

**Meeting of the Council of Governors
Wednesday 1 September 2021 at 14:45 – 16:30
Microsoft Teams Meeting**

Vision: Working to Improve Lives

PART ONE MEETING – HELD IN PUBLIC

AGENDA

1	APOLOGIES FOR ABSENCE	SS	Verbal	Noting	14:45
2	DECLARATIONS OF INTEREST	SS	Verbal	Noting	14:47
3	MINUTES OF THE MEETING (PART 1) HELD ON 28 May 2021	SS	Attached	Approval	14:49
4	ACTION LOG AND MATTERS ARISING	SS	Attached	Noting	14:52
Strategic Objectives Presentation					14:55
5	TRUST UPDATES				
(a)	Report from the Chair	SS	Attached	Noting	15:10
(b)	CEO Report	TS	Attached	Noting	15:15
(c)	Annual Assurance Reports from the Chairs of the Board of Directors Standing Committees				
	Remuneration & Nominations Committee	SS	Attached	Noting	15:20
(d)	Auditor's Annual Report	DH / MLe	Attached	Noting	15:30
(e)	Annual Review of Audit Services	JW	Attached	Approval	15:35
(f)	Quality Indicators	GM	Attached	Approval	15:40
6	STRATEGIC ITEMS				
7	COUNCIL OF GOVERNORS BUSINESS ITEMS				
(a)	Standing Orders for the Council of Governors	CJ	Attached	Approval	15:50
(b)	NED Objectives 2021/22	SS	Attached	Noting	15:55
(c)	Changes to the Council of Governors and Membership of its Committees	CJ	Attached	Approval	16:00
(d)	CoG Nominations Committee Assurance Report & Terms of Reference	SS	Attached	Approval	16:05
(e)	Lead Governor Election	CJ	Attached	Approval	16:10
8	OTHER REPORTS				
(a)	NED Site Visits Report	CJ	Attached	Noting	16:15

(b)	Governors Skills and Experiences • David Short	DS	Verbal	Noting	16:20
(c)	Lead and Deputy Lead Governor Update	JJ / PE	Attached	Noting	16:25
9	ANY OTHER BUSINESS				16:30
10	QUESTION & ANSWER SESSION FROM MEMBERS OF THE PUBLIC				
11	RESOLUTION Members of the public are excluded from Part 2 Council of Governors meeting having regard to commercial sensitivity and/or confidentiality and/or personal information and/or legal professional privilege in relation to the business to be discussed				
12	DATE AND TIME OF NEXT MEETING 8 December 2021 16:00 – 18:00				
13	DATES OF FUTURE MEETINGS TBC				

Professor Sheila Salmon
Chair

**Minutes of the Council of Governors Meeting Held in Public
On Friday 28 May 2021
Microsoft Teams**

Attendees:

Prof Sheila Salmon (SSa)	Chair of the Trust (Chair of the meeting)
Brian Arney (BA)	Public Governor West Essex & Hertfordshire
Lara Brooks (LBr)	Staff Governor Non-Clinical
Peter Cheng (PC)	Public Governor North East Essex & Suffolk
Dianne Collins (DC)	Public Governor Essex Mid & South
Mark Dale (MDa)	Public Governor Essex Mid & South
Jared Davis (JDv)	Staff Governor Clinical
Pippa Ecclestone (PE)	Public Governor West Essex & Hertfordshire
John Jones (JJ)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
Ian Plunkett (IP)	Public Governor Essex Mid & South
Tracy Reed (TR)	Staff Governor Clinical
Elizabeth Rotherham (ER)	Public Governor Essex Mid & South
Stuart Scrivener (SSc)	Public Governor Essex Mid & South
Kate Shilling (KS)	Public Governor West Essex & Hertfordshire
David Short (DS)	Public Governor North East Essex & Suffolk
Paul Walker (PW)	Staff Governor Non-Clinical
Michael Waller (MWa)	Public Governor West Essex & Hertfordshire
Judith Woolley (JW)	Public Governor Essex Mid & South

In attendance:

Rufus Helm (RH)	Non-Executive Director
Dr. Mateen Jiwani (MJ)	Non-Executive Director
Manny Lewis (ML)	Non-Executive Director
Loy Lobo (LL)	Non-Executive Director
Alison Rose-Quirie (ARQ)	Non-Executive Director
Amanda Sherlock (AS)	Non-Executive Director
Janet Wood (JW)	Non-Executive Director
Alex Green (AG)	Executive Chief Operations Officer
Natalie Hammond (NH)	Executive Nurse
Dr. Milind Karale (MK)	Executive Medical Director
Sean Leahy (SL)	Executive Director of People & Culture
Paul Scott (PS)	Chief Executive Officer
Trevor Smith (TS)	Executive Chief Finance & Resources Officer
Jo Debenham (JDe)	Director of Engagement (For Presentation)
Mick Di Stazio (MDi)	Director of Marketing, Communication & Brand (For Item 061/21)
James Day (JDy)	Interim Trust Secretary
Tina Bixby (TB)	Assistant Trust Secretary
Chris Jennings (CJ)	Assistant Trust Secretary

022/21 APOLOGIES FOR ABSENCE

Keith Bobbin	Public Governor Essex Mid & South
Cllr. Laurie Burton	Appointed Governor, Southend-on-Sea Council
Cllr. Mark Durham	Appointed Governor Essex County Council

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Marianne Evans
Paula Grayson

Staff Governor Clinical
Public Governor Bedfordshire, Luton & Milton Keynes
& ROE
Public Governor Essex Mid & South

Pam Madison

SSa welcomed everyone to the meeting.

023/21 DECLARATIONS OF INTEREST

There were no declaration of interest.

024/21 MINUTES OF THE MEETING (PART 1) HELD ON 18 February 2021

The minutes from the meeting held on the 18 February 2021 were reviewed and agreed as an accurate record.

025/21 ACTION LOG AND MATTERS ARISING

The Action Log for the meeting held on the 18 February 2021 was considered. SSa noted one action relating to Disability Access PLACE score which had been kept intentionally open to ensure it is tracked through to completion. SSa advised PLACE-Lite visits were being implemented and therefore an update should be provided once these results are collated.

PE noted an item discussed at the meeting in February 2021 which had not been identified on the Action Log. This related to the vacancy in the West Essex & Hertfordshire constituency and whether the next governor on the list had been contacted to fill the vacancy. CJ advised this information was included in the Council of Governors composition report on the agenda and confirmed David Bamber had accepted the position as the next highest polling candidate.

PRESENTATION: Staff Survey / Bullying & Harassment

JDe presented an update on Bullying and Harassment on behalf of Debbie Prentice. JDe advised bullying and harassment remains a concern for the Trust and highlighted three questions in the staff survey:

- In the last 12 months how many times have you personally experienced harassment, bullying or abuse at work from patients / service users, their relatives or other members of the public?
- In the last 12 months how many times have you personally experienced harassment, bullying or abuse at work from managers
- In the last 12 months how many times have your personally experienced harassment, bullying or abuse at work from other colleagues.

The results for 2020 showed that the Trust was heading in the right direction and had improved slightly, but there was still work to be undertaken. The Trust compared well with other Mental Health Trusts and was in the average category overall. There were areas where the Trust was performing below average such as the number of BAME staff experiencing bullying, harassment or abuse from staff.

JDe highlighted some key findings from the staff survey results. JDe advised a staff focus group was held focusing on bullying and harassment which was attended by 55 members of

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staff. There were a number of key themes identified from the group including some staff feeling there is a bullying culture within senior management, managers not being consistent on handling situations, staff feeling they would not be taken seriously or suffer consequences when reporting bullying & harassment and bank workers / domestic staff feeling vulnerable and unsupported.

JDe advised a number of actions were being taken forward including:

- Localised Directorate Action Plans developed alongside the Trust People Plan.
- Anti-Bullying Ambassadors (ABA) Scheme extended with a new cohort due in June 2021.
- 1:1 support and Appraisal Policy and Procedure reviewed to include a wellbeing and inclusion conversation.
- Civility, Respect and Grievance Resolution Policy and Procedure was being developed and would include a Civility Toolkit.
- Increasing capacity of the Trust Mediation Service to support local and informal resolution.
- Race Equality Awareness Sessions being rolled-out from June 2021 onwards with a view to mandating the subject to WRES results due in summer 2021.
- Behavioural and Values Sessions included as part of leadership events (L30 and L100).

JDe concluded the presentation by outlining other actions underway within the Trust that could have an impact on Bullying & Harassment. JDe invited any questions from the Council.

PE commented the presentation showed fantastic work was being undertaken in relation to bullying and harassment. PE asked whether there was any data on the number of BAME staff completing the staff survey this year compared to last year and whether there was any correlation between any increase people reporting bullying & harassment. JDe advised she did not have this information to hand, but would review any data and provide a response.

PW asked whether the results relating to bullying & harassment showed there was more of a willingness to speak-up. JDe advised this was a possibility, but felt that any increase relating to bullying & harassment was not good.

PW asked whether the pressures relating to the pandemic could have changed staff behaviour, such as staff feeling pressured to come back to work or being vaccinated. JDe advised the level of information was not gathered by the staff survey to make this judgement, however, an overhaul was due to take place which could capture this information. This would include some questions being asked quarterly so more data could be gathered and analysed. JDe advised there was some positivity in people recognising and not accepting certain behaviours.

JJ commented the figures were combined for mental health and community services. JJ asked whether it was possible to separate the figures. JDe confirmed it was possible to breakdown the figures by area and directorate and these would be shared with the Council after the meeting.

JJ commented BAME staff experiencing harassment, bullying or abuse from staff was 25% which seemed high. JDe advised the figure was 25% of those that had responded to the survey.

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SL advised there was a huge amount of effort being undertaken in relation to bullying & harassment and it should be noted the staff survey results related to a point in time six-months ago. The data showed there was a huge shift in the openness, transparency and accessibility for people to be able to speak-up. SL advised the Trust experiences inter-racial discrimination and it was not always about white / BAME staff. It was important to drill down to understand the results. SL was confident there would be vast improvement in the next set of results.

IP asked whether any investigations had taken place in relation to the bullying and harassment issues identified. JDe advised she would contact Debbie Prentice as the lead to provide a response.

SSa thanked JDe for the presentation.

Actions:

- 1. Review respondent data for the Staff Survey to confirm how many BAME staff completed the survey in 2020 compared to 2019, and if this has any correlation with the numbers of BAME staff reporting bullying & harassment experiences. (JDe).**
- 2. Provide Staff Survey figures by Area and Directorate to circulate to the Council of Governors. (JDe)**
- 3. Provide details of any investigations that took place as a result of bullying & harassment staff survey results (JDe / Debbie Prentice)**

ARQ joined the meeting.

JDe left the meeting.

026/21 REPORT FROM THE CHAIR

SSa presented a report as circulated providing an update in support of Governors holding the Non-Executive Directors to account both individually and collectively for the performance of the Board of Directors. The report also provided an update on the activities of Non-Executive Directors to provide an understanding of their work.

The Council of Governors received and noted the report.

027/21 CEO REPORT

PS presented a report as circulated providing a summary of key activities and information to be shared with the Council of Governors. PS advised that a number of items in the report had been discussed at the CEO briefing prior to the meeting.

The Council of Governors received and noted the report.

028/21 ANNUAL ASSURANCE REPORTS FROM THE CHAIRS OF THE BOARD OF DIRECTORS STANDING COMMITTEES

(i) Charitable Funds

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In the Chair

RH presented a report as circulated providing details of the work of the Charitable Funds Committee during the period of 1 April 2020 to 31 March 2021 from his perspective as Chair of the Committee.

RH advised the Committee met twice in this period and highlighted figures on page four of the report relating to the financial activity of the fund. RH advised that the amount spent on administration and audit had reduced following comments made by the Council of Governors the previous year.

PE commented the report was very helpful and it was the best assurance report the Council had received. PE asked whether the word “expenditure” used in the table of figures related to the amount of money paid out in bids. RH advised the term referred to the disbursement of funds into charitable events and activities.

PE asked whether there had been any expenditure over £10,000 that had required Board of Director approval. RH advised he was not aware of any such cases since becoming chair of the Committee. SSa advised she was not aware of any bids that had required Board approval.

The Council of Governors received and noted the report.

029/21 CODE OF GOVERNANCE FOR FT’S REVIEW 2020/21

JDy presented a report as circulated providing an update and assurance on the Trust’s compliance with the provisions in (Monitor’s) NHS Foundation Trust: Code of Governance July 2014 in preparation for the inclusion of the “comply/explain” principles and necessary disclosures as part of the Trust’s Annual Report 2020/21 submission.

JDy advised the review of compliance against the Code of Governance had been undertaken by the Trust Secretary’s Office. The documentation was scrutinised by the CoG Governance Committee and Finance & Performance Committee to which thanks was extended. The report was seeking approval from the Council of Governors that the Trust is compliant with the provisions of the Code of Governance to support the Board of Directors in making the formal statement required in the annual report.

The report was seeking approval from the Council of Governors that the review had confirmed compliance with the Code of Governance to support the Board of Directors in making the formal statement in the annual report.

JDy advised Paula Grayson (PG) had provided a comment prior to the meeting as she was not able to attend. The comment related to Section A.5.5 which stated as evidence “Governors included in annual strategic planning arrangements”. PG felt Governors had not been involved in strategic planning in 2020/21 due to the pandemic and suggested the wording was changed to ensure this was reflected. JDy advised a strategic session had been held with Governors in February 2021 regarding new strategic objectives, which was within the year 2020/21 and therefore no change in wording had been made.

PE commented Section A.4.3 provided a statement as evidence “Board meetings are comprehensively and accurately recorded in the minutes and include any concerns raised by Directors”. PE commented she had noted some typographical errors in the Board papers for the meeting on the 26 May 2021. Her comments had been noted during the Board meeting,

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but it was suggested the errors had not changed the meaning of the papers. PE read a sentence from the minutes where she felt the typographical error had meant the sentence did not make sense.

SSa advised she took responsibility for the Board papers and had been looking to provide the Trust Secretary's Office with greater control over the administration process, which would include undertaking quality checks.

The Council of Governors received, noted the report and approved the statement to support the Board of Directors that the Trust was fully compliant with the FT Code of Governance.

030/21 WORKFORCE DEVELOPMENTS

SL provided a verbal update regarding work underway to develop the Trust workforce. SL advised there was a focus on the behaviours of staff in terms of the expectations of the organisation and working through new digital environments.

SL advised a new appraisal process had been launched which focused on the individual, including looking at their outputs and behaviours. A process was underway to appoint a Director of Equality, Diversity and Inclusion. The work of this post would be extremely influential and a joint post with the ICS.

SL advised a review was underway of the Human Resources function, including the behaviour and specialisms, with a view to transformation. This will ensure the function is properly staffed and equipped with the right skills to deliver the needs of the organisation.

ML provided assurance the new appraisal process had been reviewed by the Finance & Performance Committee in the previous week. One of the strengths of the process was that every conversation between management and staff would include wellbeing, which was exceptionally powerful. There was a big concern regarding the wellbeing of staff in this period and it was important to support staff by focusing on wellbeing in a compassionate way.

MDa commented he was happy there would be a Director of Equality, Diversity & Inclusion as this was much needed and linked with the bullying and harassment presentation. MDa commented "wellbeing" should be added to mental health services. Mental Health forums were adding "wellbeing" to their names as it was important mental health services are also looking at the wellbeing of individuals.

The Council of Governors received and noted the verbal update.

031/21 A COMMUNICATION STRATEGY TO DRIVE CHANGE

MDi delivered a presentation relating to the communication strategy for the Trust. MDi advised there were lots of initiatives taking place and it is important to start to amplify these. The presentation covered the following areas:

- There needs to be a structure and framework to move towards a more responsive plan. It should be what is happening in the next six-months as opposed to what is happening now. It is easier for change to be made if there is a simple plan that people understand.

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- The Trust was currently at the outline stages of a plan and will be looking at sharing stories on a tactical level, with the focus being on people, rather than patients / service users.
- The plan will be using the principles of Feel, Think, Do:
 - **Feel:** This is how colleagues are engaged and feel proud to work for EPUT. This will be looking at what “EPUT” actually means.
 - **Think:** This is around holding workshops of how staff want to take things forward.
 - **Do:** This is the ongoing part of the plan, which will take forward the work developed as part of the first two areas.
- The plan had a core thought which was to save people’s lives, but it is “what we do together matters”. This message and brand will evolve over time.
- There was a keenness to develop a “hero” film, with front line staff saying what they do for their customers.

MDi provided examples of what the branding for the Trust could look like, with the intention being that the tone is fresh and focused on doctors and nurses. MDi advised there was more work to be done and was conscious the presentation was a quick tour of some slides. MDi said he would be happy to return to future Council meetings to provide more information as it developed.

SL clarified the use of the word “customer” during the presentation which had been commented negatively in the live chat of the meeting. SL advised this was to help staff think about people as customers and see how they should be treated when accessing services. It was a change in thinking, but he would be happy to reconsider the terminology if it was not accepted. However, it was important to get people to think about individuals accessing services as customers to get the culture shift needed.

MDa commented he liked the visuals in the presentation, however, there had been a lot of change with the Communications Team recently after a sustained period of stability. MDa commented stakeholders, including Governors, had attended different workshops, including looking at the website, leaflets etc. MDa asked how the feedback from these sessions had been incorporated into the plan as no feedback had been received. MDa also asked what the timeline was in terms of developing the website as it was currently not fit for purpose across different platforms. The social media platform used for the Trust should be reviewed as the Trust has a dedicated jobs Twitter account, but the main EPUT account was posting a number of job adverts. MDa asked whether stakeholders would be involved in the development of the communications plan outlined in the presentation.

MDi noted there were a number of different queries and suggested speaking with MDa outside the meeting to fully understand his point of view and provide an answer to each of the queries. MDa agreed to meet outside of the meeting.

JJ commented that the presentation provided something new and seemed like something that had been wanted for some time. JJ liked the idea of short videos and suggested using public facing reception areas to run good news stories.

TR commented the use of language was very important and did not like the use of the term “saving lives” as a core thought. This was especially important during the Covid-19 pandemic and her experience of working in end of life care, where the emphasis was not always on “saving lives”. TR felt the Trust provided individual care to individual people, not

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just saving lives. MDi agreed and felt it was important the views of staff, such as TR, were important in the development of the communications plan.

SSa suggested holding a strategic session on this with Governors to ensure their views are incorporated and suggested the Council may consider this as a strategic topic for future Council meetings.

Action:

- 1. Establish a strategic session with the Council of Governors to discuss the Communications Plan (MDi)**

The Council of Governors received and noted the presentation.

032/21 TRUST STRATEGIC DIRECTION

PS provided a verbal update regarding the Trust Strategic Direction. PS advised conversations were happening to develop the Trust strategic direction and thanked Governors for their involvement. PS advised there had been engagement with NEDs and confirmed he would provide a further update once all discussions had taken place.

The Council of Governors received and noted the verbal update.

033/21 CO-PRODUCTION

JDy provided a verbal update that a training session would be held in July to include co-production and confirmed this request from Governors had not been forgotten.

The Council of Governors received and noted the verbal update.

