the Council to provide a rationale and record these in the minutes of the Council of Governors.

6.6. The Trust Secretary will report to the Board of Directors that the recommendation has not been approved by the Council of Governors and provide the rationale provided.

6.7. The Board of Directors will determine if the non-approval of the recommendation creates a significant risk to the Trust and if so, ~~invoke~~request the Senior Independent Director (SID) to undertake mediation.

6.8. The SID will meet with Governors who did not approve the recommendation to understand the rationale and try to find a way forward.

6.9 Following mediation by the SID, the Board of Directors will decide the next steps to be taken, including re-presenting the resolution to the Council of Governors.

7.0 DISPUTES

- 7.1 Where a Governor is declared ineligible or disqualified from office or his term of office as a Governor has been terminated (other than a consequence of his own resignation) and that person disputes the decision, he shall as soon as reasonably practicable be entitled to attend a meeting with the Chair and Chief Executive. The Chair and Chief Executive ~~who~~ shall use their best endeavours to facilitate such a meeting, to discuss the decision with a view to resolving any dispute which may have arisen but the Chair and Chief

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Executive shall not be entitled to rescind or vary the decision which has already been taken.

END

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|------------------------------------------------------------------------|--|--------------------------------------------------------------------|---|----------------|--|----------------|--|
| <p>SUMMARY REPORT</p> <p>COUNCIL OF GOVERNORS PART 1</p> | | <p>Agenda Item No: 6(e)</p> <p>23 September 2020</p> | | | | | |
| | | | | | | | |
| Report Title: | | Annual Review of Audit Services | | | | | |
| Executive/Non-Executive Lead: | | Janet Wood, Non-Executive Director Chair of the Audit Committee | | | | | |
| Report Author(s): | | Clare Barley, Head of Financial Accounts | | | | | |
| Report discussed previously at: | | Audit Committee 16 September 2020 | | | | | |
| Level of Assurance: | | Level 1 | ✓ | Level 2 | | Level 3 | |

| Purpose of the Report | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---|
| <p>The purpose of this report is to present the annual review of all audit and counter-fraud services and to make a recommendation to the Council of Governors on the re-appointment of external auditors from 1st October 2020.</p> | Approval | ✓ |
| | Discussion | |
| | Information | |

| Recommendations/Action Required |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The Audit Committee is asked to:</p> <ol style="list-style-type: none"> 1 Note the contents of the report 2 Consider the annual review of external audit services received 3 Approve the reappointment of Ernst and Young as the Trusts external auditors for a further 12 month period commencing 1st October 2020 4 Request any further information or action. |

| Summary of Key Issues |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The Trust currently receives an external audit service from Ernst and Young. The contract was originally awarded in October 2017 for one year, with the option to extend for a further four years subject to annual reappointment by the Council of Governors.</p> <p>A review of external audit services has been undertaken in terms of both price and service delivery. The Trusts external audit fee continues to appear reasonable compared to similar NHS organisations and therefore continues to provide value for money for the Trust. During the year, the Trust received a professional and responsive service from Ernst and Young, which was successfully tailored to address the impact of Covid-19 on the reporting deadlines.</p> <p>At their meeting of the 16th September, the Audit Committee agreed to recommend to the Council of Governors that Ernst and Young be appointed for a further year commencing 1st October 2020.</p> |

| Relationship to Trust Strategic Priorities | |
|------------------------------------------------------------------|---|
| 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 £ |
| | Nil |
| 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

| | | | |
|--|--|--|--|
| | | | |
|--|--|--|--|

Supporting Documents and/or Further Reading

Attached Report

Lead



Janet Wood
Non Executive Director / Chair of the Audit Committee

Annual Review of Audit Services

1 Purpose of Report

The purpose of this report is to present the annual review of external audit services and to seek approval from the Council of Governors on the reappointment of external auditors from 1st October 2020.

2 Executive Summary

2.1 Background

The Trust receives an external audit service from Ernst and Young, and is in the third year of a (potential) five year contract. This contract needs to be reviewed and reappointed to each year.

2.2 External Audit

In line with the Trust's Standing Financial Instructions, the Council of Governors are responsible for the appointment of the Trust's external auditors based on the recommendation of the Audit Committee.

Following a market testing exercise, Ernst and Young were appointed as the Trusts external auditors with effect from 1st October 2017. The contract was initially awarded for one year, with the option to extend for a further four years. In line with the Trust's SFI's, the contract was subsequently reviewed by the Audit Committee in September 2018 and September 2019, and the reappointment of Ernst and Young approved by the Council of Governors thereafter.

Due to the requirement for the external auditors to be reappointed each year, their performance is considered in terms of both price and service delivery as follows:

Price

The market testing process included a price for the first year of £55,000 reducing to £50,000 per annum thereafter. These prices are exclusive of VAT and the independent examination of the Charity accounts.

After the completion of the audit each year, the Trust and Ernst and Young have agreed additional fees for work which arose during the year end and which would not have been known at the time the contract was market tested. For the current financial year, the auditors were required to undertake extra work in relation to the impact of Covid-19 on property and pension valuations, as well as going concern.

The Committee have also undertaken a review of the audit fee compared to other similar organisations, and this has demonstrated that the Trusts audit fee remains comparable at 0.02% of income each year.

Service Delivery

Debbie Hanson continues to hold the role of Associate Partner and provides the Trust with excellent senior level support. Since the start of the contract, the role of Audit Manager has switched between Dean Bardwick and Martina Lee on several occasions whilst episodes of parental leave have been taken. For the 2019/20 audit, Martina Lee held the role of Audit Manager and it is anticipated that this arrangement will continue for the foreseeable future. As in previous years, there was no noticeable impact on the Trust arising from the change in Audit Manager.

Throughout the year, external audit have been represented at the majority of the Audit Committee meetings, and where it was not possible for them to attend in person, an update was provided via a call or meeting with the Audit Committee Chair or member of the finance team.

As a result of Covid-19, the submission timetable for the annual report and accounts was amended, and the Trust adopted a revised deadline of the 11th May for draft accounts and 25th June for final accounts. Ernst and Young were able to respond quickly to these revised deadlines and completed their audit remotely with access to the finance system provided by a Trust laptop.

Whilst all deadlines were successfully delivered under what were very difficult and unusual circumstances, it is acknowledged that the completion of the audit entirely remotely by Ernst and Young did cause challenges for the Trust. The planned approach for next years audit will need to be discussed in advance with Ernst and Young at planning stage (if the contract is renewed) to ensure that this is suitably resourced.

In summary, the Trust has again received a professional and responsive service from Ernst and Young for the 2019/20 financial year which provides value for money.

2.3 Next Steps

At the Audit Committee held on the 16th September 2020, members of the Audit Committee agreed to recommend to the Council of Governors on the potential reappointment of Ernst and Young for a further 12 month period commencing 1st October 2020.

3 Action Required

The Audit Committee is asked to:

- 1 Note the contents of the report
- 2 Consider the annual review of external audit services
- 3 Approve the reappointment of Ernst and Young as the Trusts external auditors for a further year
- 4 Request any further information or action.

Report prepared by

Clare Barley
Head of Financial Accounts
16th September 2020

| | | | | | |
|----------------------------------------|-------------------------------------------------------------------------|----------------------------------------|----------------|--|----------------|
| | | Agenda Item: 6(f)i | | | |
| SUMMARY REPORT | | COUNCIL OF GOVERNORS PART 1 | | | |
| | | 23 September 2020 | | | |
| Report Title: | Council of Governors Governance Committee Assurance Report | | | | |
| Report Lead: | Marianne Evans, Staff Governor Chair of the CoG Governance Committee | | | | |
| Report Author(s): | Chris Jennings, Assistant Trust Secretary | | | | |
| Report discussed previously at: | | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 |

| Purpose of the Report | | |
|----------------------------------------------------------------------------------------------------------------------------|--------------------|---|
| This report provides a summary of the Council of Governors Governance Committee meeting discussions held on 21 August 2020 | Approval | |
| | Discussion | |
| | Information | ✓ |

| Recommendations/Action Required |
|---------------------------------------------------------------------------------------------------------------------------|
| The Council of Governors is asked to: <ol style="list-style-type: none"> Note the contents of this report. |

| Summary of Key Issues |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The Governance Committee is a standing committee of the Council of Governors with delegated responsibility to provide support to the Council of Governors in ensuring that effective and robust governance processes are in place and operating effectively, enabling the Council to fulfill its statutory duties. All responsibilities are undertaken in support of the Council – it is the Council that holds the responsibility for decisions relating to all issues covered by the Committee.</p> <p>The Committee met on 21 August 2020 since the last assurance report was provided. The Committee reviewed its action log and noted that all actions from the previous meeting had been completed. The outstanding actions past timescale related to the ongoing development of procedures for the Council of Governors and the majority were covered on the agenda. One action that remained outstanding related to the development of a procedure for Appointment / Re-Appointment of the Chair and Non-Executive Directors. It was agreed that this would be developed following discussion by the CoG Remuneration Committee in relation to a new framework published by NHS England / Improvement.</p> <p>Standing Orders For The Council Of Governors / Standing Orders For The Board Of Directors</p> <p>The Committee considered the Standing Orders (SOs) For The Council Of Governors and Standing Orders (SOs) For The Board Of Directors which were due for annual review. The SOs for the Council of Governors had been reviewed, amended and were agreed for recommendation for the Council of Governors for approval. The SOs for the Board of Directors were presented for consultation. The Committee considered the document and made no further comments. The two documents are included on the agenda for the Council of Governors Committee.</p> <p>Council of Governors Procedures</p> <p>The Committee also considered a number of newly developed or amended procedures for the Council of Governors. The Committee reviewed and agreed to recommend the following procedures for the Council of Governors approval:</p> <ul style="list-style-type: none"> Engagement with the Board of Directors Policy & Procedure Monitoring Attendance of the Council of Governors Procedure |

- Appointment of External Auditors Procedure
- Significant Transactions Procedure

The procedures were recommended for approval and have been included on the agenda for the Council of Governors Committee.

SID Review Action Plan

The Committee considered the action plan developed following the Senior Independent Director (SID) review of the appointment of the Vice Chair. It was noted that there was one action remaining regarding planning a joint development session for Governors, NEDs and Executive Directors to explore roles and responsibilities. It was noted that the action had been delayed by the Covid-19 pandemic and this would now be taken forward.

Composition of the Council of Governors

The Committee considered a report detailing the composition of the Council of Governors, including two new Appointed Governors and the temporary reduction in the number of Governors due to the delayed election process. The Committee suggested Chairs of sub-committees attending the Governor Induction to give a brief overview of each Committee to encourage attendance.

Efficacy Review Action Plan

The Committee considered the action plan developed following the Efficacy Review undertaken in 2019. The Committee reviewed progress with the actions and noted actions that remained open, including receiving assurance on action being taken to address these actions.

Committee Workplan

The Committee review its updated work plan and noted that a number of items rated as red had been covered by the Committee meeting.

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 | ✓ |

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 (accounted for) | |
| 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 | SO's | Standing Orders |
| SID | Senior Independent Director | | |

Supporting Documents and/or Further Reading

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Lead

**Marianne Evans, Staff Governor
Chair of the CoG Governance Committee**

| | | | | | |
|----------------------------------------|-----------------------------------------------------------------------------------|-------------------------------|----------------|--|----------------|
| | | Agenda Item No: 6(f)ii | | | |
| SUMMARY REPORT | COUNCIL OF GOVERNORS PART 1 | 23 September 2020 | | | |
| Report Title: | Council of Governors Training and Development Committee Assurance Report | | | | |
| Report Lead: | Paula Grayson, Public Governor Chair of the Training and Development Committee | | | | |
| Report Author(s): | Chris Jennings, Assistant Trust Secretary | | | | |
| Report discussed previously at: | N/A | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 |

| Purpose of the Report | | |
|-------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---|
| This report provides a summary of the Council of Governors Training and Development Committee meeting discussions held on 18 August 2020. | Approval | |
| | Discussion | |
| | Information | ✓ |

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

| Summary of Key Issues |
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| <p>The Training and Development Committee is a standing committee of the Council of Governors with delegated responsibility to provide support to the Council of Governors in ensuring that effective and robust training and development arrangements are in place to develop Governor’s skills, knowledge and capabilities enabling them to be confident, effective, engaged and informed members of the Council. All responsibilities are undertaken in support of the Council – it is the Council that holds the responsibility for decisions relating to all issues covered by the Committee.</p> <p>The Committee met on the 18 August 2020. The membership of the Committee was reduced due to the temporary reduction in Governors, however, a Governor attended the meeting as a “taster” with a view to becoming a member of the Committee</p> <p>Committee members considered the action log and noted that three actions were open within timescale which were covered on the agenda for the Committee meeting. One action was re-opened relating to involvement with the Governor Induction Programme as the item had not yet been discussed on the agenda.</p> <p>Governor Induction Programme</p> <p>Committee members considered a report providing the proposed Governor Induction Programme to commence in September 2020. The programme had been developed with consideration given to changes required due to restrictions in place as a result of the Covid-19 pandemic. Committee members considered the proposals provided regarding a number of shorter, more interactive modules due to take place virtually rather than the usual whole day event taking place in a physical environment. Committee Members considered the use of a workbook to provide Governors with a range of information and activities to be read and completed at their own pace.</p> <p>Committee members felt that the new induction programme appeared to be comprehensive and the interactive element was a positive as it could give new Governors confidence in contributing to meetings. However, Committee members requested the workbook be circulated to understand the detail behind the headings provided in the plan and to add any further details relating to Governor Training, Learning and Development. The workbook was</p> |

circulated to Committee members following the meeting. Comments were provided to the Trust Secretary's Office.

EPUT Governor Training, Learning and Development

A member of the Committee delivered a presentation regarding Governor Training, Learning and Development principles. The presentation had been previously delivered to the Chair of the Committee and Trust Secretary's Office with some amendments made prior to delivery to Committee members.

Committee members considered a Governor Training, Learning and Development model that had been developed as part of the presentation. Committee members reviewed the document and suggested changes to be made. Committee members asked whether the presentation could be delivered to the Council of Governors and this is now on the agenda for the Council of Governors meeting on 23 September 2020.

Committee members also discussed changing the language to refer to Training, Learning & Development, to reflect the different types of learning undertaken by Governors.