034/21 NEW PARTNERSHIP VENTURES TO TRANSFORM CARE

PS provided a verbal update regarding new partnership ventures to transform care. PS advised there were two formal partnerships, the first was the Mid & South Essex Partnership. PS advised SSa had assumed the Chair of the partnership and the Trust had appointed a new lead Director. The Executive Team was fully engaged and the new Director of Engagement was involved. The partnership aimed to align services as quickly as possible and create a clearer strategic direction. This required the need to be more adaptive and flexible at a local level. PS advised the partnership was very conceptual at the moment.

The second partnership was the East of England Specialist Provider Collaborative. This was a joining of commissioning and delivering of specialist services. The process would likely become more common going forward. PS advised the collaborative was close to bringing a proposal to the Board of Directors to go live on the 1 July 2021. There was a good clinical model, but other areas such as financial flows still needed to be sorted.

PS advised there were a number of other possibilities for the Trust to be involved in partnership working. It usually takes time for the partnerships to come together, but the benefit would then be seen in the following years.

The Council of Governors received and noted the verbal update.

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035/21 COUNCIL OF GOVERNORS FUTURE STRATEGIC FOCUS

JDy presented a report providing the Council of Governors with an opportunity to revisit the strategic issues for future discussion in Council of Governors meetings and to agree the timescale over which it might move to commence discussions on any specific themes it chooses to adopt.

JDy advised sessions had been held with Governors to discuss strategic themes, but it had not yet been decided what themes Governors would like to discuss going forward as CoG objectives. JDy advised it would be preferable now for Governors to be involved in the development of Trust strategic objectives and revisit particular strategic themes for Governors once the Trust objectives were in place.

JJ asked for the timescale and whether it could be something considered before the next Council meeting. SSa asked what had happened with the Task and Finish Group established to take this forward. JDy advised the group had been subsumed by discussions around the Trust Strategic Objectives and agreed this group should resume once the Trust Strategic objectives were in place.

The Council of Governors received and noted the report.

Action:

- 1. Re-establish Task and Finish Group to take forward strategic themes for Council of Governors meetings when Trust objectives are finalised. (JDy)**

036/21 NHSE/I SELF-CERTIFICATION REQUIREMENTS 2020-21

JDy presented a report as circulated providing details of the NHSE/I self-certification requirements and which made a recommendation that the Board of Directors make a positive declaration as a result of detailed consideration of compliance with Licence Condition G6. JDy advised it was not for the Council to approve, but to allow Governors opportunity to comment.

JJ advised he had read the report in and assessment in detail and was satisfied the Trust was complying with G6 requirements.

The Council of Governors received and noted the report.

037/21 COG TRAINING AND DEVELOPMENT SELF-ASSESSMENT

CJ presented a report as circulated on behalf of PG providing details of the training undertaken enabling the Governors to agree to a formal statement confirming the learning and training completed by Governors in 2020/21. This was required to support the Board of Directors making a self-certification of this element for NHSE/I.

CJ advised the report confirmed that the Governor training requirements had been met and sought approval to support the Board of Directors in making this statement to NHSE/I.

The Council of Governors received, noted the report and approved the statement as recommended by the CoG Training & Development Committee that the Governor

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training requirement had been met to support the Board of Directors self-certification for NHSE/I.

038/21 CHANGES TO THE COUNCIL OF GOVERNORS AND MEMBERSHIP OF ITS COMMITTEES

CJ presented a report as circulated providing details of changes to the composition of the Council, the current vacancies on sub-committees and the attendance at Council meetings.

CJ advised the vacancy created by the sad passing of Jean Juniper had been filled by David Bamber as the next highest polling candidate. CJ highlighted the vacancies on the sub-committees and advised no Governor had failed to attend more than two Council meetings in a row where action had not already been taken.

The Council of Governors received and noted the report.

039/21 MEMBERSHIP / YOUR VOICE

TB presented a report as circulated providing details of membership plans and initial feedback on the virtual Your Voice meeting held on Microsoft Teams on 18 May 2021.

TB advised that only seven members of the public attended the meeting and input was required from other areas within the Trust to help promote the event, which could form part of the Communications Plan / Engagement Strategy.

SSa commented it was a very informative meeting, but it was disappointing not many people attended. SSa felt the presentations were very content rich, rather than interactive with members. TB agreed and felt the message needed to get back to staff to provide more conversational presentations.

SSa asked when the next Your Voice was scheduled. TB advised it was currently intended to be in September but a decision will need to be made based on the future approach to virtual meetings.

PE commented the report says there was a presentation for Eating Disorders – North East Essex and Suffolk. However, the presentation had been about the service provided in West Essex. PE asked whether the report could be changed. TB agreed to note the change in the minutes.

The Council of Governors received and noted the report.

040/21 GOVERNORS OBSERVING ON STANDING COMMITTEES

CJ presented a report as circulated providing details of the nominated Governor observers for Board Standing Committees. CJ advised there was currently a vacancy for an observer for the Charitable Funds Committee. There had also been comments that the feedback form for the observers was overly long and therefore it had been attached to the report for any comments. CJ requested any comments, but also reminded the Council that the intention of the observer was to help hold NEDs to account, rather than commenting on or contributing to the operational activity of the Committee.

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ARQ commented that there had been an observer at the previous PIT committee and it went well. ARQ asked whether Chairs of the Committee could receive feedback after each meeting. CJ agreed to forward feedback to the Chairs of the Standing Committees.

PE commented she had found the nominations form to become an observer quite aggressive and had not wanted to complete it. She felt the form was requesting individuals to provide details of the reasons they wanted to observe the Committee / what skills they would bring and this may put Governors off. CJ advised the purpose of the form was to be able to prioritise Governors in the first instance if some of the Committees were over-subscribed. This was to be done initially with a view that all Governors who put themselves forward would have a chance to be an Observer. CJ advised the form was the same form Governors completed when putting themselves forward to become a Governor and had not been intended to restrict any Governor from becoming an observer.

JW commented she had met with Paula Grayson following the Audit Committee meeting to clarify anything and suggested this as something for other Chairs to consider. JW also welcomed any feedback from the Committee.

SSa said she was happy this had started and were now able to take this forward.

The Council of Governors received and noted the report.

041/21 GOVERNORS SKILLS AND EXPERIENCES

JJ gave a verbal presentation outlining his skills, experiences and history, including the reasons he became a Governor.

042/21 QUALITY VISITS / VIRTUAL VISITS

CJ presented a report as circulated providing details of actions previously identified by Quality Visits and details of a recently completed Virtual Visit to Substance Misuse Services.

CJ advised he had reviewed the actions identified following Quality Visits to ensure all actions had been completed. There was one action outstanding from a visit to Bernard Ward in October 2019 regarding the availability of TASI training sessions for staff. CJ advised this had been taken forward operationally, but had been delayed during the Covid-19 pandemic. The issue was now being taken forward by the Executive Chief Operating Officer.

CJ advised the Virtual Visit to Substance Misuse Services had gone well and the only negative area identified related to the service not being featured on the Trust website and this had been forwarded to Communications for review. CJ advised the Virtual Visits could continue, depending on the plans for future face-to-face visits.

PE commented she had attended the Virtual Visit to Substance Misuse Services and said the service did not feel they were part of the Trust.

The Council of Governors received and noted the report.

043/21 LEAD AND DEPUTY LEAD GOVERNOR UPDATE

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JJ presented a report as circulated providing an update on activities involving the Lead and Deputy Lead Governors.

The Council of Governors received and noted the report.

044/21 NHS PROVIDERS GOVERNOR ADVISORY COMMITTEE (GAC)

JJ presented a report as circulated providing an update on the work of the NHS Providers Governor Advisory Committee. JJ advised he was no longer a member of the GAC having not been re-elected, but had been contacted to provide advice.

The Council of Governors received and noted the report.

045/21 ANY OTHER BUSINESS

None

046/21 DATE AND TIME OF NEXT MEETING

The date and time of the next meeting is Thursday 7 October 2021 at 16:00. This is subject to the future approach to virtual / face-to-face meetings.

The meeting ended at 16:19

Signed Date

ESSEX PARTNERSHIP UNIVERSITY NHS FT

**Council of Governors Meeting
Action Log (following Part 1 meeting held on 18 February 2021)**

Lead	Initials	Lead	Initials	Lead	Initials
Trevor Smith	TS	Alex Green	AG	Chris Jennings	CJ
Paul Scott	PS	Amanda Sherlock	AS	Alison Rose-Quirie	ARQ
Sean Leahy	SL	Jo Debenham	JD		

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

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
May Pres.	Review respondent data for the Staff Survey to confirm how many BAME staff completed the survey in 2020 compared to 2019, and if this has any correlation with the numbers of BAME staff reporting bullying & harassment experiences.	JDe	Sep-21	Response provided: <i>"In 2019, approximately 637 BAME staff completed the survey compared to approx. 604 BAME in 2020. Therefore, it is unlikely any changes to scores was impacted by the number of respondents from a BAME background."</i>	Closed	
	Provide Staff Survey figures by Area and Directorate to circulate to the Council of Governors.	JDe	Sep-21	Information circulated.	Closed	
	Provide details of any investigations that took place as a result of bullying & harassment staff survey results	DP	Sep-21	Response provided to Governor: <i>"An investigation of the staff survey results against employee relations activity and incident reporting has been undertaken. Following a number of staff focus groups held, including one relating to bullying and harassment the 'Staff Survey – Big Conversations' outcomes have been published and the Trust's People & Culture</i>	Closed	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
				<p><i>Action Plan includes measures to prevent and tackle bullying, harassment and abuse against staff and create a culture of civility and respect.</i></p> <p><i>It is not possible to investigate individual responses to the staff survey as these are anonymised however where a worker raises an issue of being bullied or harassed and investigation will be undertaken in accordance with the Trust's Dignity and Respect Procedure. The Trust has also recently reviewed our Disciplinary (Conduct) Policy and Procedure in partnership with staff side colleague to ensure our Just and Learning Culture is embedded in procedure."</i></p>		
May 031/21	Establish a strategic session with the Council of Governors to discuss the Communications Plan	MDi	Sep-21	Sessions held in July 2021 on Website, Branding and Social Media. Update will be provided to Governors on feedback.	Closed	
May 035/21	Re-establish Task and Finish Group to take forward strategic themes for Council of Governors meetings.	JDy	Oct-21	This will be re-established once the Strategic Objectives have been approved by the Board of Directors in September 2021.	Open	
Dec 080/20	Review PLACE Scores 2019 and confirm reason for decline in Disability Access from 90.4% in 2018 to 84.7% in 2019.	TS	Feb-21	11/02: Fiona Benson, Head of Estates and Facilities confirmed that the PLACE audit scores can fluctuate to this degree year-on-year and the decline in score from 2018 to 2019 on this question is not significant. The scores are based on the opinions of those completing the PLACE audits at the time and therefore changes can be because someone has registered more negative responses than the previous year.	Open	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
				<p>However, to ensure this is fully reviewed the question on Disability Access will be added to environmental audits to provide assurance in this area, particularly as PLACE audits are currently suspended due to the pandemic.</p> <p>18/02: The Council agreed to keep this action open to ensure it is fully followed-up in relation to the environmental audits.</p> <p>21/05: Environmental Audits are being undertaken and this is included, with areas of concern raised to the appropriate group to rectify. PLACE-Lite visits are also being arranged to take place in the summer and Governors will be involved.</p> <p>01/08: PLACE-Lite audits currently underway.</p>		

		Agenda Item: 5(a)			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1			1 September 2021	
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.
An update report from the Chair of the Trust will be provided at each general meeting of the Council of Governors.

Relationship to Trust Strategic Objectives	
SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	✓
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	✓

Relationship to Trust Corporate Objectives	
CO1: To provide safe and high quality services during Covid19 Pandemic	✓
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	✓
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	✓
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	✓

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

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Supporting Documents and/or Further Reading

Main report

Lead

A handwritten signature in black ink that reads "Sheila Salmon". The signature is written in a cursive style with a large initial 'S'.

Professor Sheila Salmon
Chair of the Trust

REPORT FROM THE CHAIR**1.0 Purpose of Report**

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

2.0 Activity update from Chair and the NEDs**i) Sheila Salmon**

I am delighted to report that the Non Executive Directors and I were able to recommence our in person visits to service areas during July. These in person visits compliment the virtual ones that have been happening during the Covid restrictions.

I have personally taken specific notice of the quality of the internal and external environments in our inpatient units and will pursue this focus over the ensuing weeks. I have thus far visited the St Aubyn Unit in Colchester, the Linden and Crystal Centres in Chelmsford and Gloucester and Meadow View wards in Thurrock. I have been accompanied on two occasions by Professor Stephen Heppell who is a global expert on “healthy” spaces and places. He has been analysing what he sees and will be feeding back in due course. Professor Heppell will be working with EPUT in a strategic advisory capacity to support our improvement journey.

I have witnessed countless examples of great care being delivered by our dedicated and highly skilled staff. We have work to do with our estate and particularly our garden areas to create more therapeutic and pleasant areas that are also safe to use. We have some excellent examples on which to develop across the Trust. A steering group has been established that involves staff and service users in the planning and implementation.

The Chief Executive and I have been meeting individually with Chairs and CEOs of Voluntary Sector organisations that operate across our patch. These meetings have been highly informative and important in strengthening existing relationships and creating new ones as well. As a consequence we have agreed to work together on specific care pathways to improve the services offered to the people that we jointly care for and connect with.

ii) Alison Rose-Quirie

Since the last meeting I have attended a virtual Service Users Forum (Brockfield) and heard first hand how patients view our services and suggestions for improvement e.g. better wi-fi connectivity. We have also finally been able to visit services in person again. I recently went to Topaz

ward and the St Aubyn wards to hear of progress and challenges these services are facing. Feedback was captured via the NEDS feedback forms and circulated to the relevant Head of Service.

In addition to the usual meetings calendar, I have attended two MSE ICS Joint Board meetings which has provided an opportunity to build relationships and debate common issues. I also attended an NHS Providers event to hear about Trust wide approaches to Improvement, specifically learning from the Q Community and joined our own Clinical Senate meeting, sharing good practice.

In addition to the PIT Committee I have also taken on the Board NED oversight of the implementation of the Patient Safety Strategy working closely with Natalie Hammond, the PMO Office and Moriam Adekunle, Director of Patient Safety. I have chaired the first Board safety Oversight Group which will now meet monthly to monitor progress. A huge amount of work is being done under our key Safety priorities and it is very clearly a Trust priority. The PIT was postponed in July due to Executive pressures and the August meeting was limited to a Part 2 meeting due to availability of the membership. The next PIT is scheduled for the 10 September. This will include revised Terms of Reference for the Committee to ensure we continue to respond to Trust Governance needs.

Finally I was delighted to be asked to renew my NED term and am now working under the new NED contract.

iii) Janet Wood

It's been another busy couple of months. The Annual Report and Accounts have been audited and received and approved by both the Audit Committee and Board. These will be shared with Governors in due course. The Audit Committee has oversight on the systems of governance, assurance and risk. To this end I have spent time understanding the design principles and timing of the implementation of improvements in three key areas; the Board Assurance Framework, the Accountability Framework and the governance review of committees.

After many months of virtual visits I was delighted to visit our finance department in person in July. I was particularly interested in hearing the experiences of our finance trainees and those who had joined the department during the pandemic.

I am still very actively involved in the Suffolk and North East Essex ICS. I sit on the ICS Chairs group which is now looking at the transition to Suffolk and North East Essex Health and Care Partnership (SNEE). This is a significant project which needs to consider vision, strategy, governance and accountability for the future whilst closing down three individual organisations and continuing the transformation, improvement and recovery of services across the ICS. I also continue as the Vice Chair of the Strategic Investment Group, ensuring scrutiny and accountability of investments.

iv) Amanda Sherlock

I undertook my first 'on the ground' visit to St. Margaret's at Epping. It was lovely to tour the outpatient area and ward areas (in a Covid 19 safe way!). Speaking to staff it is clear that despite the challenges of the last 18 months, there is a real spirit of team work and it was humbling to listen to stories of dealing with loss and overcoming adversity with compassion and commitment.

I have handed over the reins of the Quality Committee to my colleague Rufus Helm and I am really looking forward to developing my skills and knowledge in the SID role with Governors and the Board.

v) Rufus Helm

A slightly quieter period for me because of holidays and the usual August lull - but happy to start my new three-year term as NED for EPUT. With this new term has come new responsibilities as I took on the Chairmanship of the Quality Committee and, with that, membership of the Audit Committee and the new Board Safety Oversight Group.

I've continued my attendance at the EPUT Lab which continues to present interesting innovations; increasingly, these are aimed at supporting more integrated services beyond EPUT's own areas of responsibility and the meeting includes. Also, based on my attendance at the Mid and South Essex Provider Chairs and NEDs meeting it looks like that ICS is making progress in developing the infrastructure to support more integrated working

vi) Manny Lewis

Since the last COG meeting I have continued to chair F&P committees as well as a range of governor constituency meetings. I have continued to represent the Trust on our two Collaboratives - the MSE Community services contractual JV with NELFT and Provide and the East of England Specialist services Regional collaborative and there has been good progress on both. I met with Mark Friend from NELFT who chairs their Finance & Investment Committee and also represents NELFT on the Contractual JV. We shared our areas of common interest and particularly discussed the role NEDs can plan in the JV to ensure it delivers its objectives. We have agreed to meet as a group of NEDs on the JV to stimulate the joint working.

I have met twice with Moriam Adekunle, the Trust's new Director of Patient safety. I am acting as a sounding board for her on the challenges she is facing and she has made an impressive and determined start.

As a group of NEDs we have also been engaging with the MSE ICS Chief Exec and Chair to build a future rapport in support of our joint strategy. These have been very positive meetings.

I also represented the Trust on the stakeholder recruitment panel for the appointment of the HPFT Chief Executive. The existing Deputy, Karen Taylor was appointed and she will take over when Tom Cahill stands down in December. In the process, Karen showed a clear commitment to

partnership working and strengthening the relationship with EPUT which is encouraging.

vii) Mateen Jiwani

What seems to be a quieter time generally, has not reduced the speed in which we work and the high demand for quality. Consistent challenges to the system with Digital transformation has led to some exciting potential journeys for the organisation to start to think differently and consider all of our options and encourage one another to improve access for our patients/clients/users. The ICS has been encouraging and comforting about the future and we have been heard and listened to about the various working relationships. I have the opportunity to do visits to a couple of sites including 'the lakes' where the hard work was witnessed and the challenges for our buildings and teams becomes more evident.

I also have been joining the Audit committee and the PIT, where I hope to continue my position on the membership. Recent audit meetings have shown the dedication to Transforming the system is not shy of thinking differently. I continue work with Anglia Ruskin University and the first collaborative event seems to be now coming to fruition led by the executive representation. My role in navigating the challenge and the barriers to new models of care is now paramount as we move forward and strengthen the leadership of the organisation as a team.

viii) Loy Lobo

Loy has been fully engaged in his NED role across the Trust. Amongst other things, he has joined the Finance and Performance Committee as Vice Chair. He is unable to report in person as he is currently on leave visiting his Father in India.