Training, Learning & Development Plan

Committee members considered the updated Training, Learning & Development Plan. The plan had been populated with any learning opportunities that had taken place since the previous meeting. Committee members suggested additional areas to be added to the plan, including a session on the Patient Experience Team.

New Training Requirements

Committee members considered any new training requirements. Changes to mental healthcare provision as a result of the Covid-19 pandemic were identified and it was requested that this is included in the CEO briefing to the Council of Governors.

Committee Workplan

Committee members considered the workplan for the Committee and noted that the majority of items were standing items for each meeting. Committee members noted one red item relating to measuring the efficacy of training, which had been covered in the earlier presentation.

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 | |
| 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 | |

| 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 | ✓ |

| Acronyms/Terms Used in the Report | | | |
|------------------------------------------|----------------------|--|--|
| CoG | Council of Governors | | |

| Supporting Documents and/or Further Reading |
|----------------------------------------------------|
| |

| Lead |
|-----------------------------------------------------------------------------------------------|
| Paula Grayson, Public Governor Chair of the CoG Training and Development Committee |

| | | | | | |
|----------------------------------------|----------------------------------------------------------------------|--------------------------------|----------------|--|----------------|
| | | Agenda Item No: 6(f)iii | | | |
| SUMMARY REPORT | COUNCIL OF GOVERNORS PART 1 | 23 September 2020 | | | |
| Report Title: | Council of Governors Membership Committee Assurance Report | | | | |
| Report Lead: | Judith Woolley, Public Governor Chair of the Membership Committee | | | | |
| Report Author(s): | Tina Bixby, Assistant Trust Secretary | | | | |
| Report discussed previously at: | | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 |

| | | |
|--------------------------------------------------------------------------------------------|--------------------|---|
| Purpose of the Report | | |
| To present a summary of the Council of Governors Membership Committee meeting discussions. | 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 Approve the recommendation to hold two virtual Your Voice Sessions in November 2020 and discuss the topic of interest 3 Request any further information regarding membership. |

| |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Summary of Key Issues |
| <p>The Membership Committee is a standing committee of the Council of Governors with delegated responsibility to recommend to the Council of Governors appropriate actions to implement the Trust's membership recruitment and engagement strategy and to ensure on-going development of the strategy in response to the Trust's operating context. All responsibilities are undertaken in support of the Council – it is the Council that holds the responsibility for decisions relating to all issues covered by the committee.</p> <p>The committee met on 20 August and discussed:</p> <ul style="list-style-type: none"> • General membership plans for 2020/2021 • Your Voice and the possible impact of COVID • The Terms of reference of the Committee <p>The committee noted that since January communication with members had included a reminder of services provided by the Trust and governor election nominations. The committee considered the communication plans for the remainder of 2020 and future plans for 2021. The next membership communication from Governors planned for early October will include the following topics:</p> <ul style="list-style-type: none"> • Thank you for voting • New CEO/ Exec • Governor profiles • We are here for you • A service update (since COVID) <p>The Committee was asked to consider what updates members may wish to receive around COVID. It was confirmed that no specific COVID communication has been sent to members and that a specific COVID update would add little value as most members or public would have received general COVID updates and information from other originations. It was agreed that in the next member communication we would refer to COVID, with a service related</p> |

perspective, for example: new ways of working. Judith Woolley and Jim Dean have agreed to work together outside the meeting to produce a draft communication to members for further consideration.

The committee also discussed future surveys and how we can establish what members want from the Trust and it was agreed that further work is required around the type and purpose of survey required. Tina Bixby is due to attend the next Patient and Carer Sub Committee in September 2020 where Governor and member feedback will be discussed, it will also include how the Governors/Membership Committee can work more closely with the Patient Experience Team and if there are any opportunities to have specific member questions on the Friend and Family test.

The June committee meeting considered the uncertainty around face to face Your Voice meetings. Specifically any social distancing rule changes and the possibility of a second wave of COVID in the coming months. The committee still felt that whilst the position is improving, we are still uncertain. The face to face options for Your Voice meetings were agreed as doubtful and subsequently agreed to recommend to CoG that 2 virtual 'trial' sessions are held in November.

The dates proposed are:

- 10 November 2020 at 10:00 North East Essex and Suffolk
- 9 November 2020 at 13:45 Essex Mid and South

Suggestions for the discussion topic are welcomed either directly to Judith Woolley or via Tina Bixby in the Trust Secretary office.

Governors are also reminded and encouraged to ensure that feedback on the ideas around membership are fed back directly to committee members or via the Trust Secretary office.

The Terms of reference for the Membership committee were circulated to the committee and any changes required should be advised to Judith Woolley in advance of the next meeting.

The Committee also noted that the 'Election of Governors' ends on the 28th August and that a reminder to vote will be sent by the membership office to members in the next week.

The membership committee noted that it now consists of Judith Woolley (Chair), Mark Dale, Jim Dean and Michael Waller. Since the meeting and her subsequent re-appointment Pippa Ecclestone has rejoined the committee. Gillian Lock-Bowens resignation leaves the committee with 3 vacancies. All Governors will be offered the opportunity to join the membership committee.

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 | ✓ |

| 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 (accounted for) | | |
| 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 Documents and/or Further Reading

Lead

**Judith Woolley, Public Governor
Chair of the Council of Governors Membership Committee**

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|----------------------------------------|----------------------------------------------------------------------|------------------------------|----------------|--|----------------|
| | | Agenda Item No: 6(f)v | | | |
| SUMMARY REPORT | COUNCIL OF GOVERNORS PART 1 | 23 September 2020 | | | |
| Report Title: | Council of Governors Remuneration Committee Assurance Report | | | | |
| Report Lead: | John Jones, Lead Governor Chair of the CoG Remuneration Committee | | | | |
| Report Author(s): | Chris Jennings, Assistant Trust Secretary | | | | |
| Report discussed previously at: | | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 |

| Purpose of the Report | | |
|----------------------------------------------------------------------------------------------------------------------------------|--------------------|---|
| This report provides a summary of the Council of Governors Remuneration Committee meeting discussions held on 11 September 2020. | Approval | |
| | Discussion | |
| | Information | ✓ |

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

| Summary of Key Issues |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The Remuneration Committee is a standing committee of the Council of Governors with delegated responsibility to recommend to the Council of Governors the remuneration levels for the Chair and all Non-Executive Directors, including allowances, and the other terms and conditions of office, in accordance with all relevant legislation and regulations. Working with the Chair and the Senior Independent Director, the Committee leads on the process to receive assurance on the performance evaluation of the Chair and the Non-Executive Directors. All responsibilities are undertaken in support of the Council – it is the Council that holds the responsibility for decisions relating to all issues covered by the Committee.</p> <p>The Committee met on the 18 May 2020 to undertake a review of the Non-Executive Directors end of year appraisals for 2019/20. The assurance report for this meeting was presented to Part 2 of the Council of Governors on the 12 June 2020 as part of the assurance report for the appraisal process.</p> <p>The Committee met on the 11 September 2020 since the last assurance report was provided to Part 1 of the Council of Governors. The Committee considered the action log and identified two actions outstanding that were not yet due for completion. One action was closed following an update from a Committee member. One action relating to reviewing 360 appraisals for NEDs could be amended to allow a category to be included for Governors was updated as it may be superseded by a new system the Trust is potentially looking to introduce. A further update will be provided at the next meeting.</p> <p>The Committee focused on three reports. The first outlined the Trust response to the NHSE/I framework <i>Structure to align remuneration for chairs and non-executive directors of NHS Trusts and NHS foundation Trusts</i>. The Committee considered the content of the report and held a detailed discussion regarding the Trust approach. A report has been attached to the agenda for the Council of Governors Committee in September 2020.</p> <p>The second and third report related to agreeing the remuneration and terms & conditions of Non-Executive Directors and the Trust Chair following-on from the Trust approach to the NHSE/I Framework. The outcome of the discussions has been included on the Council of Governors Part 2 agenda for discussion in September 2020.</p> |

The Committee considered its work plan which had been updated with action taken following the previous report. The Committee noted that all areas due for review had been covered by the agenda for the Committee.