3.0 Recommendations

The Council of Governors is asked to:

- 1 Note the contents of this report.



Professor Sheila Salmon
Chair of the Trust

Agenda Item No: 5(b)

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		1 September 2021			
Report Title:		Chief Executive Report				
Executive/Non-Executive Lead:		Paul Scott, Chief Executive Officer				
Report Author(s):		Paul Scott, Chief Executive Officer				
Report discussed previously at:		N/A				
Level of Assurance:		Level 1		Level 2	X	Level 3

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

Recommendations/Action Required
The Council of Governors is asked to: <ol style="list-style-type: none"> 1 Note the contents of the report 2 Request any further information or action.

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

Relationship to Trust Strategic Objectives	
SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	x
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	x
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	x

Relationship to Trust Corporate Objectives	
CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

Which of the Trust Values are Being Delivered	
1: Open	x
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			X
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

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Supporting Documents and/or Further Reading

Accompanying Report

Lead

Paul Scott
Chief Executive Officer

**CEO Report
July 2021****1.0 Introduction**

We are now entering a new phase of the pandemic, with many restrictions being eased. Whilst this will be welcome for many we remain conscious that the pandemic is far from over and many people will remain anxious about the impact on them and their loved ones as cases continue to grow. We can take heart that the incredible vaccine programme, that EPUT has been part of, has changed the course of the pandemic for the better, whilst also recognising the risks of the high infection rates. As a health organisation we will take our responsibility to protect our staff and patients from infection as seriously as we did in the earlier phases of the pandemic. We will follow NHS infection control guidance fully and retain social distancing and mask wearing in our non-clinical areas.

The Board has continued meeting our staff and visiting our sites and we have seen, and heard, how tired our teams are from the last 18 months of the pandemic. Our physical and mental health teams have seen increasing caseloads, and have been adapting to new ways of working, whilst having less ability to check in with their colleagues. Ward based staff have seen very strict protocols enforced, restrictions on patient leave and family visiting, high levels of sickness, and increased acuity. Many of our physical health teams have had to work prolonged periods at different locations and had increased case loads. Office based staff have also seen a surge in workload whilst having to work remotely. We have heard that more is needed to have a positive impact on staff wellbeing and resilience and the Executive team will ensure that there is more IT support, a focus on supporting staff who work remotely, and continued efforts to address our staffing shortfall.

I remain in awe, and am very grateful, of the ongoing dedication of all of our staff. It is a credit to all EPUT staff that they remain so committed to serving our patients in such challenging times.

We were able to take a moment for reflection and celebration in July as the NHS celebrated its 73rd Birthday. A number of events marked this amazing milestones across the Trust. As we welcome a new Secretary of State, a new CEO of the NHS and the introduction of legislation to parliament to create Integrated Care Systems as statutory bodies this is a time of opportunity to build on the principles that has underpinned the NHS for 73 years, and prepare for the future with a focus on collaboration with partners and of reducing health inequalities. Mental health and physical community services will be fundamental to the future NHS and we will make sure the voice of our services, and their users, is heard.

2.0 Key Issues**HSE Prosecution**

On 16th June 2021 EPUT was sentenced at Chelmsford Crown Court, following a prosecution by the Health and Safety Executive (HSE). Last November the Trust entered a guilty plea to one charge under Section 3(1) of the Health and Safety at Work Act 1974 following a HSE investigation into one of our predecessor Trusts, the North Essex Partnership University NHS Foundation Trust (NEP). This investigation focused on how former NEP managed environmental risks from fixed potential ligature points in its inpatient wards between October 2004 and March 2015. EPUT was fined £1.5m, which was reduced from a higher amount because of our early guilty plea and our focus on continual improvement with respect to safety.

I was in court for the sentencing and hearing the families describe their experience, and the impact of the loss of loved ones on their lives, was deeply saddening but also incredibly powerful. I will not forget that day and it will drive me to continually improve safety in EPUT's services.

Independent Inquiry

As noted in my previous reports this year, historical events relating to services in North Essex were debated in parliament resulting in the commissioning of an Independent Inquiry. The Trust has been contacted by the Essex Mental Health Independent Inquiry Secretariat, and has received some initial requests for information from them. The Trust has published a statement from the Secretariat on its website. EPUT is fully co-operating with the Inquiry to ensure learning is built into our safety practice.

A draft terms of reference has been shared with EPUT and we are currently preparing our response.

Safety

In January we approved a safety strategy for EPUT, "Safety First, Safety Always" setting out safety as our priority and our ambitions within this.

Since that approval, we have appointed a Director of Patient Safety, adopted ground breaking new technology to enhance safety, introduced a new investigation methodology to include families from the start and significantly increased the financial investment in our wards.

We have also undertaken a full diagnostic and engagement programme to fully understand what challenges our staff face on the wards. Following this work we are clear that, despite significant improvements since EPUT was formed, there is more to do on the fundamentals of care on our wards.

Based on the feedback received we have focussed on short term priorities that we expect to have an impact on our wards in the next 6-9 months:

- Staffing – increased acuity on our wards has seen an increase need for staffing. This has been met through the increased use of temporary staff – we are committed to increasing the number of permanent staff on the wards. This will mean the burden on existing staff is reduced, allowing more time to care; team ethos and communication will be improved; and patients will have more staff they are familiar with enhancing the therapeutic environment.
- Ward environment including ligature risk – as I reference earlier in my report we have significantly increased investment in our ward environments from an average of £1m per annum to £10m last year and £10m planned for this year. With this level of investment appropriate project management and associated systems of control and oversight become even more important and we are committed to improving these.
- Culture of Learning – repeatedly, we have seen the importance of embedding learning from when things don't go as well as we expected, systemically, across all of our wards. We have identified that we can improve our systems, culture and processes in this respect.
- Observation and engagement – partly driven by the staffing issues noted above, and partly driven by too much paperwork, we know that our adherence to policies on observation are not as consistent as we would like. We will focus on ensuring the improved staffing position means that this is changed.
- NHSIE – we have received an offer of support from colleagues at NHSIE to assist in our action planning to address the S.31. A joint team from EPUT and NHSIE will be meeting for a formal kick off W/C 19th.

We have also identified that our structures and governance can be brought up to date. Over the summer we will be introducing structured conversations, based on data and a focus on improving safety, with strengthened, multi-disciplinary, leadership teams in all of our clinical areas. We will ensure that there is enough leadership capacity to enact the changes we want to see and that our governance is appropriately focussed on this. We will also ensure the Executive, and senior leadership team, are visible and engaging with our ward teams as these changes are made to ensure they are having the desired impact on helping our staff and adapting them as necessary based on feedback.

We have also learned that many of our inpatients could be safely supported in their communities and I am really pleased that we have agreed with our local commissioners that circa £20m will be invested into our community mental health teams over the next year. This will be primarily focussed in supporting GP's and those in crisis.

These priorities will be the key focus for the Executive Safety Oversight Group and there will also be a Non Executive Director assigned to support and challenge the Executive.

Children and Adolescent Mental Health (CAMHS) Tier 4 Inpatient Services

All of the content of my report has been brought into sharp focus by the increased pressure we are experiencing in our CAMHS inpatient services.

The pandemic has seen a number of our young people really struggle with their mental health. This has put enormous strain on children's mental health services across the pathway including our inpatient services. We have now reached a point where our services are now at their limit and we have had to close to new admissions to stabilise the service.

We are working very closely with the teams on our wards to ensure we have the appropriate staffing with the right skills. We are also working across the Essex health and care system and I am very grateful for the support shown by partners in this respect.

We hope to be able to re-open to admissions as soon as possible.

Partnerships

We are committed to working collaboratively with our health and care partners to ensure health and care resources are best utilised for the populations needs. I am, therefore, delighted that we have now agreed 2 formal partnerships with our health partners.

The first is a collaborative between the 3 physical community health providers in Mid and South Essex (EPUT, North East London Foundation Trust and Provide). We want to bring the best of all three services to all who use them in Mid and South Essex.

The second is a collaborative of Specialised Mental Health Services across the East of England. This is an exciting development where 6 NHS mental health providers have come together and will have delegated responsibility for the commissioning of "tier 4" mental health services in Children's and Adolescent Services, Eating Disorder Services and Secure Services. This means that clinicians will drive investment, transformation priorities and that services will be better connected to local health and care systems.

We also continue to develop our relationships with Local Government to ensure we are our combined services are working in the best way they can.

The Chair and I have also been engaging with leaders of the voluntary and charitable sector to explore how EPUT can contribute more in this area.

I am committed to ensuring that EPUT is a partner that helps the collective health, care and charitable sectors to increase the positive impact on people's health in the areas we serve.

Health and Care Sector Reform

The health and care sector is undoubtedly under significant pressure as a direct result of the pandemic and my report sets out how these are impacting on EPUT's services. There are many reasons to be optimistic about the future and my report references significant new investment in mental health services, partnerships bringing people together to improve services and a Board committed to learning from the past and improving today.

There are also significant changes planned in health and care structures and I am delighted that the new Secretary of State for Health and Social Care has progressed with these changes. Legislation was placed before parliament in July to create formal new organisations, Integrated Care Systems for April 2022. This brings together health organisations, local government, voluntary sector organisations and patient representatives under one banner with shared objectives. We have already experienced the power of these groups working together and look forward to building on that in the future.

In July the Secretary of State made a decision on ICS Boundaries. Existing boundaries in the EoE will remain the same. I welcome the clarity and stability this creates, although it means we will need to think of mitigations to the potential for fragmentation of the strategies in different ICS's with respect to EPUT (and Local Government). It is important that we ensure there is coherence across natural public sector boundaries (Mental Health, Police, Social Care for example). To this end I have started conversations, and have broad consensus, for a Mental Health Collaborative across the Southend, Essex and Thurrock footprint. There are many views to take into consideration and the conversations will take some time but I think it is very important for the populations we serve that this is pursued.

Strategic Objectives

The Trust Strategic Objectives have been refined and were discussed during Part 2 of the Board of Directors meeting along with the Trust's Vision and Values ahead of wider sharing with Stakeholders. The aim is for formal approval at the Board of Directors meetings scheduled to take place in September 2021.

3.0 Performance and Operational Updates

Safety and Quality

The overall project portfolio has been through further prioritisation and PMO services continue to be rolled out to support safety projects through their lifecycle. Our highest priority focus is on the 5 safety priorities that deliver our 'Safety First, Safety Always' strategy. These are Ligature Risks, Safe Staffing, Engagement & Observations, EPUT Culture of Learning & NHSIE Support Plan.

Our immediate staffing issues are being addressed by a daily SitRep call with HR, ward staff and operations attendance. The call has escalation routes so that issues can be managed through to resolution as soon as they present. In addition, the outputs feed into a daily stand up meeting with the executive which provides further escalation if required.

We have increased resource around the mitigation of fixed point ligature, this includes a dedicated project office support working alongside a Patient Safety Ligature Coordinator that will sit in our estates and facilities team. Their focus will be to ensure that all required remediation works, initially with CAMHS wards, are planned and delivered over the next 3 months.

Our Director of Patient Safety is leading on a Culture of Learning project and our ambition to become a learning organisation. The project has both short and long term delivery objectives to address immediate priorities and trust strategic goals. One of the first

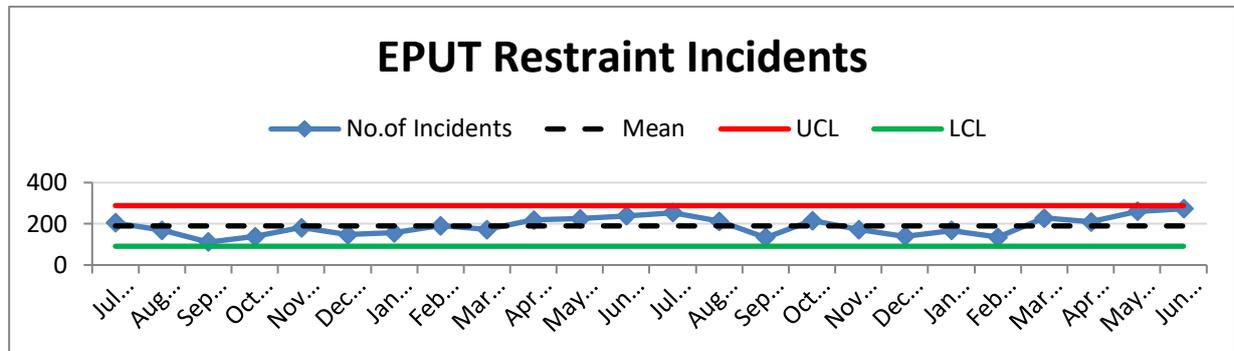
deliverables has been to collate all lessons learned activity into a centrally managed log, which can be shared with all staff and furthermore, embedded.

Our Oxehealth implementation rollout continues with 19 wards, four 136 suites and all seclusion rooms operational. The remaining 136 suite at Basildon is due to go live on the 26th July. Gloucester is scheduled for 10th August and Roding is scheduled for the 23rd August. Whilst Cherrydown and Kelvedon have been going through their refurbishment works we have worked alongside the contractor to install Oxehealth, therefore our scheduled date for these are early September.

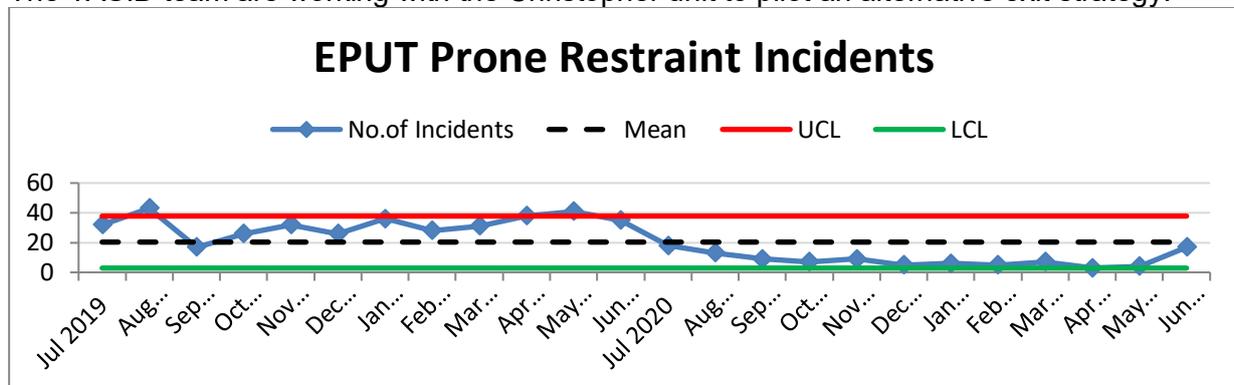
Restraint

Incidents of restraint have remained within control limits for the last 24 months. An internal quality check did demonstrate a link between Covid-19 restrictions and restraint during the early months of the pandemic. A high proportion of restraint incidents over the last 24 months are attributable to 4 wards, Christopher unit, Poplar unit, Larkwood and Longview. In the months of March 21 to June 21 where the number of incidents rose against the mean there were 938 incidents of restraint Trust wide, 546 (58.2%) were attributable to the 4 identified wards.

CAMHS identifying rise in acuity, Christopher unit continues to be a concern but incidents are often attributable to 1 individual patient at particular points in time.



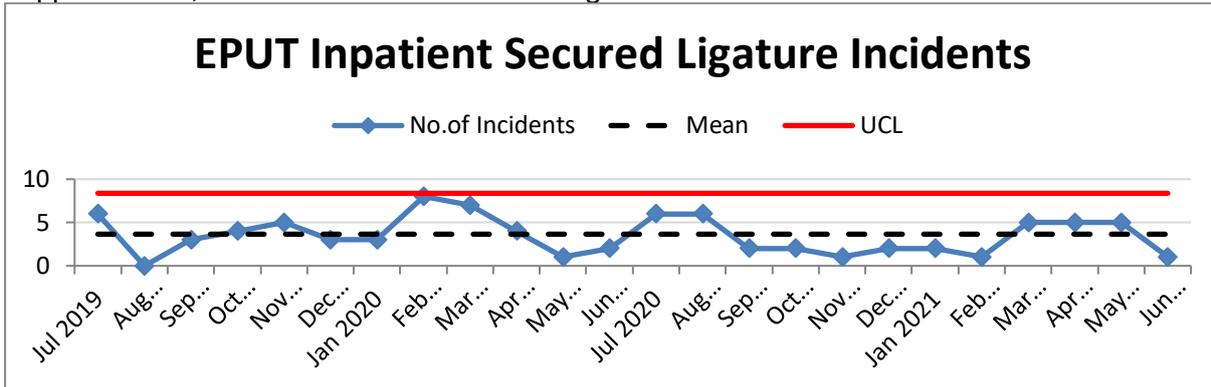
Incidents of prone restraint have maintained a significant decline since June 2020 where all incidents were categorised as critical incidents and subject to scrutiny. At the same time training regarding the administration of IM medication and the use of alternative injection site was put in place and continues. The increase in June 21 that remains below the mean relates to a trust total of 17 incidents 11 of which are attributable to the Christopher unit (64.7%). A high proportion of these incidents relate to enabling staff to exit seclusion safely. The TASID team are working with the Christopher unit to pilot an alternative exit strategy.



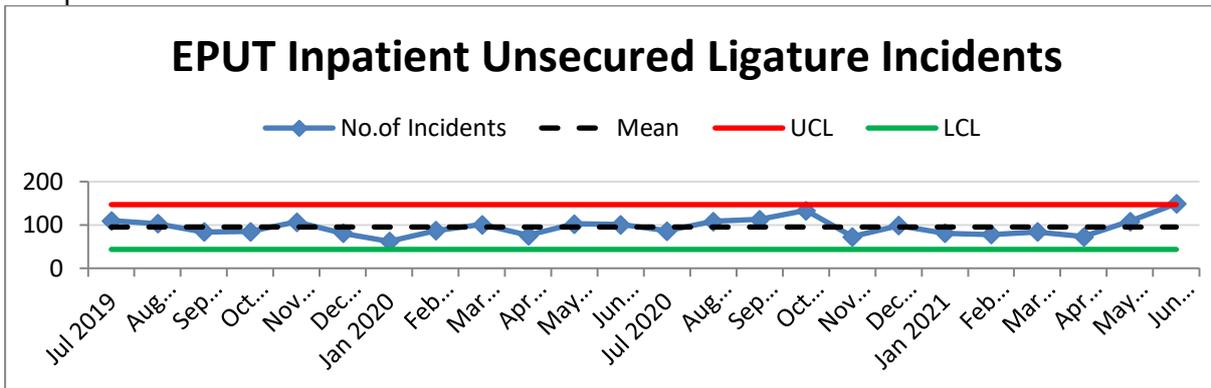
Inpatient Ligature

During 2020/21 100% of the incidents were no/low harm to the patient during 2020.21. The death from a fixed ligature in December 2020 was a patient on one of the older person's functional wards using a profiling bed to secure a ligature. Longview Ward is showing the highest number of incidents and continues to show an upward trajectory (39.5% in

21/22YTD, compared with the 20/21 outturn totalling 40.6%. Workstreams are in place to support wards, review use of items used to ligature and environmental factors.



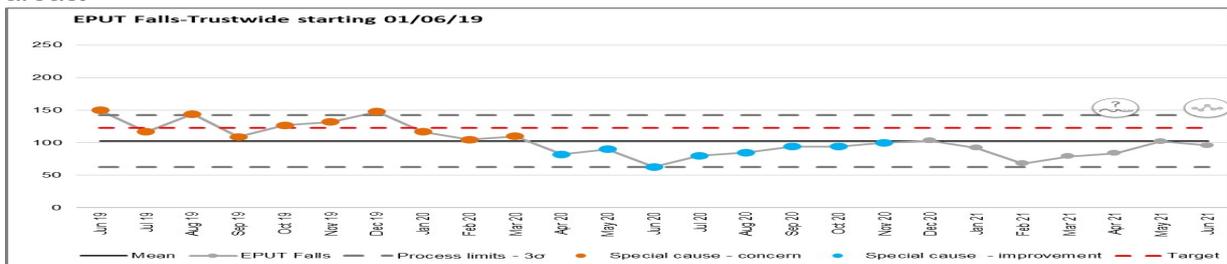
The Lower Control Limit for inpatient secured ligatures is below zero due to the low numbers of reported incidents and has therefore been removed from the above chart.



There were 11 incidents using a fixed ligature point reported during 2021/22YTD compared to 34 during 20/21. The highest levels on Longview, Peter Bruff and Ardleigh (81.9% of all unsecured incidents).

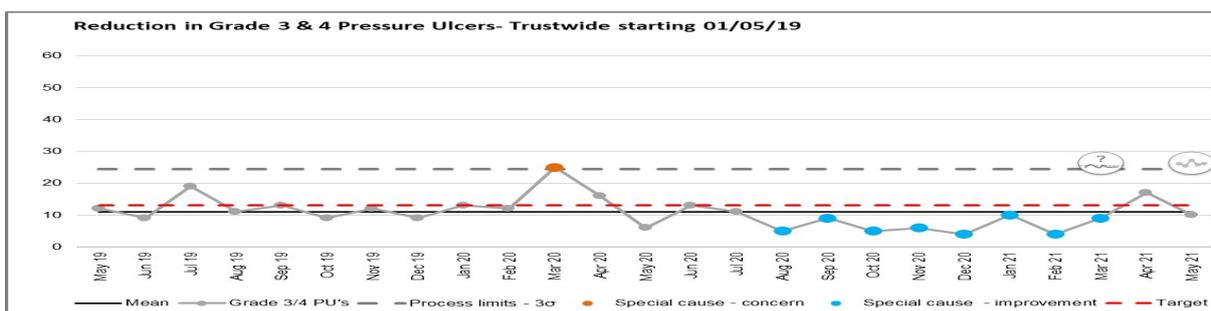
Falls

The overall number of falls and falls resulting in moderate and severe harm continues to decrease. A working group continues to meet and Falls Champions support all inpatient areas.



Pressure Ulcers

The number of pressure ulcers remains constant. Those with omissions in care continue to decrease. Meeting arrangements and support pathways continue to be in place.



Operational Performance

In June there were 24 performance and quality indicators within target, with 7 areas of inadequate performance which included the admission of a person under 18 years to an adult mental health ward via a Section 136 suite, due to the lack of CAMHS Tier 4 bed availability. Psychology waiting times have improved with robust action plans in place for each CCG area

There has been improvement in 4 areas of inadequate performance. CPA 12 month reviews improved from 90.5% to 92.5% with increased performance in all 3 ICS areas. Adult inpatient mental health and PICU sustained a fourth month of better performance. There has continued to be a positive trend in out of area placements (OoAPs), with 20 patients repatriated in June. 23 patients remained in OoAPs at month end and on trajectory to meet the ambition of 0 OoAPs by the end of quarter 2. Performance against the 0% target of clients not seen within 12 months significantly improved.

Occupancy rates were 98.2 outside the national benchmark of 94%.

Five areas requiring improvement remain unchanged from last month. Cardio metabolic assessments, IAPT recovery rates, Essex STaRS, training compliance and temporary staffing have targeted actions in place to improve performance.

Finance

Month 03 Results

- Revenue position - M3 YTD £0.1m deficit against breakeven YTD plan.
- Capital – YTD spend is £1.4m in line with planned expectations. £14.4m annual programme. Progress on delivery of profiled plans will require continued in year monitoring.
- Cash – Sufficient cash resources in place to meet trading operations - £76m bank balance.

Other key issues

- Continued drive to accelerate recruitment to deliver MHIS (£20.9m funding available) schemes.
- Provider Collaborative arrangements and amendments to funding flows from July 21. EPUT becoming lead Provider for £73m services.
- H2 allocations and funding settlements remain uncertain. Block contracts to continue in H2. National expectation that efficiency requirements will be more demanding in H2 (3-3.5%)
- ICS is undertaking a Financial Sustainability review with participation from EPUT.

Covid 19 Vaccination Programme

Since my last report to the COG, the roll out of the COVID-19 vaccination has continued at pace with over 68 million vaccinations now delivered nationwide. EPUT has continued to play a major role in the roll out across Essex and Suffolk, with the large-scale vaccination centres provided by EPUT now have delivered in excess of 668,000 vaccinations since commencement of the programme in January. My thanks are extended to all the staff, volunteers and partner organisations who have been involved in this tremendous achievement. We continue to work hard to urge all those eligible for a vaccine to continue to come forward to take up the offer.

As reported in previous reports, Phase 1 of the programme (offering a 1st dose by 15th April to all those in priority groups 1 – 9 by 15th April) was successfully completed. Phase 2 of the programme (offering a 1st dose by 19th July to all those in priority groups 10 – 12 and continuing to vaccinate those in cohorts 1-9 yet to take up the offer) is well underway. It is

anticipated that all second doses for those in Phase 2 will be completed by the end of September.

Planning for Phase 3 of the programme has commenced which will seek to implement interim advice from the Joint Committee for Vaccination and Immunisation (JCVI) on the potential COVID-19 booster programme. This advice (which may still be subject to change before being finalised) advises that any potential booster programme should begin in September 2021, in order to maximise protection in those who are most vulnerable to serious COVID-19 ahead of the winter months. Influenza vaccines are also delivered in autumn, and JCVI considers that, where possible, a synergistic approach to the delivery of COVID-19 and influenza vaccination could support delivery and maximise uptake of both vaccines. It is also suggested that the COVID-19 booster vaccines should be offered in two stages from September, starting with those most at risk from serious disease in stage 1, and to a second group of individuals in stage 2.

Further advice is expected from JCVI over the summer in relation to the above which will enable arrangements for the roll out of Phase 3 to be finalised. The offer of a 1st and 2nd dose vaccine will also remain in place throughout Phase 3 for all those who have not yet taken up a vaccination.

It is anticipated that delivery of Phase 3 will again be via a range of delivery models including Primary Care Networks (groups of GP practices), Community Pharmacies and large-scale vaccination centres such as those delivered by EPUT. We are therefore working with our partners organisations across Essex and Suffolk to plan how this anticipated programme for Phase 3 will best be delivered to the local population.

People

Recruitment and Retention Highlights

- **Vacancy rate** 6.4% against target of 12%
- **Turnover rate** 9.5% against target of 12%
- **Starters and Leavers** There were 85 staff members who joined the organisation in May 2021 and 72 new starters in June 2021. This figure has decreased from April 2021 when there were 102 starters. 45 staff left the Trust in April 2021 and 34 staff left in June 2021. The Trust has seen a reduction in leavers since the last report provided.
- **Time to Hire** – The Trust has amended the recording of time to hire. Time to hire is now reported from date advert closes to start date. The Trusts current time to hire is averaging 54.5 days
- **Recruitment Programmes**
 - **Student nurse Recruitment** – 80 Student nurses have been offered employment upon completion of training
 - **International Nurse Recruitment** - The first 9 Registered Nurses have been appointed, with 3 interviews yet to be completed for the first cohort. They are expected to land by October 2021.

Sickness Management

- Trust sickness absence rate is 4.8% (target 5%). The Trust has seen a slight increase in general sickness in the last month. The top reason for sickness absence is anxiety, stress and depression (105 staff off sick as at 12th July 2021 – 62% of which is long term absence).
- Over the last two months there have been further significant decreases in covid related sickness absence, however in July we are starting to see increasing covid related absences. In April 71 staff reported covid related absence and further decreases in May where 42 staff reported covid absence. In June we have seen a

slight increase of 66 staff reported covid absence. As at 13th July the Trust has 62 staff reporting covid absence and 46 staff who are isolating but working.

Employee Relations Highlights

- 8 Formal disciplinary cases (1 is in relation to temporary worker)
- 3 Suspensions
- 17 grievances
- 6 Appeals
- 3 Temporary worker appeals (reconsideration)
- 6 Whistleblowing (Supported by HR)
- 3 Employment Tribunals (1 has just had settlement approval by treasury)

Employee Relations activities has remained at similar levels to that previous reported however we have seen an increase in whistleblowing cases supported by HR (increased from 1 to 6)

The HR team have been undertaking a review of Disciplinary policies and procedures based around the seven themes of the National Guidance on NHS Disciplinary processes. The review has also looked at further establishment of just and learning culture when managing staffing concerns. The Trust has worked in partnership with staff side to undertake this review. The Policy and Procedure review has been completed and the policies are currently being ratified by the relevant committees, once ratified the policy will be shared on Trusts public facing internet page and presented at public board meeting. A paper has also been provided to Executive Committee in June on progress of the review.

Temporary Staffing

- Current EPUT Temporary Staffing Establishments

Staff Group	Bank Only	Bank and Substantive
Add Prof Scientific and Technic	47	128
Additional Clinical Services	2087	977
Administrative and Clerical	730	623
Allied Health Professionals	102	139
Estates and Ancillary	134	289
Medical and Dental	55	8
Nursing and Midwifery Registered	836	1314
Grand Total	3991	3478

- Bank and agency usage

	Apr-21	May-21	Jun-21
Timeframe	w/c 29 March 2021 to w/c 19 April	w/c 26 April 2021 to w/c 24 May 2021	w/c 31 May and w/c 28 June 2021
Agency Duties	3915	5752	6584
Bank Duties	22207	30021	31834
Total	26122	30021	38418

- Highest Bank and Agency usage (Hours) – Top 10 teams

Unit (bank Usage)	Hours	Duties	Unit (Agency Usage)	Hours	Duties
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364 EA520 Mh Assessment Unit	9854	879	300 Larkwood Ward	5129.85	460
364 EA504 Hadleigh Unit (Picu)	8470.92	753	300 Longview Ward	4738	423
300 Larkwood Ward	8152.17	746	364 EC490 Camhs I/P Poplar Ward	4005.93	348
300 Longview Ward	6934.08	637	300 Christopher Unit	2722.83	241
364 EA505 SE Willow Ward Adult Inp	6199.65	571	364 E5SWD Avocet Ward (Swch)	1790.75	164
364 EC490 Camhs I/P Poplar Ward	5869.75	538	364 EA301 Rawreth Court	1620.35	144
300 Christopher Unit	4909.5	429	364 EA520 Mh Assessment Unit	1559	138
300 Chelmer Ward	4378	382	300 Ardleigh Ward	1502	132
364 EA302 Clifton Lodge	4132.75	370	364 EA505 SE Willow Ward Adult Inp	1499.58	135
364 EA310 Gloucester Ward	4125.17	365	300 Topaz Ward	1407.5	123

Mandatory Training

- The overall compliance for June is 93%, an increase of 1% from last month.
- Fire In-Patient has reached 91% with an increase of 2% from last month and is now above the compliance requirements. Information Governance continues to improve and stands at 93%, 1% up from May, however, it still remains below compliance of the increased target of 95%. (Fire and IG figures are not subject to a Covid adjusted update frequency, all others quoted are)
- Personal safety 1 still remains a concern at 75%; this was in spite of the fact that we have increased the number of courses to meet the capacity, but very few staff are taking up the extra spaces allocated. Safeguarding Children Level 3 is up 3% from 89% to 91% and is now compliant after 5 months being below requirements.
- TASID is also still an area of concern at 85%, up 1% from last month. This is slowly increasing but still a long way off target 90%.
- All non-statutory training had update periods increased by 1 year at the start of the pandemic. These periods will now be decreased back to the normal update length over the next few months to return to usual by the end of December. Communications have gone out to staff.

Apprentices

Currently we have the following apprentices on nursing/therapy related pathways:

- Associate Practitioner – 14 (with a further 22 due to start in the autumn)
- Level 3 support worker – 52 (these will be able to progress to a nursing or a therapy pathway following completion as we now have therapy modules included and Occupational Therapists as assessors)
- We have 5 staff due to start the nurse degree ‘top-up’ and 7 completing this autumn.
- We will also be recruiting 16 on to the nurse associate apprenticeship this autumn.

Staff Engagement & Well Being

Our Engagement & Well Being offer continues to be best in class, the support required by staff continues at an all-time high with an increasing need for team and individual support.

- Promotion of Staff Survey is ongoing, working closely with communications team to ensure promotion is focused in the lead up to 2021 NHS Staff Survey. Plans for future focus groups to discuss confidentiality and staff survey process in place, hoping to take place in August/September.
- Implementation of the new quarterly Pulse Survey is on track for release late July 21.

- Successful event organised by Staff Engagement Team with attendance by NHS Employers and Survey Leads from other national NHS Trusts to discuss improving response rates.
- Staff Engagement Champions Network Meetings and Grills monthly with last event in July. Newsletter now developed to be shared with Champions. More promotion to encourage new champions. Sponsorship to be implemented with each champion having a senior sponsor to support the delivery of engagement at place of work.
- Continued Staff Engagement/Wellbeing attendance at local team meetings to strengthen staff support message.
- HSJ award for Staff Engagement Award & Menopause Support Group nominations submitted, submissions currently in HSJ judging process and decision expected by end of July.
- Staff Recognition Awards – second round of winners just announced. Received over 290 nominations since new awards scheme launched.

Equality & Inclusion

- Full suite of events and Engagement for LGBTQ+ Pride Month (June), including Video Interview with Staff Network members, “LGBTea Break” session with LGBTQ+ Network Chair, Director for Engagement, Executive Director for People and Culture and Equality Advisor, with special guest appearance from Trans Advocate / Celebrity Jordan Gray. “Show Your Colours” competition throughout month.

Agenda Item No: 5(c)i

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		1 September 2021			
Report Title:	Assurance Report from the Chair of the Board of Directors Remuneration & Nomination Committee					
Executive/Non-Executive Lead:	Professor. Sheila Salmon, Chair of the Trust					
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		
To highlight the work of the Committee during the period of 1 October 2020 to 31 July 2021 from the Chair of the Committee's perspective.	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required
The Council of Governors is asked to: <ol style="list-style-type: none"> 1 Note the contents of the report 2 Request any further information or action.

Summary of Key Issues
This report confirms: <ul style="list-style-type: none"> • the purpose and membership of the Committee; • the Committee met six times during between 1 October 2021 to 31 July 2021; • activities undertaken by the Committee during the year; • assurance the Committee has been fulfilling its Terms of Reference. <p>Due to the Part 2 nature of the meeting, there is no Governor observer for the Committee.</p>

Relationship to Trust Strategic Objectives	
SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	

Relationship to Trust Corporate Objectives	
CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

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 £	Nil
		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			
RemNom	Remuneration & Nomination Committee		

Supporting Documents and/or Further Reading
Attached Report

Lead
Professor Sheila Salmon Chair of the Trust Chair of the Board of Directors Remuneration & Nomination Committee

**Report from the Chair of the Board of Directors
Remuneration & Nomination Committee**

1. Purpose of Report

This report is provided to the Council of Governors by the Chair of the Remuneration & Nomination Committee. It is designed to highlight the work of the Committee during the period 1 October 2020 to the 31 July 2021 from the Chair of the Committee's perspective.

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

2. Committee Purpose

The Terms of Reference of the Committee were approved in May 2021.

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.
- Ensuring arrangements are in place for the appointment of a Deputy Chief Executive Officer, including any additional remuneration for an Executive Director holding the position for a period of time.
- Approving any performance related bonus or earn-back included in Executive Director contractual arrangements.

3. 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, including any performance related bonus payments.
- 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.

4. Annual Review

The last assurance report for the Committee was presented to the Council of Governors in September 2020. Therefore, this assurance report provides assurance for Committee activity from the 1 October 2020 to the 31 July 2021, with the Committee meeting on six occasions:

- 11 November 2020
- 2 December 2020
- 9 December 2020
- 27 January 2021
- 17 February 2021
- 26 May 2021

The following provides the key activities undertaken by the Committee during the year.

Chief Operating Officer (COO) Appointment

The RemNom Committee completed a recruitment process in September 2020 to appoint an Interim COO following the resignation of the incumbent in July 2021. The Committee considered and approved a process for the recruitment to the permanent position in November 2020 and an executive search was undertaken.

The RemNom Committee received the longlist of candidates on the 2 December 2020, however, it was determined no candidates, other than the Interim COO, met the requirement for the Trust. The Committee agreed the Interim COO had performed excellently since their appointment, but agreed a formal interview process should take place to ensure they were able to undertake the role on a permanent long-term basis. The shortened process was agreed given the capacity issues experienced as a result of the Covid-19 pandemic and to give the Interim COO a clear mandate following a formal process. The Interim COO had also been the subject of a formal internal appointment process previously, which had included an application process and formal interview.

The interview took place involving the Chair, CEO and an independent assessor in the form of a CEO from another NHS Trust. The panel agreed unanimously the Interim COO was appointable to the permanent position and this was reported to the RemNom Committee on the 9 December 2020 alongside particular positive responses and some areas for development within the role. The RemNom Committee approved the appointment of the successful candidate.

Corporate Objectives / Chief Executive Officer (CEO) Personal Objectives

The RemNom Committee approved personal objectives for the CEO on the 11 November 2020 with a view these would be used in consideration of any earn-back and non-recurrent bonus payments as previously agreed by the Committee.

The RemNom Committee recognised the difficulty in developing Corporate Objectives due to the changing nature of the Covid-19 pandemic. The Corporate Objectives developed by the

previous CEO had been reviewed and refreshed for the new leadership team; however, the Committee received regular updates in terms of the need to develop formal strategic objectives as the pandemic transitioned into business as usual.

Executive Director End of Year Appraisal 2020/21

The Committee received a summary report from the CEO for the Executive Director End of Year Appraisals at its meeting on the 26 May 2021. The Committee recognised the difficulty faced by the Executive Team during the Covid-19 pandemic and the difficulty in achieving some objectives set at the beginning of the financial year due to the changing nature of the pandemic. However, the Committee unanimously agreed the Executive Team had performed well under the incredibly difficult circumstances. The Committee agreed the appraisal process had been comprehensive and agreed the objectives for each Executive Director as proposed by the CEO.

The RemNom Committee discussed one of the themes of the appraisals relating to the capacity of the Executive Team. The capacity issues had been caused by the Covid-19 pandemic as well as the increased amount of system working required. The Committee agreed for the CEO to present a proposal to the Committee on how to alleviate the capacity issues being experienced.