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 | |
| 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? | <table border="1"> <tr> <td>YES/NO</td> <td>If YES, EIA Score</td> </tr> </table> | YES/NO | If YES, EIA Score |
| 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

| | | | |
|--------|---------------------------|-----|----------------------|
| NHSI/E | NHS Improvement / England | CoG | Council of Governors |
|--------|---------------------------|-----|----------------------|

Supporting Documents and/or Further Reading

Lead

John Jones
Lead Governor
Chair of the CoG Remuneration Committee

| | | | | | |
|----------------------------------------|---------------------------------------------|--------------------------|----------------|--|----------------|
| | | Agenda Item: 6(g) | | | |
| SUMMARY REPORT | COUNCIL OF GOVERNORS PART 1 | 23 September 2020 | | | |
| Report Title: | Election to the Council of Governors | | | | |
| Report Lead: | Tina Bixby, Assistant Trust Secretary | | | | |
| Report Author(s): | Tina Bixby, Assistant Trust Secretary | | | | |
| Report discussed previously at: | | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 |

| Purpose of the Report | | |
|---------------------------------------------------------------------|--------------------|---|
| To note the results of the June 2020 Council of Governor elections. | Approval | |
| | Discussion | |
| | Information | ✓ |

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

| Summary of Key Issues |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The official notification from CIVICA is attached at Appendix 1. All Governors both successful and unsuccessful have been advised of the outcome of the election process. |

| 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 | ✓ |

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

| | | | |
|-----|----------------------|--|--|
| CoG | Council of Governors | | |
|-----|----------------------|--|--|

Supporting Documents and/or Further Reading

| |
|------------------------------|
| Appendix 1: Report of Voting |
|------------------------------|

Lead


Tina Bixby
Assistant Trust Secretary

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

ELECTION TO THE COUNCIL OF GOVERNORS

CLOSE OF VOTING: 5PM ON 28 AUGUST 2020

CONTEST: Public: Essex Mid & South

*The election was conducted using the single transferable vote electoral system.
The following candidates were elected (in order of election):*

| ELECTED | | |
|---------------------|--|--|
| Elizabeth ROTHERHAM | | |
| Emmanuel JESSA | | |
| Keith BOBBIN | | |

| | | |
|--------------------------------------------|-----|-------|
| Number of eligible voters | | 1,979 |
| Votes cast by post: | 32 | |
| Votes cast online: | 119 | |
| Total number of votes cast: | | 151 |
| Turnout: | | 7.6% |
| Number of votes found to be invalid: | | 0 |
| Total number of valid votes to be counted: | | 151 |

CONTEST: Public: North East Essex & Suffolk

*The election was conducted using the single transferable vote electoral system.
The following candidate was elected:*

| ELECTED | | |
|----------------|--|--|
| David ROLPH | | |

| | | |
|--------------------------------------------|----|------|
| Number of eligible voters | | 610 |
| Votes cast by post: | 20 | |
| Votes cast online: | 29 | |
| Total number of votes cast: | | 49 |
| Turnout: | | 8.0% |
| Number of votes found to be invalid: | | 0 |
| Total number of valid votes to be counted: | | 49 |



CONTEST: Public: West Essex & Herts

*The election was conducted using the single transferable vote electoral system.
The following candidates were elected (in order of election):*

| ELECTED | | |
|------------------|--|--|
| Pippa ECCLESTONE | | |
| Jean JUNIPER | | |
| Brian ARNEY | | |

| | | |
|--------------------------------------------|----|------|
| Number of eligible voters | | 720 |
| Votes cast by post: | 20 | |
| Votes cast online: | 44 | |
| Total number of votes cast: | | 64 |
| Turnout: | | 8.9% |
| Number of votes found to be invalid: | | 0 |
| Total number of valid votes to be counted: | | 64 |

CONTEST: Staff: Clinical

*The election was conducted using the single transferable vote electoral system.
The following candidates were elected (in order of election):*

| ELECTED | | |
|----------------|--|--|
| Tracey REED | | |
| Jared DAVIS | | |

| | | |
|--------------------------------------------|-----|-------|
| Number of eligible voters | | 4,263 |
| Votes cast by post: | 29 | |
| Votes cast online: | 401 | |
| Total number of votes cast: | | 430 |
| Turnout: | | 10.1% |
| Number of votes found to be invalid: | | 3 |
| Total number of valid votes to be counted: | | 427 |

CONTEST: Staff: Non-Clinical

The election was conducted using the single transferable vote electoral system. The following candidates were elected (in order of election):

| ELECTED | |
|----------------|--|
| Lara BROOKS | |
| Paul WALKER | |

| | | |
|--------------------------------------------|-----|-------|
| Number of eligible voters | | 1,726 |
| Votes cast by post: | 17 | |
| Votes cast online: | 283 | |
| Total number of votes cast: | | 300 |
| Turnout: | | 17.4% |
| Number of votes found to be invalid: | | 0 |
| Total number of valid votes to be counted: | | 300 |

The result sheets for each election form the Appendix to this report. They detail:-

- the quota required for election
- each candidate's voting figures, and
- the stage at which successful candidates were elected.

Civica Election Services can confirm that, as far as reasonably practicable, every person whose name appeared on the electoral roll supplied to us for the purpose of the election:-

- a) was sent the details of the election and
- b) if they chose to participate in the election, had their vote fairly and accurately recorded

The elections were conducted in accordance with the rules and constitutional arrangements as set out previously by the Trust, and CES is satisfied that these were in accordance with accepted good electoral practice.

All voting material will be stored for 12 months.