The Committee also considered the appraisal and objectives of the CEO as presented by the Chair. The Committee agreed the appraisal process had been completed appropriately and the CEO had performed well given the difficult circumstances. There was some discussion around the focus of the CEO for the next financial year and it was agreed this would be fed-back.

Authorisation of CEO Contractual Due Payment

The RemNom Committee agreed a performance related bonus payment to be paid on a quarterly basis subject to the achievement of agreed objectives. The personal objectives agreed in November 2020 were used as a basis for approval of the payment. The Committee meeting on 27 January 2021 agreed the CEO had met his objectives for the first quarter of his contract and therefore agreed the contractual due payment.

Deputy CEO

The CEO requested a change to the Trust Constitution to allow a more flexible approach in appointing individual Executive Directors to deputise in the absence of the CEO dependent on the situation and their remit. The Council of Governors approved the change to the Trust Constitution, but recommended the RemNom Committee develop a process for ensuring a Deputy CEO is appointed.

The RemNom Committee at its meeting on 17 February 2021 approved a process for the appointment of a Deputy CEO, including adhoc situations, planned absences and unplanned absences. This included the convening of the Committee if the CEO was not able to communicate their wishes to the Board to ensure a suitable Deputy was appointed.

The Committee also agreed to consider any additional remuneration package for an Executive Director should the Deputy CEO role continue to over two-weeks due to a prolonged absence of the CEO.

5. Assurance

In my opinion, the Remuneration & Nomination Committee has been fulfilling its Terms of Reference during the period set-out in this report. There have been no issues identified which

needed to be escalated to other Standing Committees of the Board of Directors or to the Board of Directors.

6. Action Required

The Council of Governors is asked to:

- 1 Note the contents of the report
- 2 Request any further information or action.

Report prepared by

Chris Jennings
Assistant Trust Secretary

On behalf of

Professor Sheila Salmon
Chair of the Trust
Chair of the Board of Directors Remuneration & Nomination Committee



**Essex Partnership University NHS
Foundation Trust**

**Auditor's Annual Report
Year ended 31 March 2021**

28 June 2021



EY

Building a better
working world

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The contents of this report are subject to the terms and conditions of our appointment as set out in our engagement letter dated [X].

This report is made solely to the Governing Body, Audit Committee and management of Essex Partnership University NHS Foundation Trust in accordance with our engagement letter. Our work has been undertaken so that we might state to the Governing Body, Audit Committee and management of the Trust those matters we are required to state to them in this report and for no other purpose. To the fullest extent permitted by law we do not accept or assume responsibility to anyone other than the Governing Body, Audit Committee and management of the Trust for this report or for the opinions we have formed.

Our Complaints Procedure – If at any time you would like to discuss with us how our service to you could be improved, or if you are dissatisfied with the service you are receiving, you may take the issue up with your usual partner or director contact. If you prefer an alternative route, please contact Hywel Ball, our Managing Partner, 1 More London Place, London SE1 2AF. We undertake to look into any complaint carefully and promptly and to do all we can to explain the position to you. Should you remain dissatisfied with any aspect of our service, you may of course take matters up with our professional institute. We can provide further information on how you may contact our professional institute.

Section 1

Executive Summary



Executive Summary: Key conclusions from our 2020/21 audit

Area of work	Conclusion
Opinion on the Trust's:	
Financial statements	Unqualified – the financial statements give a true and fair view of the financial position of the Trust as at 31 March 2021 and of its expenditure and income for the year then ended. We issued our auditor's report on 28 June 2021.
Parts of the remuneration report and staff report subject to audit	Qualified opinion on matters prescribed by the Code of Audit Practice issued by the NAO The GAM includes a requirement for total accrued pension, lump sum and CETV disclosure to be included for all members, including members with deferred benefits. The Trust's Remuneration Report does not disclose the total accrued pensions, accrued lump sums and the cash equivalent transfer values for three senior managers, who are no longer employed by the Trust. This information was requested by the Trust from NHS Pensions Agency but was not provided on the basis of the individuals previously opting out of the scheme during 2018/19 and therefore having no active membership during 2019/20 or 2020/21. For this reason, in our opinion, the part of the Remuneration Report subject to audit has not been prepared properly in accordance with the requirements of the Foundation Trust Annual Reporting Manual 2020/21. This is an issue which has impacted on a number of NHS bodies and the fact that this is an omission which results in a qualification of the audit report has been discussed and confirmed with the NAO and NHSI/E.
Consistency of the annual report and other information published with the financial statements	Financial information in the Annual report and published with the financial statements was consistent with the audited accounts.

Executive Summary: Key conclusions from our 2020/21 audit

Area of work	Conclusion
Reports by exception:	
Value for money (VFM)	We had no matters to report by exception on the Trust's VFM arrangements. We have included our VFM commentary in Section 04.
Consistency of the annual governance statement	We were satisfied that the annual governance statement was consistent with our understanding of the Trust.
Referrals to the Secretary of State	We made no referrals.
Public interest report and other auditor powers	We had no reason to use our auditor powers.

Area of work	Conclusion
Reporting to the Trust on its consolidation schedules	We concluded that the Trust's consolidation schedules agreed, within a £300,000 tolerance, to the audited financial statements.
Reporting to the National Audit Office (NAO) in line with group instructions	The NAO did not include the Trust in its sample of Department of Health component bodies.

Executive Summary: Key conclusions from our 2020/21 audit

As a result of the work we carried out we have also:

Outcomes	Conclusion
Issued a report to those charged with governance of the Trust communicating significant findings resulting from our audit.	We issued an Audit Results Report dated 18 June 2021 to the 25 June 2021 Audit Committee.
Issued a certificate that we have completed the audit in accordance with the requirements of the Local Audit and Accountability Act 2014 and the National Audit Office's 2020 Code of Audit Practice.	We issued our certificate on 28 June 2021.

Fees

We carried out our audit of the Trust's financial statements in line with the engagement letter dated 22 June 2021. As outlined in the Audit Results Report, we were required to carry out additional audit procedures to address audit risks in relation to: changes in the scope and extent of our value for money work and reporting due to changes in the NAO Code; consultation on the modification to our audit report related to the information that was omitted from the remuneration report; additional cut off testing at month 6 to address increased fraud risk; consideration of the impact of the HSE fine on various elements of our audit work. As a result, we will need to agree an associated additional fee with the Executive Chief Finance Officer.

We would like to take this opportunity to thank the Trust staff for their assistance during the course of our work.

Debbie Hanson
Associate Partner
For and on behalf of Ernst & Young LLP

Section 2

Purpose and responsibilities



Purpose and responsibilities

This report summarises our audit work on the 2020/21 financial statements.

Purpose

The purpose of the Auditor's Annual Report is to bring together all of the auditor's work over the year. A core element of the report is the commentary on VFM arrangements, which aims to draw to the attention of the Trust or the wider public relevant issues, recommendations arising from the audit and follow-up of recommendations issued previously, along with the auditor's view as to whether they have been implemented satisfactorily.

Responsibilities of the appointed auditor

We have undertaken our 2020/21 audit work in accordance with the Audit Plan that we issued in March 2021. We have complied with the NAO's 2020 Code of Audit Practice, International Standards on Auditing (UK), and other guidance issued by the NAO.

As auditors we are responsible for:

Expressing an opinion on:

- The 2020/21 financial statements;
- The parts of the remuneration and staff report to be audited;
- The consistency of other information published with the financial statements, including the annual report; and
- Whether the consolidation schedules are consistent with the Trust's financial statements for the relevant reporting period.

Reporting by exception:

- If the governance statement does not comply with relevant guidance or is not consistent with our understanding of the Trust;
- To the Secretary of State for Health and Social Care if we have concerns about the legality of transactions or decisions taken by the Trust;
- If we identify a significant weakness in the Trust's arrangements in place to secure economy, efficiency and effectiveness in its use of resources;
- Any significant matters that are in the public interest; and
- Any significant issues or outstanding matters arising from our work which are relevant to the NAO as group auditor.

Responsibilities of the Trust

The Trust is responsible for preparing and publishing its financial statements, annual report and governance statement. It is also responsible for putting in place proper arrangements to secure economy, efficiency and effectiveness in its use of resources.

Section 3

Financial Statement Audit



Financial Statement Audit

We have issued an unqualified audit opinion on the Trust's 2020/21 financial statements.

Key issues

The Annual Report and Accounts is an important tool for the Trust to show how it has used public money and how it can demonstrate its financial management and financial health.

On 28 June 2021, we issued an unqualified opinion on the financial statements. We reported our detailed findings to the 25 June 2021 Audit Committee meeting. We outline below the key issues identified as part of our audit, reported against the significant risks and other areas of audit focus we included in our Audit Plan.

Significant risk	Conclusion
<p>Management override of controls (<i>misstatements due to fraud or error</i>)</p> <p>An ever present risk that management is in a unique position to commit fraud because of its ability to manipulate accounting records directly or indirectly, and prepare fraudulent financial statements by overriding controls that otherwise appear to be operating effectively.</p>	<p>We obtained a full list of the journals posted to the Trust's general ledger during the year, and analysed these journals using criteria we set to identify unusual journal types or amounts. We then tested a sample of journals that met our criteria, checking these to supporting documentation.</p> <p>We tested the accounting estimates most susceptible to bias, being mainly year end and month 6 non NHS accruals, the valuation of land and buildings and the local government pension scheme (LGPS) assets and liabilities.</p> <p>We have not identified any material weaknesses in controls or evidence of material management override.</p> <p>We have not identified any instances of inappropriate judgements being applied.</p> <p>We did not identify any transactions during our audit which appeared unusual or outside the Trust's normal course of business.</p>
<p>Risk of fraud in revenue and expenditure recognition (<i>manipulation of reporting financial performance</i>)</p> <p>We presume that there is a risk that revenue and expenditure may be misstated due to improper recognition or manipulation in order to improve the Trust's reported financial position</p>	<p>We reviewed and discussed with management any accounting estimates for revenue and expenditure for evidence of bias. None was identified.</p> <p>We developed a testing strategy to test material revenue and expenditure streams. We identified no evidence of manipulation.</p> <p>We reviewed and tested revenue and expenditure recognised at the year end had been recognised in the correct financial year.</p> <p>We tested expenditure cut-off between months 4 to 6, due to the risk of expenditure being moved incorrectly into the first half of the year to obtain break-even funding.</p> <p>We reviewed the Department of Health and Social Care agreement of balances data and investigated differences with counter-parties we considered to be significant or unusual. These were few in number and there was no evidence of manipulation of the financial position arising from these procedures.</p>

Continued over.

Financial Statement Audit (cont'd)

Significant Risk	Conclusion
<p>Inappropriate capitalisation of expenditure</p> <p>There is a risk that revenue expenditure will be inappropriately charged as capital expenditure as part of the Trust's significant capital programme.</p>	<p>We tested a sample of additions to property, plant and equipment including assets under construction (AUC), using the lower end of the testing threshold range.</p> <p>We also challenged the classification of additions under each class of property, plant and equipment, including their inclusion as AUC.</p> <p>We tested specific journal entries around capitalisation of expenditure to identify any inappropriate capitalisation.</p> <p>We found no issues.</p>

In addition to the significant risks above, we also concluded on the following areas of audit focus.

Other area of audit focus	Conclusion
<p>Valuation of land and buildings</p> <p>Land and buildings is the most significant balance in the Trust's balance sheet. The valuation of land and buildings is complex and is subject to a number of assumptions and judgements. A small movement in these assumptions can have a material impact on the financial statements including the Trust's charge for depreciation.</p>	<p>In response to this risk, we:</p> <ul style="list-style-type: none"> • Reviewed the competency of the Trust's valuer and concluded they were appropriately competent to undertake the valuation; • Reviewed the relationship of the valuer to the Trust and confirmed the valuer was appropriately independent of the Trust; • Reviewed the output of the Trust's valuer; • Challenged the assumptions used by the Trust's valuer by reference to external evidence and our EY valuation specialists; and • Tested accounting entries have been correctly processed in the financial statements. <p>We were satisfied that the Trust's valuation of land and building was materially stated.</p>
<p>Going concern disclosures</p> <p>The Trust is required to carry out an assessment of its ability to continue as a going concern for the foreseeable future, being at least 12 months after the date of the approved financial statements. There is a risk that the Trust's financial statements do not adequately disclose the assessment made, the assumptions used and the relevant risks and challenges that have impacted the going concern period.</p>	<p>We challenged the adequacy of the Trust's going concern assessment and its disclosure in the financial statements by:</p> <ul style="list-style-type: none"> • Evaluating supporting evidence for indications of bias[;] • Reviewing the cashflow forecast; and • Undertaking a 'stand back' review to consider all of the evidence obtained, whether corroborative or contradictory, before drawing our conclusions on going concern. <p>We were satisfied with the adequacy and sufficiency of the disclosures in relation to going concern.</p>

Continued over.

Financial Statement Audit (cont'd)

Other area of audit focus	Conclusion
<p>Local Government Pension Scheme</p> <p>There are a small number of staff in the Trust who are members of the Local Government Pension Scheme (LGPS) administered by Essex County Council Pension Fund. Accounting for this scheme involves significant estimation and judgement and therefore the management of Essex Pension Fund engage an actuary to undertake the calculations on their behalf.</p>	<p>To gain assurance over these balances, we:</p> <ul style="list-style-type: none"> • Liaised with the administering authority (Essex Pension Fund) to obtain information and supporting evidence over the investment asset values; • Assessed the work of the Pension Fund actuary including the assumptions they have used by relying on the work of PWC - Consulting Actuaries commissioned by National Audit Office for all Local Government sector auditors; • Reviewed the actuarial report and checked that the amounts agreed to the disclosures made in the Trust's financial statements; and • Undertook additional procedures to gain assurance over the material accuracy of the pension fund asset values at 31 March 2021 in order to assess the impact of any significant change on the disclosures in the Trust accounts. <p>We did not identify any material misstatements in the valuation, accounting treatment or disclosure of LGPS transactions in the financial statements.</p>
<p>Agreement of balances with commissioners</p> <p>The current financial pressures within the NHS economy mean that income recognised by the Trust may be disputed by the commissioning body.</p> <p>Disputes may not be resolved by the deadline for completion of the accounts. There is therefore a risk that income in the financial statements may not be fully recoverable.</p>	<p>We investigated differences from the agreement of balances exercise and obtained further evidence from the Trust, where NHS balances and Trust income had not been agreed with the commissioning body, that the income was valid and the collectability of the debt had been considered and accurately reflected in the financial statements.</p> <p>Our work did not identify any issues.</p>
<p>Health and Safety Executive (HSE) prosecution</p> <p>A HSE prosecution was brought against the Trust following an investigation into how the North Essex Partnership University NHS Trust managed environmental risks from fixed potential ligature points in its inpatient wards between 25 October 2004 and 31 March 2015. The outcome of this was announced on 16 June 2021 and the Trust have been fined £1.5 million (to be paid over 5 years) plus costs of £86k.</p>	<p>We discussed with the Trust the impact of the outcome from the HSE prosecution and considered the impact in relation to our going concern procedures and value for money work as well as the impact on the financial statements.</p> <p>We are satisfied that:</p> <ul style="list-style-type: none"> • The impact on the Trust's going concern assessment is not material • The judgement has not identified any weaknesses in the Trust's value for money arrangements for 2020/21; and • The Trust has appropriately treated the judgement as an adjusting event after the balance sheet date and recognised the full liability in its 2020/21 accounts.

Financial Statement Audit (cont'd)

Audit differences

We identified a small number of misstatements in disclosures which management corrected.

We identified two misstatements which management chose not to adjust for:

- An expenditure amount of £78,338 for Covid-19 vaccination spend was recorded incorrectly in 2020/21, when it related to 2021/22. We have estimated the projected misstatement to be £635,785, based on an extrapolation of the error.
- The valuations of land and buildings in the external valuer's report were lower than those recorded in the financial statements. The impact of this misstatement is to overstate the value of buildings by £2.1 million and overstate the value of land by £1.0 million (overall impact £3.1 million). There is a corresponding overstatement of £3.1 million in the revaluation reserve.

Our application of materiality

When establishing our overall audit strategy, we determined a magnitude of uncorrected misstatements that we judged would be material for the financial statements as a whole.

Item	Thresholds applied
Planning materiality	We determined planning materiality to be £17 million as 2% of gross revenue expenditure reported in the accounts. We consider gross revenue expenditure to be one of the principal considerations for stakeholders in assessing the financial performance of the Trust.
Reporting threshold	We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £0.3 million.

Section 4

Value for Money



Value for Money

We did not identify any risks of significant weaknesses in the Trust's VFM arrangements for 2020/21.

Scope and risks

We have complied with the NAO's 2020 Code and the NAO's Auditor Guidance Notes in respect of VFM. We presented our VFM risk assessment to the [Date] Audit Committee meeting which was based on a combination of our cumulative audit knowledge and experience, our review of Trust board, Council of Governors and Audit Committee reports, meetings with the Executive Chief Financial Officer and Head of Financial Accounts and evaluation of associated documentation through our regular engagement with Trust management and the finance team. We reported that we had not identified any risks of significant weaknesses in the Trust's VFM arrangements for 2020/21.

We had no matters to report by exception in the audit report.

Reporting

We completed our planned VFM arrangements work in June 2021 and did not identify any significant weaknesses in the Trust's VFM arrangements. As a result, we had no matters to report by exception in the audit report on the financial statements.

Our VFM commentary highlights relevant issues for the Trust and the wider public.

VFM Commentary

In accordance with the NAO's 2020 Code, we are required to report a commentary against three specified reporting criteria:

- Financial sustainability
How the Trust plans and manages its resources to ensure it can continue to deliver its services;
- Governance
How the Trust ensures that it makes informed decisions and properly manages its risks; and
- Improving economy, efficiency and effectiveness:
How the Trust uses information about its costs and performance to improve the way it manages and delivers its services.

Introduction and context

We have previously reported the Trust the VFM work we have undertaken during the year including our risk assessment to the 25 June 2021 Audit Committee. The commentary below aims to provide a clear narrative that explains our judgements in relation to our findings and any associated local context.

For 2020/21 the Trust has operated within a NHS Financial Framework that has taken into account the significant impact that the Covid-19 pandemic has had on the NHS as a whole as well as individual providers and commissioners. In addition, the Trust has progressed its partnership working with the local Sustainability and Transformation Partnership and the evolving arrangements for an Integrated Care System, which have included shared financial targets.

We have reflected these national and local contexts in our VFM commentary.

Financial sustainability

For 2020/21, the Trust has had the arrangements we would expect to see to enable it to plan and manage its resources to ensure that it can continue to deliver its services.

How the body ensures that it identifies all significant financial pressures that are relevant to its short term and medium-term plans and builds these into them

The Trust's Finance and Performance (F&P) Committee maintains and provides oversight over the financial performance of the Trust. They also have oversight over the Board Assurance Framework (BAF) to identify and evaluate any changes in financial performance related risks. F&P reports quarterly on performance to the Trust Board through outturn reports.