Ciara Hutchinson
Returning Officer
On behalf of Essex Partnership University NHS Foundation

Agenda Item: 6(h)

| | | | | | | |
|----------------------------------------|-----------------------------------------------------------------------------|---|-------------------|--|----------------|--|
| SUMMARY REPORT | COUNCIL OF GOVERNORS PART 1 | | 23 September 2020 | | | |
| | | | | | | |
| Report Title: | Changes to the Council of Governors and Membership of its Committees | | | | | |
| Report Lead: | Chris Jennings, Assistant Trust Secretary | | | | | |
| Report Author(s): | Chris Jennings, Assistant Trust Secretary | | | | | |
| Report discussed previously at: | | | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 | |

| Purpose of the Report | | |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---|
| <ul style="list-style-type: none"> To note the current composition of Governors (Appendix 1) To note the current Committee members for the Council of Governor Committees (Appendix 2) To note the attendance at Council of Governor Committee meetings (Appendix 3) | Approval | |
| | Discussion | |
| | Information | ✓ |

| Recommendations/Action Required |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>The Council of Governors Committee is asked to:</p> <ol style="list-style-type: none"> Note the contents of this report. Volunteer for membership of CoG Sub-Committees. |

| Summary of Key Issues |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Composition</p> <p>The current Governor composition is detailed in Appendix 1.</p> <p>Cllr. Bob Massey and Diane Fairfield have joined the Council as Appointed Governors. Bob replaces Andy Wood as Appointed Governor for Essex County Council and Diane Fairfield is the Appointed Governor for CVS Essex.</p> <p>Dianne Collins advised that due to a family bereavement she may not be attending upcoming meetings. Dianne was advised that a 3 month sabbatical would be recorded and apologies noted for any upcoming meetings she is not able to attend. However, we were pleased to see Dianne at the recent Induction session.</p> <p>Gillian Lock-Bowen announced her resignation as a Governor on the 21 August 2020 as she had recently accepted a place on a doctorate programme which would require significant time commitment. The runner-up from the election, David Short, was offered the position and accepted.</p> <p>The results of the election have been covered in a separate item on the agenda and therefore have not been included in this report.</p> <p>Committee Membership</p> <p>There had been a number of vacancies across sub-committees due to the temporary reduction in the Council of Governors. It was agreed not to actively fill these vacancies until the conclusion of the elections, in case any returning Governor wished to re-join a sub-committee. All returning Governors confirmed they would like to re-join the sub-committees and the membership has now been updated to include these members. However, not all members of the sub-committees returned and therefore there are vacancies across the sub-committees:</p> <ul style="list-style-type: none"> Governance Committee (7/8) – 1 vacancy Remuneration Committee (6/8) – 2 vacancies Membership Committee (5/8) – 3 vacancies |

- Training & Development Committee (5/8) – 3 vacancies
- Nominations Committee (5/8) – 3 vacancies

Governors are asked to volunteer to become members of the above sub-committees. The Sub-committee composition is attached. (Appendix 2)

Governor attendance

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

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 | ✓ |

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

| | | | |
|-----|----------------------|--|--|
| CoG | Council of Governors | | |
|-----|----------------------|--|--|

Supporting Documents and/or Further Reading

Appendix 1: Council of Governors as at 1 September 2020
Appendix 2: Sub-Committee Composition
Appendix 3: Council of Governors Meeting Attendance

Lead

Chris Jennings
Assistant Trust Secretary

COUNCIL OF GOVERNORS as at 1 Sept 2020

ELECTED GOVERNORS

Public: Essex Mid & South (9)

Dianne Collins
Mark Dale
Jim Dean
Sam Rakusen
Judith Woolley
Tanya Robertson
Elizabeth Rotherham
Emmanuel Jessa
Keith Bobbin

Public: North East Essex & Suffolk (3)

Peter Cheng
David Rolph
David Short

**Public: Milton Keynes, Bedfordshire,
Luton & Rest of England (2)**

Paula Grayson
John Jones

Public: West Essex & Hertfordshire (5)

Kate Shilling
Michael Waller
Pippa Ecclestone
Jean Juniper
Brian Arney

Staff: Clinical (4)

Marianne Evans
Nosi Murefu
Tracy Reed
Jared Davis

Staff Non Clinical (2)

Lara Brooks
Paul Walker

APPOINTED GOVERNORS

Essex County Council
Southend on Sea Council
Thurrock Council
Anglia Ruskin/Essex Universities
CVS Essex

Bob Massey
Laurie Burton
Sue Shinnick
Dr Ruth Jackson
Diane Fairfield

COUNCIL OF GOVERNORS
Committee Membership at 15 September 2020

| Governance | Remuneration | Membership | Training & Development | Nominations |
|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------|
| Members (7/8) | Members (6/8) | Members (5/8) | Members (5/8) | Members (5/8) |
| Brian Arney Keith Bobbin Peter Cheng Marianne Evans John Jones Nosi Murefu Sam Rakusen | Brian Arney Peter Cheng Paula Grayson John Jones Tracy Reed Judith Woolley | Mark Dale Jim Dean Pippa Ecclestone Michael Waller Judith Woolley | Keith Bobbin Mark Dale Paula Grayson Sam Rakusen Tracy Reed | Prof Sheila Salmon Brian Arney Paula Grayson Pippa Ecclestone John Jones |
| Chair | Chair | Chair | Chair | Chair |
| Marianne Evans | John Jones | Judith Woolley | Paula Grayson | Prof Sheila Salmon |
| Meetings 2020 | Meetings 2020 | Meetings 2020 | Meetings 2020 | Meetings 2020 |
| 9 November 10am | 12 November 2pm | 13 November 10am | 29 October 2pm | 5 November 2pm |

Significant Transaction Group – is held on a ‘needs only basis’, the following Governors will be called upon as necessary:
 Brian Arney, Keith Bobbin, Paula Grayson, John Jones,

| Governor | Notes | 22 May 2020 | | 12/06/2020 (Extra-Ordinary) | | Meetings Attended | Total No of Meetings |
|--------------------|-----------------|-------------|--------|--------------------------------|--------|----------------------|-------------------------|
| | | Part 1 | Part 2 | Part 1 | Part 2 | | |
| Alex Zihute | Until June 2020 | √ | √ | A | A | 1 | 2 |
| Andy Wood | Until June 2020 | √ | A | √ | √ | 1.5 | 2 |
| Brian Arney | | √ | √ | √ | √ | 2 | 2 |
| Clive Travis | Until June 2020 | x | x | x | x | 0 | 2 |
| Clive White | Until June 2020 | √ | √ | √ | √ | 2 | 2 |
| David Bamber | Until June 2020 | √ | √ | √ | √ | 2 | 2 |
| Dianne Collins | | A | A | √ | √ | 1 | 2 |
| Gillian Lock-Bowen | | √ | √ | √ | √ | 2 | 2 |
| Mark Dale | | √ | √ | √ | √ | 2 | 2 |
| John Jones | | √ | √ | √ | √ | 2 | 2 |
| Judith Woolley | | √ | √ | √ | √ | 2 | 2 |
| Kate Shilling | | √ | √ | x | x | 1 | 2 |
| Laurie Burton | | √ | √ | √ | √ | 2 | 2 |
| Marianne Evans | | √ | √ | A | A | 1 | 2 |
| Michael Waller | | √ | √ | √ | √ | 2 | 2 |
| Nosi Murefu | | A | A | A | √ | 0.5 | 2 |
| Paula Grayson | | √ | √ | √ | √ | 2 | 2 |
| Peter Cheng | | √ | √ | √ | √ | 2 | 2 |
| Pippa Ecclestone | | √ | √ | √ | √ | 2 | 2 |
| Roy Birch | Until June 2020 | S | S | S | S | 0 | 2 |
| Ruth Jackson | | A | A | A | A | 0 | 2 |
| Sam Rakusen | | √ | √ | √ | √ | 2 | 2 |
| Sue Shinnick | | √ | √ | √ | √ | 2 | 2 |
| Tracy Reed | | √ | √ | √ | √ | 2 | 2 |
| Tanya Robertson | | x | x | x | x | 0 | 2 |

| Key | |
|-----------------------|---|
| Attended | √ |
| Apologies Received | A |
| No Apologies Received | x |

| | |
|-----------------------------|----------|
| Sabbatical / Agreed Absence | S |
| Not Required | NR |
| Holiday | H |

| | | | | | |
|----------------------------------------|---------------------------------------------|-----------------------------|----------------|--------------------------|----------------|
| | | Agenda Item No: 6(i) | | | |
| SUMMARY REPORT | COUNCIL OF GOVERNORS PART 1 | | | 23 September 2020 | |
| Report Title: | Election of the Deputy Lead Governor | | | | |
| Lead: | Chris Jennings, Assistant Trust Secretary | | | | |
| Report Author(s): | Chris Jennings, Assistant Trust Secretary | | | | |
| Report discussed previously at: | | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 |

| | |
|-------------------------------------------------------------------------------------------------------------------|--------------------|
| Purpose of the Report | |
| This report sets out the role description, process and timetable for the appointment of the Deputy Lead Governor. | Approval |
| | Discussion |
| | Information |