The month end outturn position (and the associated report) is subject to review at a number of levels – it is reviewed by management accountants and their Senior Finance Manager, before further review by the Head of Financial Management throughout the outturn process. This is then reviewed by the Director of Finance at the draft position stage. The final position and annual report is reviewed by the Executive Chief Finance Officer (CFO) before the report is finalised. The finalised reports are presented at Board meeting regularly. Hot spots for overspend are identified at each Board meeting and corrective actions are taken (e.g. high levels of bank/ agency use were address by tight control over staffing level and recruitment to fill up vacant post).

How the body plans to bridge its funding gaps and identifies achievable savings

Management makes recommendations to the Board regarding savings required to address any funding gaps. Monthly reporting on financial performance and planning to the F&P Committee enable the Trust to identify gaps in funding and monitor progress on meeting savings targets.

The Trust has had the arrangements we would expect to see to enable it to plan and manage its resources to ensure that it can continue to deliver its services.

Financial sustainability (continued)

The Board then takes decisions in relation to areas such as strategic initiatives and major transactions and probes for explanations of past results (e.g. budget variances/gaps). There is evidence of constructive challenge by the Board and relevant subcommittees, such as the F&P Committee and the Quality Committee.

How the body ensures that its financial plan is consistent with other plans such as workforce, capital, investment, and other operational planning which may include working with other local public bodies as part of a wider system

The Trust has a vision and a long-term strategic plan (5 years) which articulates how it will deliver its statutory responsibilities. The Trust translates this into an annual operating plan including the financial plans for enabling sustainable delivery of services. This forms the basis of monthly Trust Board reporting. EPUT has a Board Assurance Framework (BAF) in place which identifies business risks, evaluates the significance of those risks and the likelihood of occurrence against strategic priorities. The BAF is reviewed by Executive Operational Standard Committee (EOSC) and Audit Committee regularly. The Trust has aligned its financial plans with its BAF which is a key enabler of delivering its strategic plan, operational plans and statutory duties.

How the body ensures that its financial plan is consistent with other plans such as workforce, capital, investment, and other operational planning which may include working with other local public bodies as part of a wider system

The Trust has had the arrangements we would expect to see to enable it to plan and manage its resources to ensure that it can continue to deliver its services.

The Trust reports to each Board meeting on key performance areas including Patients, Sustainability, People and Quality. The Trust's financial plans include reporting on these wider areas as part of the Trust's mechanisms for monitoring the achievement of targets for each of the key performance areas. Where the Trust identifies a risk to target achievement, it incorporates the resulting identified mitigating actions into the BAF, which enables it to identify the necessary financial resources required to implement the actions.

The Trust's BAF provides a mechanism for the Board to monitor the risks to delivery of the Trust's strategic objectives as well as the effectiveness of the controls and assurance processes. The BAF is reviewed by EOSC and Audit Committee regularly.

The Quality Committee provide assurance to the Board and oversight of the Trust's active role within the local Integrated Care System.

Financial sustainability (continued)

How the body identifies and manages risks to financial resilience, e.g. unplanned changes in demand, including challenge of the assumptions underlying its plans.

The Trust has had the arrangements we would expect to see to enable it to plan and manage its resources to ensure that it can continue to deliver its services.

The Trust maintains an integrated performance report that is reported to the Board and F&P Committee. The report includes actual financial outturn as well as the expected/projected outturn position for the financial year. Within this report the Trust will identify if there are additional risks to financial resilience and required mitigations to deliver financial targets.

During the 2020/21 financial year, the Department of Health made changes to the financial framework for all trusts as part of their response to Covid-19. There is now more certainty in the financial regime for the first half of the 2021/22 financial year, allowing the Trust plan to set a financial plan to deliver breakeven and maintain a good cash position. However further changes are expected within 2021/22 and, given the absence of national guidance for the second half of the 2021/22 financial year, there is a greater level of inherent uncertainty in financial planning from that point in time.

The Trust has recognised these changes and the accompanying uncertainty and increased risk within its BAF demonstrating how the Trust identifies significant financial pressures and builds them into their short term and medium-term plans.

Governance

For 2020/21, the Trust has had the arrangements we would expect to see to enable it to make informed decisions and properly manage its risks.

How the body monitors and assesses risk and how it gains assurance over the effective operation of internal controls, including arrangements to prevent and detect fraud

The Trust's BAF is refreshed annually to match its strategic aims and align to strategic priorities and risks. The BAF outlines the actions being undertaken by the Trust to provide assurance that risks are being mitigated to an acceptable level. This framework provides a comprehensive method for the effective management of the potential risks that may prevent the achievement of the key items (i.e. strategic priorities) agreed by the Board of Directors. The BAF is supported by corporate and service risk registers. The risks assessed are wider than just financial, due to the nature of the Trust's activities. The Trust assesses impact of risks on a matrix of likelihood and occurrence against a strategic priority, with a combined score produced to assess the importance of the risk. The Trust has a risk appetite statement that defines acceptable levels of risk for its activities.

The Trust has had the arrangements we would expect to see to enable to make informed decisions and properly manage its risks.

The BAF is reviewed regularly as the EOSC receive reports monthly and the Board every two months or as per the Board meeting schedule. Earlier in 2021, the EOSC oversaw a complete refresh of the BAF to ensure work is run in parallel to the high-level governance and accountability framework projects. The Trust is currently working on ensuring BAF risks can consolidate where practical and that the Trust achieves regular Executive engagement on a monthly basis.

The Trust has an internal audit service to help gain assurance over the effective operation of internal controls. It also has a Local Counter Fraud Specialist (LCFS) as part of its arrangements to prevent and detect fraud. The Trust's LCFS regularly reviews the Trust's policies and procedures and inputs into the Trust's counter fraud policy to ensure the Trust's internal processes are robust as possible. In addition to this, LCFS also run a series of counter fraud awareness sessions throughout the year and online surveys are undertaken and used to check staff awareness of counter fraud processes.

The Executive Chief Finance Officer (CFO) is responsible for the adequate provision of Internal audit with oversight from the Audit Committee. Trust management is responsible for responding to the internal audit findings appropriately and in a timely manner with appropriate challenge from the Audit Committee. The Audit Committee receives a copy of the counter fraud plan each year and approves the activities and proactive audits to be undertaken. LCFS attend all Audit Committee meetings and updates members on the progress of all investigations, proactive audits and awareness sessions.

Governance (continued)

How the body approaches and carries out its annual budget setting process

The Trust develops its financial plan and budget using dual processes:

Top down: where the Trust quantifies the core financial gap to assess its affordability envelope and inform the scale of the efficiency expectation for forthcoming year. This is developed through the application of national and local planning assumptions, as well as known commitments.

Bottom up: where the Trust develops a granular level of activity, income, expenditure, workforce, capacity and efficiency planning. The Trust then triangulates these plans with operational, performance and workforce leads.

The financial plan is reviewed by the F&P Committee before being presented to the Board for approval prior to 1 April.

How the body ensures effective processes and systems are in place to ensure budgetary control; to communicate relevant, accurate and timely management information (including non-financial information where appropriate); supports its statutory financial reporting requirements; and ensures corrective action is taken where needed.

The Trust has had the arrangements we would expect to see to enable to make informed decisions and properly manage its risks.

The CFO oversees the adoption and operation of the Trust's Standing Financial Instructions including the rules relating to budgetary control, procurement, banking, losses and controls over income and expenditure transactions. The CFO reports to the F&P Committee that oversees and ensures that effective processes and systems are in place to ensure budgetary control. This is evident through the quarterly reporting by the F&P Committee to the Board to indicate the actual financial outturn compared to the budget/plan. Hot spots for overspend are identified at each Board meetings and corrective action are taken (e.g. high level of bank/ agency use was addressed by tight control over staffing level and recruitment to fill up vacant post).

Reporting to the Board also includes the full range of non-financial management information on all the Trust's key performance areas. As the Trust deliver a wide range of services commissioned by different Clinical Commissioning Groups (CCGs) and specialist commissioners. There are a large number and wide variety of mandated, contractual and locally identified key performance indicators (KPIs) that are used to monitor the performance and quality of services delivered.

Governance (continued)

Each year, the Board of Directors approve a performance framework for the Trust that includes target levels of performance across the entire range of the organisation's activities; from front line customer care; to the efficiency of back office functions; to the well-being of staff. The targets that have been agreed by the Board are then monitored at inpatient ward, community team and individual consultant level. In addition to these targets, managers at the Trust monitor local trends and measure the other work that EPUT do to compare how well their services are performing. Activity is recorded and sent in a report to the CCGs. These monthly reports compare the levels of activity that have been planned to the actual activity that has taken place and highlight any areas of concern.

Performance against all KPIs are provided to the F&P Committee each month and any areas of significant under-achievement are advised to the Board of Directors as 'Inadequate indicators' each month. Updates on how the Trust address these 'inadequate indicators' are also reported on and are evaluated and approved by the Board of Directors.

The Trust has had the arrangements we would expect to see to enable to make informed decisions and properly manage its risks.

How the body ensures it makes properly informed decisions, supported by appropriate evidence and allowing for challenge and transparency. This includes arrangements for effective challenge from those charged with governance/audit committee.

The effective operation of the Board, supported with regular, clear and relevant information, is the Trust's key tool for ensuring that it makes properly informed decisions. Published Board papers and minutes evidence the challenge made by non-executive members and the transparency in decision making.

The Audit Committee meets quarterly, is comprised of appropriately skilled and experienced members, has clear terms of reference which emphasises the Committee's role in providing effective challenge and has an annual work plan to help ensure that it focuses on the relevant aspects of governance, internal control and financial reporting. We attend all meetings of the Audit Committee and have directly observed the challenge given by non-executives in their role as the body charged with governance for the Trust.

Governance (continued)

How the body monitors and ensures appropriate standards, such as meeting legislative/regulatory requirements and standards in terms of officer or member behaviour (such as gifts and hospitality or declarations/conflicts of interests).

The Trust has had the arrangements we would expect to see to enable to make informed decisions and properly manage its risks.

The Trust has policies and procedures in place to ensure that staff operate in accordance with relevant legislative and regulatory requirements. These policies and procedures are monitored and reviewed by the Audit Committee annually. The Trust has an appointed 'Principal Freedom to Speak Up' guardian as well as local guardians, which allow staff to raise any further concerns.

The Trust has a comprehensive system of internal control; this includes Standing Orders (SOs), Standing Financial Instructions (SFIs), Standards of Business Conduct (SBC), and disciplinary procedures in relation to fraud. The SOs, SFIs and SBC are set out in the Scheme of Reservation & Delegation (SoRD) and Governance Manual approved by the Trust Board and circulated to all staff. The aim of the Standards of Business Conduct is to protect the Trust and its staff from any suggestion of corruption, partiality or dishonesty by providing a clear framework through which the Trust can provide assurance that staff conduct themselves with honesty, integrity and probity.

The Trust has specific policies for staff and non-executive directors in respect of gifts and hospitality and conflicts of interest. Annually, all Senior Staff and non-executive directors as well the governors are required to make declarations. These declarations are recorded in a register and disclosed within the Annual Report.

Improving economy, efficiency and effectiveness

For 2020/21, the Trust has had the arrangements we would expect to enable it to use information about its costs and performance to improve the way it manages and delivers services.

How financial and performance information has been used to assess performance to identify areas for improvement.

The CFO produces a finance report which is considered by the F&P Committee and forms part of the Integrated Performance Report presented to every meeting of the Trust Board. This considers the current and forecast financial performance and position of the Trust, details of variations from plan, updates on funding arrangements which have changed throughout the year due to the impact of Covid-19, financial risks to the Trust and mitigating actions as appropriate.

This is presented together with extensive reporting on performance, quality and workforce metrics so that a complete balanced scorecard for the whole Trust and its outputs can be considered by executives and non-executives. This is then used to identify areas that need to be improved and is also linked through to the BAF and wider risk management arrangements where areas needing improvement create corporate risks for the Trust.

The Trust has the arrangements we would expect to enable it to use information about its costs and performance to improve the way it manages and delivers services.

The Board receives reports on performance in its key areas, which includes Patients, Sustainability, People, Quality and Systems & Partnerships. The reports clearly outline performance against planned targets and outcomes. Depending on the performance area, a Board committee will have oversight of the actions being identified and taken to address areas where performance is below plan. Each committee has a process in place for monitoring agreed actions and these are then included in subsequent Board reports.

How the body evaluates the services it provides to assess performance and identify areas for improvement

The Trust has an array of ways of measuring its own performance across all aspects of its operations. It brings these together in the form of monthly reporting to the Board against national and local indicators. The Integrated Quality & Performance Report sets out at the performance of the Trust against a range of key indicators. Where performance is below plan, these reports highlight the action being taken to seek the required improvement. The F&P Committee, People, Innovation and Transformation Committee, and Quality Committee have a responsibility to receive and scrutinise action plans that mitigate significant potential risks identified. The Trust publishes an annual Quality Report outlining the its performance against a wide range of quality measures, albeit not required for EPUT in 2020/21.

Improving economy, efficiency and effectiveness

The Trust is regularly inspected by the Care Quality Commission (CQC), with the most recent overall report on how well the Trust uses its resources being in October 2019 and reporting a “good” overall rating. This included “outstanding” ratings for the ‘Caring domain’ and for ‘CAMHS’ and ‘End of Life Care.’ There was an unannounced CQC visit that was carried out on 29 October 2020, focusing on Finchingfield Ward following a series of incidents that took place on the 23rd October. The CQC provided a high level feedback letter on the 3rd November which provided positive areas in addition to issues that they identified as holding the Trust back. The CQC identified 6 areas of concern that needed significant improvement, 4 of which had an improvement timescale of 27th December 2020, which was achieved.

There is therefore evidence of immediate actions were taken following the incidents and following the CQC inspection including the establishment of an Intensive Clinical Support Group. An action plan was developed to address immediate concerns, clinical support needed for the ward and wider learning. The actions were monitored via the Intensive Clinical Support Group and were used to prepare for the final inspection report. This CQC action plan was closed following confirmation from the CQC. The Trust is now taking forward an internal action plan using the CQC information, and developing it across the wider service, therefore there is no longer a CQC Action Plan to report against.

The Trust faces further challenge and change beyond 2021 which will form part of our 2021/22 VFM arrangements work.

How the body ensures it delivers its role within significant partnerships, engages with stakeholders it has identified, monitors performance against expectations, and ensures action is taken where necessary to improve.

The Trust has an established Systems and Partnerships Committee which provides oversight of its active role within the local Integrated Care System (ICS). An executive director and non-executive director head up work in each of the three of the integrated care systems that EPUT operate in: Mid and South Essex Health and Care Partnership, Hertfordshire and West Essex and Suffolk and North East Essex. This has ensured a strong Trust presence at decision-making ICS meetings, ensuring mental health and community health services remain a high priority in all system-wide considerations. This has also enabled ongoing scrutiny of the equality of service delivery to different groups.

An integral part of the Trust is the Council of Governors which brings the views and interests of the public, service users and patients, carers, our staff and other stakeholders into the heart of our governance. This group of committed individuals has an essential involvement with the Trust and contributes to its work and future developments in order to help improve the quality of services and care for all our service users and patients.

Improving economy, efficiency and effectiveness

The Trust believes that receiving and acting on feedback from its service users is crucial to maintaining the high-quality standards it sets itself and work has continued throughout 2020/21 to increase the feedback received and actions taken. The Trust uses a range of mechanisms to gather feedback from our service users, including; *Organisational and national patient surveys*; *“Your Voice” meetings* giving service users, carers, members of the Trust and Governors as well as the public a chance to speak directly to the Chief Executive about the services provided by EPUT; *Stakeholder Reference Group set up to involve service users in transformation work within the Trust (this will be replaced by a Patient Council in 2021/22)*.

During 2020/21, the Patient Experience Team finalised a project to engage with professionals with experience in their field (such as doctors, nurses and therapists) to co-produce the Trust’s new Patient Experience Framework for 2020-2023, which is available on the Trust’s website. The Trust also has a Membership Framework in place that recognises the need to put service users and the public at the heart of our engagement. It outlines the visions for membership and includes the priorities to build an effective, responsive and representative membership body that will assist in ensuring the Trust is fit for its future in the changing NHS environment. The Trust seeks to ensure it is inclusive in its approach in engaging the community, appreciating the wide social and cultural mix of its constituencies. This Framework will be reviewed in 2021 to ensure that it is still current and in line with the future membership plans and the Trust’s emerging strategy for the coming years.

The Trust has the arrangements we would expect to enable it to use information about its costs and performance to improve the way it manages and delivers services.

Where the body commissions or procures services, how the body ensures that this is done in accordance with relevant legislation, professional standards and internal policies, and how the body assesses whether it is realising the expected benefits

The Trust use national contracts or agreements wherever possible, primarily through NHS Supply Chain, the Crown Commercial Service and NHS Commercial Alliance. Where it is not possible to use a national agreement, contracts are advertised in the public domain via the government portal Contracts Finder.

Procurement of services is undertaken by the Trust’s in-house Procurement team. The team has appropriately qualified staff and policies to ensure that procurement is undertaken in accordance to legislation. Where specialist knowledge is required, the Trust will obtain advice, legal advice relating to tender or routes to market. The Trust has not received any procurement challenges during 2020/21.

Improving economy, efficiency and effectiveness

The Trust has the arrangements we would expect to enable it to use information about its costs and performance to improve the way it manages and delivers services.

The Trust takes all reasonable steps to ensure laws and regulations are complied with. This includes ensuring appropriate knowledge and expertise of its own staff and, where required obtaining professional and specialist advice in certain areas e.g. VAT, employment, Health and Safety. The Trust receives a quarterly update from its legal advisors which identifies all recent legal cases or legislation potentially relating to Trust business. The Executive Operational Standard Committee are provided with details of any material claims from the Executive Director of People and Culture.

Public stakeholders, including Clinical Commissioning Groups, Sustainability and Transformation Partnerships (STPs) and Local Authorities are involved in managing key risks through well-established contract management and partnership committee structures that oversee the operational delivery of and potential threats to services delivered in partnership. In addition, the Trust imparts information to the Council of Governors on key risks that may have arisen or are likely to materialise, through regular meetings. System wide partnerships, working arrangements and mutual aid principles have proved invaluable during the Covid-19 crisis.



Section 5

Other Reporting Issues

Other Reporting Issues

Department of Health and Social Care /NHSI England Group Instructions

We are only required to report to the NAO on an exception basis if there were significant issues or outstanding matters arising from our work. There were no such issues.

Governance Statement

We are required to consider the completeness of disclosures in the Trust's governance statement, identify any inconsistencies with the other information of which we are aware from our work, and consider whether it complies with relevant guidance.

We completed this work and did not identify any areas of concern

Report in the Public Interest

We have a duty under the Local Audit and Accountability Act 2014 to consider whether, in the public interest, to report on any matter that comes to our attention in the course of the audit in order for it to be considered by the Trust or brought to the attention of the public.

We did not identify any issues which required us to issue a report in the public interest.

Other powers and duties

We identified no issues during our audit that required us to use our additional powers under the Local Audit and Accountability Act 2014 OR

Other Reporting Issues (cont'd)

Control themes and observations

As part of our work, we obtained an understanding of internal control sufficient to plan our audit and determine the nature, timing and extent of testing performed. Although our audit was not designed to express an opinion on the effectiveness of internal control, we are required to communicate to you significant deficiencies in internal control identified during our audit.