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

| |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Summary of Key Issues |
| <p>Foundation Trusts are required by NHSE/I to have in place a nominated Lead Governor who can be a point of contact for and can liaise with NHSE/I, on behalf of Governors, in circumstances where it would be inappropriate for NHSE/I to contact the Chair and vice versa. The Trust has the position of Deputy Lead Governor who acts to support the Lead Governor in undertaking their role and deputise in their absence.</p> <p>The Council of Governors previously considered and approved the role description, process and timetable in September 2018 for the appointment of the Deputy Lead Governor for a period of two years ending on the 2 October 2020.</p> <p>The role description for the Lead Governor and Deputy Lead Governor has been reviewed and attached to this report as Appendix 1. The process for appointing the Deputy Lead Governor has been reviewed and attached as Appendix 2. The timetable for the process of appointing the Deputy Lead Governor has been developed and attached as Appendix 3.</p> |

| | |
|------------------------------------------------------------------|---|
| 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 | |
| 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 | |

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

| Acronyms/Terms Used in the Report | | | |
|-----------------------------------|-----------------------------|----|------------------|
| NHSE/I | NHS England / Improvement | FT | Foundation Trust |
| SID | Senior Independent Director | | |

| Supporting Documents and/or Further Reading |
|----------------------------------------------------------------------|
| Appendix 1 – Lead Governor and Deputy Lead Governor Role Description |
| Appendix 2 – Process for Appointing the Deputy Lead Governor |
| Appendix 3 – Timetable for Appointing the Deputy Lead Governor |

| Lead |
|----------------------------------------------------|
| Chris Jennings Assistant Trust Secretary |

COUNCIL OF GOVERNORS

Lead Governor and Deputy Lead Governor

1 Introduction

- 1.1. Foundation Trusts (FTs) are required by NHS Improvement (formerly operating as Monitor) to have in place a nominated Lead Governor who can be a point of contact for NHSE/I and can liaise with NHSE/I, on behalf of Governors, in circumstances where it would be inappropriate for NHSE/I to contact the Chair and vice versa
- 1.2. NHSE/I is clear in its expectation that such direct contact between itself and a Council will be rare. The main circumstances in which NHSE/I will contact a Lead Governor are when NHSE/I has concerns about the Board of Directors' leadership which could potentially lead to NHSE/I using its formal powers to remove the Chair and/or Non-Executive Directors (NEDs). Given that the Council is responsible for appointing the Chair and NEDs, then NHSE/I is likely to want to discuss such action with the Governors
- 1.3. NHSE/I does not expect direct communication with Governors until such time as there is a real risk that the FT may be in significant breach of its provider licence. Should individual Governors wish to contact NHSE/I with such concerns, then NHSE/I expects this to be through the Lead Governor
- 1.4. The other circumstances where NHSE/I may wish to contact a Lead Governor is where NHSE/I is aware that the process for the appointment of the Chair or other members of the Board, elections for Governors or other material decisions may have not complied with the FT's constitution or, alternatively, while complying with the constitution, may be inappropriate. In such circumstances, the Lead Governor may be a point of contact for NHSE/I if the Chair, other Board members or the Trust Secretary have been involved in the process by which these appointments or other decisions were made
- 1.5. In summary, the role of the Lead Governor is to therefore act as a clearly identified point of contact between NHSE/I and the wider Council should particular issues in respect of the Trust's governance arise. In the normal course of a well governed Trust, contact between NHSE/I and the Lead Governor is unlikely to be required
- 1.6. NHSE/I requires only that the Lead Governor act as a point of contact between NHSE/I and the Council when needed. Directors and Governors should always remember that the Council of Governors as a whole has responsibilities and powers in statute and not individual Governors
- 1.7. It is recognised that the duties may evolve and the role descriptions will be kept under review by the Council of Governors Governance Committee in line with its terms of reference and work plan as advised by the Trust Secretary and liaising with the Chair of the Trust. Any changes to the role requirements will be with the approval of the Council.

2 Lead Governor Role

The main duties of the Lead Governor at EPUT will be to:

- 2.1. Act as the point of contact between NHSE/I and the Council in the event that NHSE/I wishes to contact the Council directly, or the Council decides to exercise its powers to contact NHSE/I, on an issue for which the normal channels of

communication are not appropriate. Before contacting NHSE/I, the Lead Governor will first discuss the issues with the Trust's Senior Independent Director (SID) as set out in Monitor's *Code of Governance for FTs (July 2014) Annex 1 or any amendments*

- 2.2. Chair such parts of meetings of the Council which cannot be chaired by the Trust Chair or Vice-Chair or Non-Executive Directors due to a conflict of interest in relation to the business being discussed
- 2.3. Act as a point of contact for the SID
- 2.4. Meet with the Chair, Vice-Chair, SID, Trust Secretary and Deputy Lead Governor on a regular basis, e.g. to plan the agenda for Council meetings
- 2.5. Work collaboratively with the Chair and Trust Secretary liaising with Governors to seek their views and feedback, and to encourage engagement
- 2.6. Act as a point of contact for any Governor wishing to raise matters with the Trust Chair in the event that a Governor may not wish to do so directly
- 2.7. Organise and chair informal Governor only meetings and provide feedback (where appropriate) to the Chair and Trust Secretary
- 2.8. Act as a coordinator of Governors' responses to formal consultations
- 2.9. Coordinate Council contributions to regulatory reports including Quality Account, Annual Report, etc.
- 2.10. Report on the activities and work of the Council at the Annual Members Meeting
- 2.11. Contribute to the Chair's annual appraisal including seeking the views of other Governors in relation to this and feeding back to the SID on behalf of the Council
- 2.12. Undertake a coordination role within the Council and act as a conduit for communication with the Council of Governors from other Trusts and official Governor groups.

3 Deputy Lead Governor Role

The main duties of the Deputy Lead Governor will be to:

- 3.1. Support to the Lead Governor in fulfilling his/her role (as detailed in 2 above)
- 3.2. Carry out the role of the Lead Governor in his/her absence
- 3.3. Provide continuity.

The division of responsibilities will be decided by the Lead Governor and Deputy Lead Governor once elected and in post.