We have adopted a fully substantive approach and have therefore not tested the operation of controls. We have however not identified any significant deficiencies in the design or operation of an internal control that might result in a material misstatement in your financial statements,

Appendix A

Audit Fees



Audit Fees

We have identified a number of additional risks, changes to our audit scope and have undertaken additional procedures since the issue of our Provisional Planning Report in relation to our 2020/21 audit.

We have therefore proposed an additional fee in relation to the work associated with addressing these issues and have agreed this with management.

The main areas of additional work relate to:

- changes in the scope and extent of our vfm work and reporting due to changes in the NAO Code;
- consultation on the modification to our audit report related to the information that was omitted from the remuneration report;
- additional cut off testing at month 6 to address increased fraud risk; and
- consideration of the impact of the HSE fine on various elements of our audit work.

The final agreed fee is summarised below.

(Excluding VAT)	Final Fee 2020/21	Planned fee 2020/21	Final fee 2019/20
	£	£	£
Audit of Essex Partnership University NHS Foundation Trust - contract price for audit services including quality report	65,000	65,000	50,000
Additional audit procedures to address risks related to: Assessment of going concern, which was impacted by Covid-19; Valuation of land and buildings and investment properties, which was also impacted by Covid-19; Work on the local government pension scheme	0	NA	8,200
Additional audit procedures to address risks related to:			
• Going concern assessment - impacted by Covid-19 and the HSE fine	575		
• Additional work related to vfm assessment and reporting due to the new NAO Code and consideration of the HSE judgement on vfm arrangements	533		
• Consideration of the impact of information which was not available for inclusion in the remuneration report and consultation on the resulting modification to the audit report	5,212	NA	NA
• Additional testing on: expenditure cut off at month 6 to address the risk due to Covid-19 funding arrangements; capital additions; accounting for the HSE fine	3,180		
Reduction due to the removal of the requirement for auditors to issue a limited assurance opinion on the quality report	(3,000)	NA	(2,000)
Independent examination of Essex Partnership University NHS Foundation Trust Charities	4,500	4,500	2,000
Total audit	£76,000	69,500	56,200

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SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1					1 September 2021	
Report Title:	Annual Review of Audit Services						
Executive/Non-Executive Lead:	Janet Wood, Chair of the Audit Committee						
Report Author(s):	Clare Barley, Head of Financial Accounts						
Report discussed previously at:	Audit Committee						
Level of Assurance:	Level 1		Level 2	✓	Level 3		

Purpose of the Report		
To present the annual review of external audit services and seek approval from the Council of Governors on their re-appointment from 1 st October 2021.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1 Note the contents of the report 2 Approve the reappointment of Ernst and Young as the Trusts external auditors for a further 12 month period commencing 1st October 2021 3 Request any further information or action.

Summary of Key Issues
<p>The external audit service is provided by Ernst and Young and the Trust is in the fourth year of a potential five year contract (subject to annual reappointment by the Council of Governors).</p> <p>A review of external audit services has been undertaken by the Audit Committee in terms of both price and service delivery. The external audit fee continues to remain comparable to other similar organisations despite additional charges being incurred for such areas as the impact of Covid-19 and new accounting / auditing standards. The service received from the senior audit team continues to be professional and responsive, and all audit deadlines have been met over the term of the contract.</p> <p>On the basis of this review, the Audit Committee agreed to recommend to the Council of Governors that the contract be renewed for a further 12 months commencing 1st October 2021. This will be the final time the contract can be reappointed to without the need for a full market testing exercise. As for the previous market testing exercise, governors will be involved in this process.</p>

Relationship to Trust Strategic Objectives	
SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	

Relationship to Trust Corporate Objectives	
CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	

CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	✓
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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 £				
	Nil				
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> <tr> <td></td> <td></td> </tr> </table>	YES/NO	If YES, EIA Score		
YES/NO	If YES, EIA Score				

Acronyms/Terms Used in the Report

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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 re-appointment of Ernst and Young from 1st October 2021.

2 Executive Summary

2.1 Background

The Trust receives an external audit service from Ernst and Young, and is nearing the end of the fourth year of a (potential) five-year contract. This contract needs to be reviewed and reappointed to as of 1st October 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 in 2017, Ernst and Young were appointed as the Trusts external auditors with effect from 1st October 2017. The contract was initially awarded for a 12 month period, with the option to extend for a further 48 months. In line with the Trust's SFI's, the contract is reviewed by the Audit Committee each year and the reappointment of Ernst and Young for a further 12 month period 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 exercise included a price of £55k for year 1, which reduced to £50k per annum thereafter. These prices excluded VAT and the independent examination of the Charity accounts.

However, following the completion of the audit in each financial year, further fees have been negotiated with Ernst and Young to incorporate the impact of additional work not known at the time of the market testing exercise. These additional costs generally related to national changes or the implementation of new accounting or auditing standards. However, for the 2020/21 financial year, the Trust also incurred additional fees relating to Covid-19 and the impact of the HSE investigation on the annual accounts.

The Committee have undertaken a review of the audit fee compared to other similar organisations, and this has demonstrated that the Trusts audit fee continues to remain comparable at 0.02% of income each year.

Service

Debbie Hanson continues to hold the role of Associate Partner, with Martina Lee as Audit Manager and May Boon as Audit Senior. During 2020/21, the Trust has continued to receive an excellent level of support from this senior team.

During the year, there has been good attendance at both Audit Committee meetings, and Pre-Audit Committee meetings with the Audit Chair and finance department. In addition, fortnightly meetings between the Executive Chief Finance Officer, Head of Financial Accounts and the senior audit team were established in the lead up to the year end accounts and throughout the audit period. This supported a no-surprise culture between both parties and allowed discussions around the impact of the HSE investigation on the Trusts accounts to be held at an early stage and for Ernst and Young to plan their work accordingly.

In discussion with the auditors, the Trust adopted the extended timetable for the submission of the annual report and accounts, and the auditors worked with the Trust to ensure that this deadline was met. The Trust acknowledges the uncertainty that the late receipt of guidance from the NAO on the value for money assessment placed on their work plan, and is grateful for the auditors in being able to issue their certificate of completion on both the opinion work and value for money assessment on the same date.

As in the previous financial year, the auditors completed their audit entirely remotely but were able to access the finance system via a Trust laptop which was again provided to them. In addition, MS Teams was utilised to maintain communication between the audit and finance teams. However, it is hoped that with the relaxing of the rules around Covid-19 going forwards, that the audit for 2022/23 may be able to be undertaken by a hybrid of remote and office based working.

In summary, the Trust has continued to receive an excellent service from Ernst and Young for the 2020/21 financial year which provides value for money.

2.3 Next Steps

Subject to the review of the attached report, the Council of Governors are asked to approve the reappointment of Ernst and Young for a further 12-month period commencing 1st October 2021. This will be the last year that the contract can be extended, and therefore a full market testing exercise will need to be undertaken with a start date of 1st October 2022. It is envisaged that this will commence during April 2022 and governors will be included in the appraisal process.

3 Action Required

The Council of Governors is asked to:

- 1 Note the contents of the report
- 2 Approve the reappointment of Ernst and Young as the Trusts external auditors for a further 12 month period commencing 1st October 2021
- 3 Request any further information or action

Report prepared by

Clare Barley
Head of Financial Accounts

		Agenda Item No: 5(f)				
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1				1 September 2021	
Report Title:		Quality Indicators				
Report Lead:		Natalie Hammond Executive Nurse				
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 the Council of Governors with the local indicators from the Quality Account 2020/21 to select one for auditing and arrangements for the future.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1. Note the contents of this report. 2. Agree one of the local indicators listed in the Quality Account for auditing.

Summary of Key Issues
<p>All providers of healthcare services in England under the auspices of the NHS are required to provide a Quality Account and publish it by the end of June each year. The requirements for this have been amended for the past two years due to the Covid-19 pandemic.</p> <p>In normal circumstances, the Trust is required to obtain assurance from its external auditors on the Quality Account, however, this requirement has been suspended for the previous two years. The assurance process included the Council of Governors selecting a quality indicator for data quality testing, which is undertaken by the Trust Auditors.</p> <p>The Council of Governors accepted the reason for the suspension of these requirements during the pandemic, but have requested whether a retrospective audit could be undertaken on a chosen local indicator, even though the Quality Account 2020/21 has been finalised. The usual process is for Governors to receive a voting form, listing the Quality Indicators, with the indicator receiving the most votes taken forward by internal audit. However, due to time constraints, it is proposed the Council review the below indicators and make a decision at its meeting on the 1 September 2021. The chosen local indicator will subsequently be audited by the Trust Internal Auditor (BDO):</p> <p>Patient Safety:</p> <ul style="list-style-type: none"> • Restraints • Safer Staffing • Serious Incidents <p>Patient Experience:</p> <ul style="list-style-type: none"> • Complaints • Patient Environment <p>Clinical Effectiveness:</p> <ul style="list-style-type: none"> • Delayed Transfers of Care

An extract of the Quality Account for 2020/21 has been attached to this report as Appendix 1 to provide context for the indicators to help in making the decision.

In addition, it has been agreed the process for the Council of Governors selecting a local indicator for auditing will be reinstated for the next Quality Account, regardless if this is still suspended nationally.

Relationship to Trust Strategic Objectives

SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	✓
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	✓

Relationship to Trust Corporate Objectives

CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

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	
CoG	Council of Governors

Supporting Documents and/or Further Reading
Appendix 1 - Quality Account Local Indicators

Lead
Natalie Hammond Executive Nurse

3.2 Overview of the quality of care offered in 2020/21 against selected local indicators

As well as progress with implementing the quality priorities identified in our Quality Account last year, the Trust is required to provide an overview of the quality of care provided during 2020/21 based on performance against selected quality indicators. The Trust has elected to report against the indicators selected for the 2019/20 report and regular monitoring continues.

There is some degree of consistency of implementation across our range of services. They cover a range of different services and there is a balance between good and under-performance.

Data for two indicators, Readmissions and IAPT Recovery Rates are reported in the National Mandated and Key National Indicator section of this report

Patient Safety

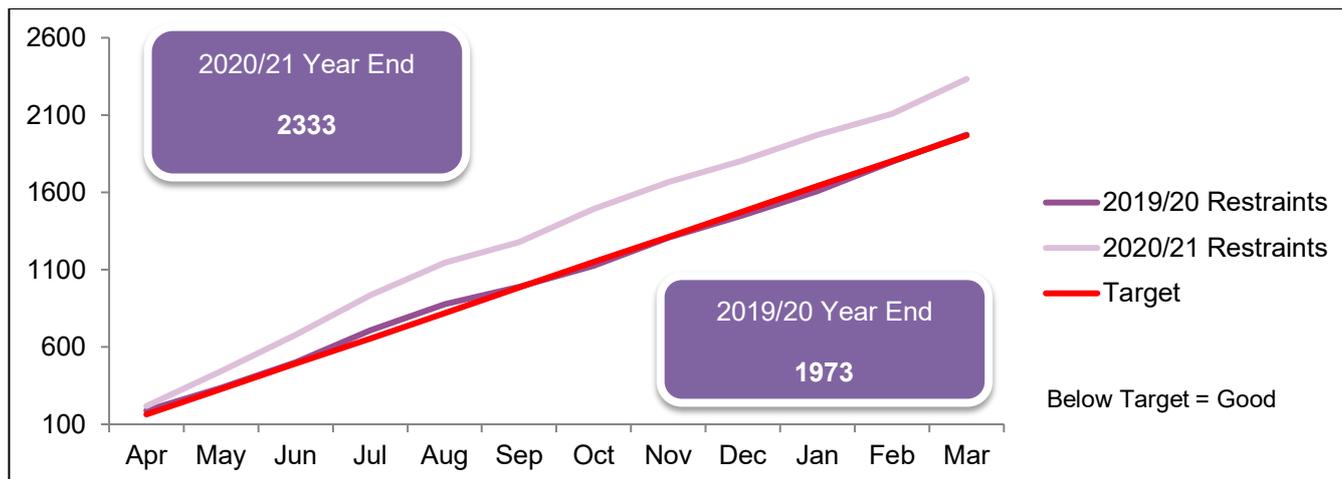
3.2.1 Restraints

The Trust monitors the use of restraints by inpatient ward on a monthly basis, including the reason for restraint and the type of restraint. The most common reasons for restraint are self-harm, physical assault, and anti-social behaviour. The most common types of restraint are patient/ service user standing and in a supine position. Detailed monitoring takes place on the use of prone position restraints.

The total number of restraints in 2020/21 was 2,333; this is an increase on our year-end position for 2019/20, which was 1,973. The Trust's restraints increased significantly from March 2020 at the start of the Coronavirus pandemic however, since July 2020 positive efforts show a reduction in the number of restraints.

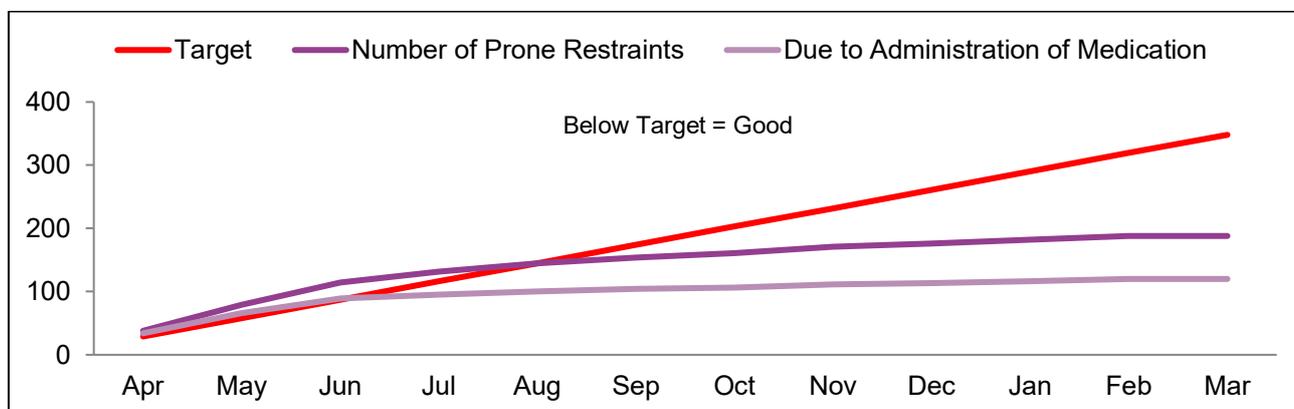
The Trust is also pleased to report that the rate of restraints per 10,000 beds is within the national benchmark and prone restraints have reduced significantly in the year

The graph below demonstrates the reduction target set by the Trust against 2019/20 outturn and the 2020/21 performance against this target.



Prone Restraints

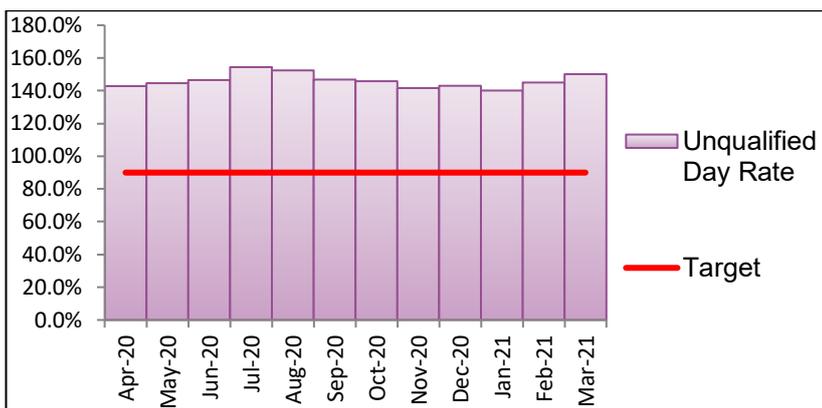
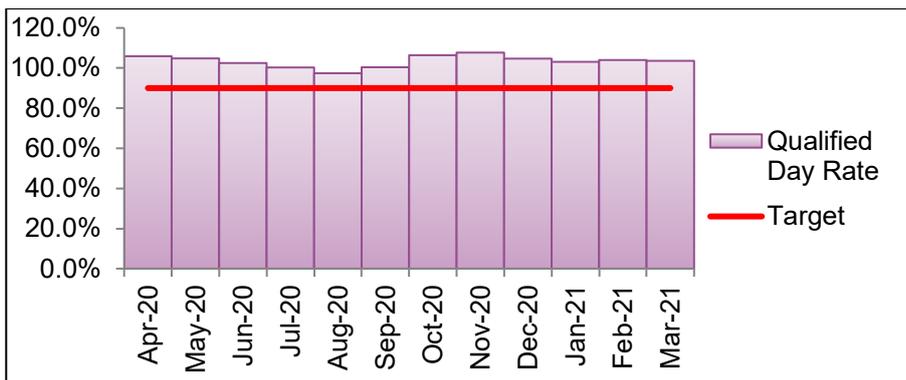
In 2020/21, the Trust has achieved a significant reduction (46%) in our number of prone restraints. There were 193 prone restraints in 2020/21 compared to 358 in 2019/20. The largest portion of our prone restraints facilitate the administration of intra-muscular medication. This is presented in the below graph.



3.2.2 Safer Staffing

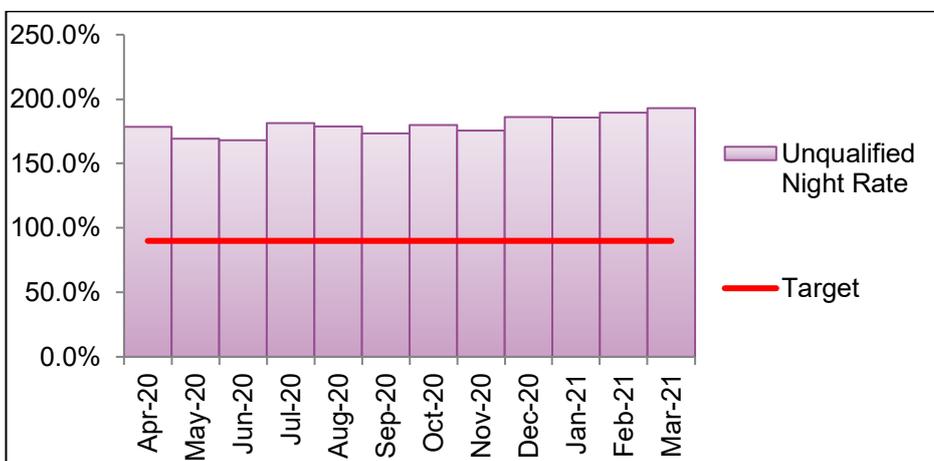
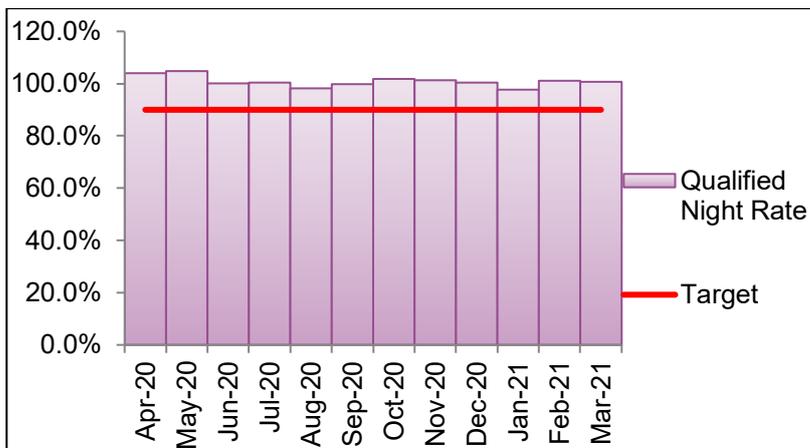
PUT has achieved all four of the 90% staffing targets every month in 2020/21. All Trusts are required to publish information on nursing staffing levels in ward based clinical areas, along with the percentage of shifts filled that meet safe staffing guidelines. The Trust monitors the actual levels of staffing compared to the established levels on a shift-by-shift basis.