4 The Person

To be able to fulfil either role effectively, the person will:

- 4.1. Be an elected Public Governor who is not employed by the NHS or another healthcare or healthcare-related organisation
- 4.2. Have the confidence of fellow Governors and the Board of Directors
- 4.3. Have the ability to influence and negotiate, and present well-reasoned argument but ensuring that individual issues are not taken forward as the Council view
- 4.4. Have a willingness to challenge constructively
- 4.5. Be able to demonstrate experience of chairing large and small meetings effectively
- 4.6. Understand the role of NHSE/I, the basis on which NHSI may take regulatory action and the Trust's relationship with NHSE/I
- 4.7. Be committed to the success of the Trust

4.8. Be able to commit the time necessary to fulfil the role.

The Lead Governor and Deputy Lead Governor will be responsible for ensuring that the Trust values are adhered to when fulfilling their role:

- **Open:**
 - ✓ To be *honest, accessible and responsive*
 - ✓ To work *collaboratively* with colleagues and all stakeholders and be open to new perspectives and ways of working
 - ✓ To *actively listen* and have confidence to *speak up* to improve services
 - ✓ To professionally *challenge* and take *ownership* to improve safety and change things for the better.
- **Compassionate:**
 - ✓ To *understand* different perspectives and take responsibility to respond to patients, carers and colleagues
 - ✓ To be *friendly* and *courteous* and show a caring and empathetic approach in transactions with others
 - ✓ To value *inclusiveness* and *respect* individual and team differences
 - ✓ To *strive* to provide the highest possible standards of care and support.
- **Empowering:**
 - ✓ To go the *extra mile* and help others achieve their goals
 - ✓ To *encourage* and *embrace* change and be proud to share their ideas
 - ✓ To embrace *continuous learning* and self-development
 - ✓ To *celebrate successes* and have the courage to *learn from mistakes*.

5 Terms of Office

- 5.1. The Lead Governor and Deputy Lead Governor will be elected by the Council of Governors
- 5.2. Both the Lead and Deputy Lead Governor will serve terms of a two-year duration with nominations taking place in alternative years
- 5.3. If the Lead or Deputy Lead Governor terminates his/her tenure or is removed from office, a new nominations process will take place to appoint to the vacant position for the remainder of the term
- 5.4. The Lead and Deputy Lead Governor will undertake development and training that is deemed relevant to the posts
- 5.5. The Council of Governors reserves the right to remove the Lead and/or Deputy Lead Governor in line with the provisions set out in the constitution (Annex 6 paragraph 5 Termination of Office and Removal of Governors) and in the Governors Misconduct Procedure.

COUNCIL OF GOVERNORS

Process for the Appointment of the Deputy Lead Governor

The Council will elect the Deputy Lead Governor in line with the following process which will be managed by the Trust Secretary's Office who will ensure timely and successful management of the process

Stage 1

- Details of the Deputy Lead Governor role will be circulated to all Governors together with the timetable.

Stage 2

- Public Governors may self-nominate for the Deputy Lead Governor by submitting the relevant Nomination Form (which will be circulated to all Governors) to the Trust Secretary by the stated date. A short statement on what they would bring to the role is required.
- A nomination must be seconded and signed by another Governor who believes the nominee has the required values, qualities and ability to become or continue as the Deputy Lead Governor. In this instance, a statement from the seconder can be emailed to the Trust Secretary provided the email address used is one the Governor has previously notified to the Trust Secretary and/or used.
- Governors will be asked to forward their nominations in writing or by email to the Trust Secretary by a stated date.

Stage 3

- A list of Governor nominations will be circulated to all Governor nominees who have the opportunity of withdrawing their nomination within 24 hours of receipt.
- A list of final Governor nominations together with their nomination statement and ballot paper will be circulated by the Trust Secretary to all Governors for consideration.
- Where there is a single nomination, seconded and received within the correct timescale, that nominee will be elected unopposed.
- Where there are two or more nominations, seconded and received within the correct timescale, a paper ballot will be conducted (in line with Council of Governors standing orders paragraph 14):
 - Any Governor can cast a vote by marking the ballot paper in accordance with the instructions included on the ballot paper
 - Governors must return the ballot paper by hand, by email or by post; any ballot paper received after the date and time stipulated will be rejected
 - A ballot paper does not need to be signed by the Governor if it is returned by email (provided that it is returned from an email address that the Governor has previously notified to the Trust Secretary and/or used)
 - A ballot paper returned by hand or by post must be signed by the Governor

- All Governors will be entitled to vote for the Deputy Lead Governor
- The role will be appointed on a 'first past the post' approach and the Governor with the highest number of votes will be appointed as Deputy Lead Governor.
- In the event of an equality of votes, the Chair of the Trust will have a second or casting vote
- In the event of no nomination or no valid nomination having been received for the position, the process will commence again.

Stage 4

- All nominees will be advised of the outcome of the ballot within 48 hours of the deadline date

Stage 5

- The Council of Governors will be advised of the outcome of the ballot within 48 hours of confirmation being provided to the nominees

Stage 6

- The Council of Governors will formally confirm the appointment of the Deputy Lead Governor at the next general meeting of the Council.

COUNCIL OF GOVERNORS

Deputy Lead Governor Election Timetable

| Stage | Action | Lead | Deadline |
|-------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------|
| 1 | Role and timetable: Details of the Deputy Lead Governor role and timetable circulated | Trust Secretary | 24 Sep |
| 2 | Nominations: Governors to self-nominate for the Lead Governor role by submitting the relevant Nomination Form in writing or by email to the Trust Secretary | Public Governors | 01 Oct |
| | Seconding: Nominations must be seconded and signed by another Governor (in this instance, a statement from the seconder can be emailed to the Trust Secretary provided the email address used is one the Governor has previously notified to the Trust Secretary and/or used) | Governors | |
| 3 | Withdrawal: Opportunity for Governor nominees to withdraw their nominations | Governor nominees | 05 Oct |
| | Ballot papers: List of Governor nominees together with their nomination statement and ballot paper will be circulated to all Governors | Trust Secretary | 06 Oct |
| | Voting closes: Governors can vote by hand, by email or by post | All Governors | 13 Oct |
| 4 | Results outcome: All nominated Governors will be advised of the outcome of the ballot | Trust Secretary | 15 Oct |
| 5 | Results declared: Results will be advised to all Governors by email | Trust Secretary | 16 Oct |
| | Appointment effective | Lead Governor | 15 Oct |
| 6 | Confirmation of appointment: Appointment to the Lead Governor role will be formally confirmed at a general meeting of the Council | Trust Secretary | 25 Nov |

| | | | | | | |
|----------------------------------------|--|-----------------------------------------------------------------|---|----------------|--------------------------|----------------|
| | | Agenda Item No: 7(b) | | | | |
| SUMMARY REPORT | | COUNCIL OF GOVERNORS PART 1 | | | 23 September 2020 | |
| Report Title: | | Lead and Deputy Lead Governor Update | | | | |
| Report Lead(s) | | John Jones, Lead Governor and Brian Arney, Deputy Lead Governor | | | | |
| Report Author(s): | | John Jones, Lead Governor and Brian Arney, Deputy Lead Governor | | | | |
| Report discussed previously at: | | | | | | |
| Level of Assurance: | | Level 1 | ✓ | Level 2 | | Level 3 |

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

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

| Summary of Key Issues |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 • Staff stranded abroad not being paid • Practice associated with Virtual Governor meetings • National Lead Governor Association • Appointment of the CFO • Meeting with the Chair • Discussions with the Interim Communications Director |

| 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 | ✓ |

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

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

| Acronyms/Terms Used in the Report | | | |
|-----------------------------------|------------------------------------------------|--------|---------------------------|
| NEDs | Non-Executive Directors | LGs | Lead Governors |
| STPs | Sustainability and Transformation Partnerships | NHSE/I | NHS England / Improvement |
| CFO | Chief Finance Officer | | |

| Supporting Documents and/or Further Reading |
|---------------------------------------------|
| Main Report |

| Lead |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|   |
| <p>John Jones Lead Governor</p> <p>Brian Arney Deputy Lead Governor</p> |

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

2.2 Our role as your Lead and Deputy Lead Governor

As we have said before, 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. While we are 'in lockdown' feel free to contact either of us via email and we will try and sort out any issues which concern you.

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, usually and for convenience, at Addenbrookes Hospital, Cambridge. It was encouraging to note that there were 13 members present (and 2 apologies received). The last meeting was on 10 June 2020 and amongst the subjects discussed were:

2.3.1 Staff Stranded abroad not being paid

The issue of staff being unable to return on schedule from visiting relatives or from holiday not being paid. The matter was discussed and I am pleased to report that the Lead Governor concerned has reported back that matters have now been resolved

2.3.2 Problems associated with Virtual Governor meetings

Practice varied around the region on how to address the issue of NED accountability. At Addenbrookes Governor are included in the daily Covid updates to staff, and the CEO gives regular Governor briefings, including what planning was in place for post-Covid. Also Governors continue to be observers 'attending' Board sub-committees. At Norfolk and Norwich FT Governors have now been invited to attend all Board sub-committees, reporting back to the Council via a prescriptive template. It was reported that there is a tendency at Kettering General to 'clip' the Agendas for CoG, leading to a reduction in the NED accountability.

2.3.3 National Lead Governor Association

There has been an election for the position of Chair of the National LGA, following a brief survey to check whether it was felt to be worthwhile for it to continue to exist. The general view was that, while Regional Networks are probably preferable, there are still many parts of

the country without any. I have been asked to act as adviser for any Lead Governors who may be thinking of establishing a Regional Network.

2.4 Appointment of the CFO

I can report that I was asked to take part in the stakeholder session for the appointment of the Chief Finance Officer on June 16th. I found it reassuring that as Lead Governor and for the first time, I have been consulted on my view about this key appointment.

2.5 Meeting with Chair

The scheduled meeting with the Chair to discuss and adjust the Agenda for this meeting was held virtually on 20 August 2020. Additionally, I had a face-to-face meeting with the Chair on September 3rd in order to raise other issues which as Governors we feel should be aired with the Chair. We are grateful for the open and receptive way in which these meetings are conducted.

2.6 Discussions with the Interim Communications Director

I was pleased to have discussion at the invitation of the newly appointed Interim Communication Director and took the opportunity to explore ways in which the Comms Team could assist Governors in fulfilling their duties.

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 virtual meeting process. We recognise that this is not ideal as so much is achieved by networking at Council and by the usual non-verbal communication, which is lost in a virtual meeting. However, we recognise that this is the best way to maintain contact and involvement with Governors. We are also grateful for the assistance given by the Trust Secretary's Office during these difficult times. Their patience and understanding is a real credit to them all.

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
23 September 2020



Brian Arney
Deputy Lead Governor
Public Governor
23 September 2020

| | | | | | |
|----------------------------------------|---------------------------------------------------------------|-----------------------------|----------------|--|--------------------------|
| | | Agenda Item No: 7(c) | | | |
| SUMMARY REPORT | COUNCIL OF GOVERNORS PART 1 | | | | 23 September 2020 |
| Report Title: | NHS Providers Governor Advisory Committee (GAC) Update | | | | |
| Report Lead | John Jones, Lead Governor | | | | |
| Report Author(s): | John Jones, Lead Governor | | | | |
| Report discussed previously at: | | | | | |
| Level of Assurance: | Level 1 | ✓ | Level 2 | | Level 3 |

| | | |
|---------------------------------------------------------------------------------------------------|--------------------|---|
| Purpose of the Report | | |
| To update the Council of Governors on the work of the NHS Providers' Governor Advisory Committee. | 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 Governor Advisory Committee (GAC) was held on the 30 th January 2020 in London attended by John Jones, Lead Governor. A summary of discussion at the meeting is provided in the attached report. |

| | |
|------------------------------------------------------------------|---|
| 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 | ✓ |

| | | |
|------------------------------------------------------------------------------------------------------------|-------------------------------------------|--------------------------|
| 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): <ul style="list-style-type: none"> • Training & Development for Governors. | ✓ |

Acronyms/Terms Used in the Report

| | | | |
|-----|-----------------------------|----|------------------|
| GAC | Governor Advisory Committee | FT | Foundation Trust |
| | | | |

Supporting Documents and/or Further Reading

Main Report

Lead



John Jones
Lead Governor

NHS PROVIDERS GOVERNOR ADVISORY COMMITTEE

1 Purpose of Report

The purpose of this report is to provide an update on the work of the NHS Providers Governor Advisory Committee (GAC).

2 Summary

2.1 Background

The NHS Providers Governor Advisory Committee (formerly known as the NHS Providers Governor Policy Board) was established in late 2015 following an election of FT Governors to sit on the Committee that took place initially in April 2015. Further elections were held in February 2018.

The GAC meets four times a year and is comprised of eight elected Governor members and two FT Chair members who sit on the NHS Providers Board. The Group is instrumental in guiding NHS Providers' Governor support programme and aims to represent the broad views of Councils of Governors.

John Jones, as the EPUT nominee in the elections, was invited to join the GAC in February 2019, as a vacancy arose, to represent the 'mental health constituency'.

2.3 Report of meeting held on 22 July 2020 from John Jones

The virtual meeting (via Zoom) of the Governor Advisory Committee (GAC) was held on 22 July 2020 and included:

1. The GAC Report for the last Quarter (Q1) with reports on 3 virtual training events.
2. National Policy Update from Miriam Deakin, Head of Policy at NHS Providers, which looked at the political context now the Government has a large majority. Also, likely legislative changes, in particular in relation to NHSE/I, with the Secretary of State likely to take back more powers, together with possible legislation to put ICSs on a statutory footing. There do not appear to be any changes likely to the Governor role in FTs.
3. The National Conference (postponed to 3rd November) was discussed and I can report that this is now scheduled to be virtual, across 3 consecutive days, starting 3rd November. There will potentially be more participants than has been possible in the past with each FT invited to put forward 3 names and one reserve.
 - Day 1 (0945-1215hrs) will include a plenary session with the Chief Executive,
 - Day 2 (1345-1615hrs) will be concentrating on new technology in health, and
 - Day 3 (0945-1215hrs) on Mental Health. Each day will also have a 'round table' discussion opportunity and feedback.
4. I proposed and it was agreed that the Chair of the National Lead Governor Association should automatically be invited to the National Conference.

3 Action Required

The Council of Governors is asked to:

- 1 Note the contents of the report.

Report prepared by

A handwritten signature in black ink, appearing to read 'John Jones', with a long horizontal flourish extending to the right.

John Jones

September 2020