Above Target = Good



In 2020/21, the Trust consistently surpassed our 90% target for these four indicators the Trust measures

Daily sit rep calls with all wards to review current staffing levels and risks.



3.2.3 Serious Incidents

Data Source: Datix

National Definition applied: EOE and Midland's definition applied

A key part of the Trust's patient safety systems is the monitoring we undertake on all serious incidents, this includes the lessons we learn and share following each incident and ensuring learning embedded into clinical practice.

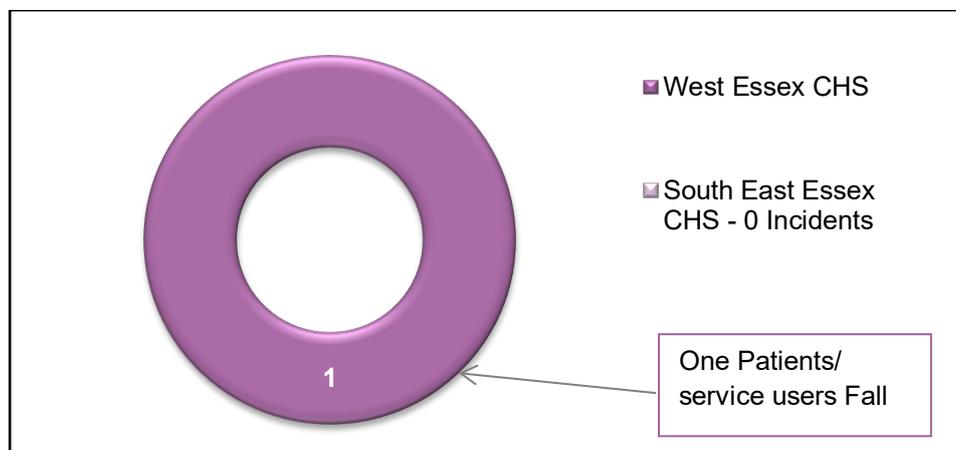
In 2020/21 EPUT reported 99 serious incidents across the Trust. This is small increase on the 94 incidents in 2019/20.

The Trust however is pleased to report there have been no avoidable pressure ulcers and no avoidable patient falls reported in 2020/21.

Community Health Services

The Trust reported one serious incident in Community Health Services in 2020/21, which represents a significant improvement from the six, reported in 2019/20.

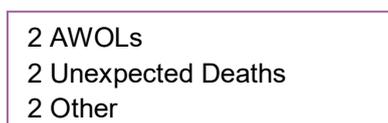
The below diagram details the number of serious incidents by area and the type of incident for Community Health Services.



Mental Health Services

In Mental Health Services, the Trust reported 98 serious incidents (SIs) in 2020/21, which is an increase on the 88 reported in 2019/20.

The below diagram details the number of serious incidents by area and the type of incident for Mental Health Services:





PATIENT EXPERIENCE

3.2.4 Complaints

Data source: Datix

National definition applied: only to K041-A submissions to the Department of Health

Complaints referred to the Parliamentary and Health Service Ombudsman

During 2020/21, of nine complaints referred to the Parliamentary and Health Service Ombudsman (PHSO). This is an improvement on the 19 referred to the PHSO in 2019/20.

Of the nine referrals:

- One case the PHSO decided not to investigate
- One case the PHSO have confirmed they are investigating (still under investigation)
- Seven cases are still awaiting assessment

Closed PHSO cases

Two cases closed during 2020/21, both partly upheld by the PHSO:

- One was a joint case with Essex County Council relating to a delay in carrying out a Care Act assessment. The Trust had a significant role in these events; however, the Council retained statutory responsibility, and paid the financial redress (£750) under instruction.

- The other case the Trust was required to pay £500 in recognition of failings in care: including not completing a care plan on the patient/ service user's departure from the ward, and there was no risk assessment.

Complaints closed within timescales

The percentage of complaints resolved within agreed timescales indicator is a measure of how well the complaints-handling process is operating. The agreement of a timescale for the resolution of a complaint is in the NHS Complaints Regulations; however, these do not stipulate a percentage target. The Trust believes in adherence to commitments to complainants and aims for 100% resolution of all complaints within the agreed timescale with the complainant.

This year the Trust has achieved 92.5% for complaints closed within agreed timescale.

Non-Executive Director Reviews

An important part of the complaints process is the independent review of closed complaints by the Non-Executive Directors (NEDs). There are random selections of complaints each month. The reviewer will take into consideration the content and presentation of the response, whether they feel the Trust has done all it can to resolve the complaint and if they think anything else could have been done to achieve an appropriate outcome. The reviews are not complete for Q4, but during 2020/21, the NEDs reviewed 18 complaint responses. This represents over 10% of the total complaints closed during Quarters 1-3 (165).

Two-thirds reviewed (12) received a good or very good rating for how the investigation was handled and the quality of the response. The other six had a 'satisfactory' rating.

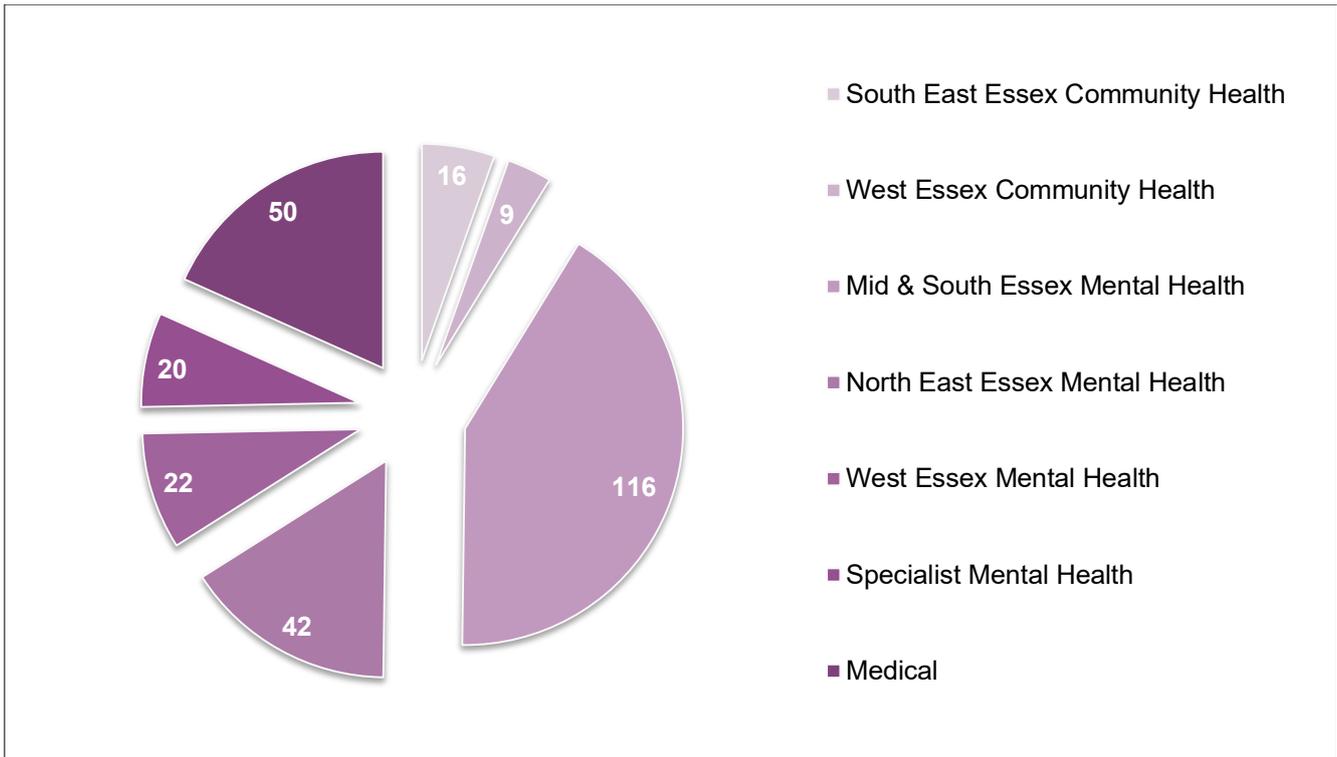
Formal complaints received

Please note: The figures stated in this section of the report (and those reported in the Trust's Annual Complaints Report) do not correspond with the figures submitted by the Trust to the Health and Social Care Information Centre on our national return (K041A). This is because the Trust's internal reporting (and thus the Quality Account and Annual Complaints Report) is based on the complaints closed within the period whereas the figures reported to the Health and Social Care Information Centre for national reporting purposes have to be based on the complaints received within the period

Complaints received by Locality

In the year 2020/21 the Trust received 275 complaints on numerous services across the Trust, six of these were withdrawn. This is an improvement on the 293 complaints received in 2019/20. At year-end, the number of active complaints was 59.

This diagram represents the number of complaints received by the Trust. The complaints below are by locality and service that received the complaint.



Number of complaints upheld/ partially upheld:

Complaints closed during the year totaled 264.

Upheld	Partially Upheld	Not Upheld	Not Investigated	Withdrawn
21	144	52	41	6

Patient Advice and Liaison Service queries and locally resolved concerns:

In addition, the Trust received 2,769 Patients/ service users Advice and Liaison Service queries and 98 locally resolved concerns in 2020/21.

Nature of complaints received:

The top three themes for complaints received for both mental health and community during 2020/2021 were clinical practice, staff attitude, and systems and procedures.

For three themes where the complaint has closed, the table below shows the outcomes:

2020/21	Clinical Practice	Staff Attitude	Systems and Procedures
Complaints Closed	128	55	39

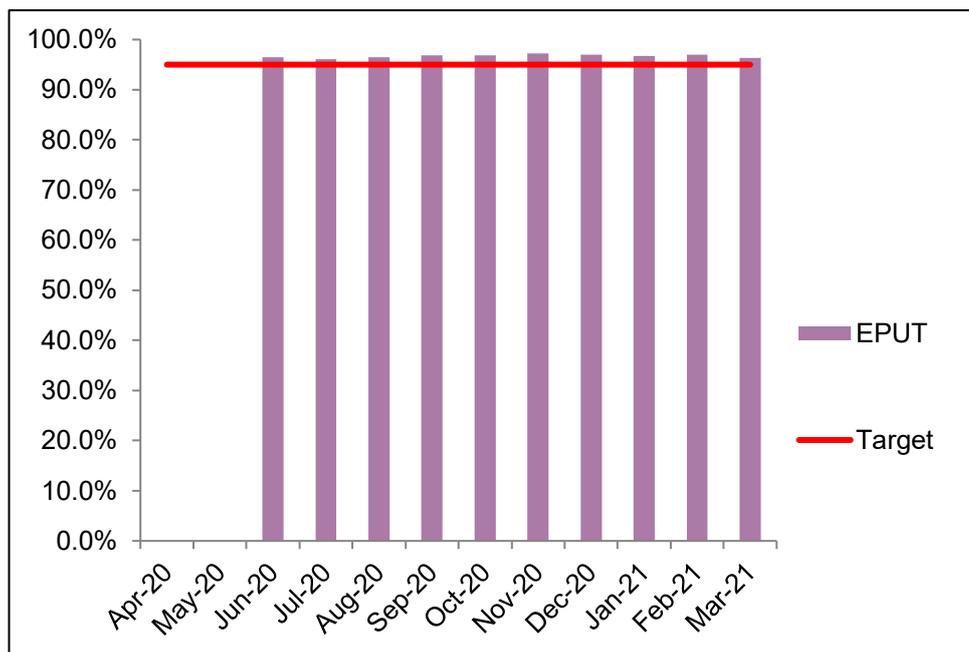
Upheld	14	1	5
Partially Upheld	59	36	21
Not Upheld	27	12	8
Not Investigated	27	6	2
Withdrawn	1	0	3

3.2.5 Patient Environment

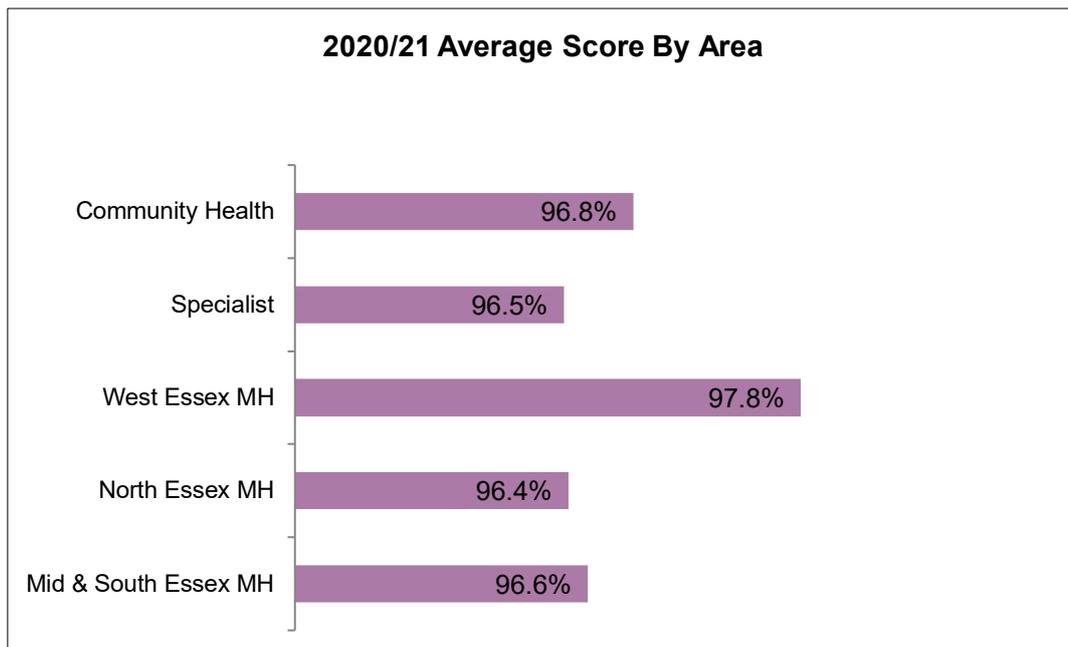
The Trust measures the environment of each inpatient ward throughout the Trust and assigns monthly scores following these audits. In 2020/21 the Trust achieved the target of 95% for each month in the year that an audit took place, as well as this no individual area fell below this target.

The below graphs details the Trust’s overall scores throughout the year as well as the average score for each individual area.

Please note that due to the Covid-19 outbreak, audits ceased from March 2020 to May 2020.



Above Target = Good



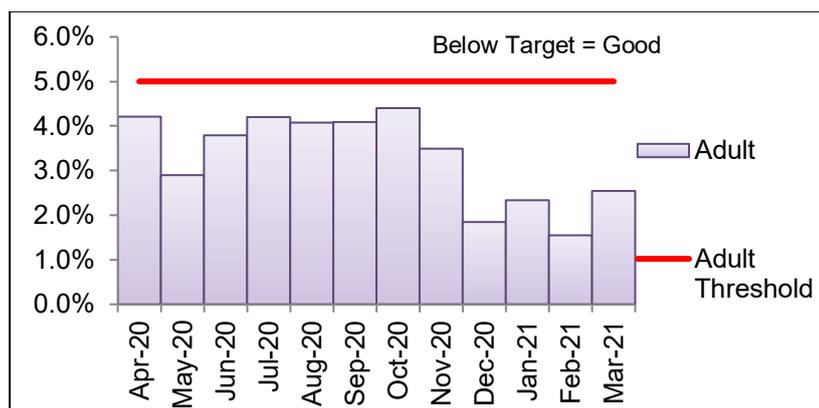
CLINICAL EFFECTIVENESS

3.2.6 Delayed transfers of care

Data Source: the Trust systems (Mobius and Paris)

National Definition applied: Yes

The Trust undertakes monitoring of delayed transfers of care in weekly and monthly reporting as well as in daily sit rep calls. The Trust continues to take measures of improvement to reduce our delay rate.

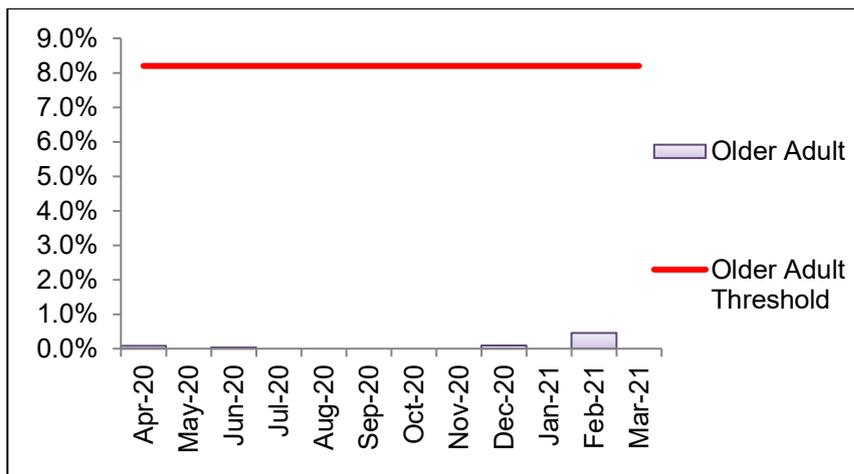


The Trust's adult delayed transfers of care have consistently been within the target of less than 5% and this is a significant improvement on 2019/20 performance.

As seen in this graph, improvement in performance continues.

Below Target = Good

The Trust has also worked to improve older adult delayed transfers of care and we have achieved this consistently with our performance well below the target of less than 10%.



In 2020/21, there were no Specialist Services delayed transfers of care.

EPUT undertakes monitoring of delayed transfers of care in weekly and monthly reporting as well as in daily sit rep calls. The Trust continues to take measures of improvement to reduce our delay rate.

SUMMARY REPORT	COUNCIL OF GOVERNORS				1 September 2021	
	PART 1					
Report Title:	Standing Orders for the Council of Governors					
Report Lead:	James Day, Interim Trust Secretary					
Report Author(s):	Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:	CoG Governance Committee 16 August 2021					
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
<p>The Council of Governors Governance Committee is asked to:</p> <ol style="list-style-type: none"> Note the contents of this report. Approve the reviewed Standing Orders For The Council Of Governors for presentation to the Board of Directors.

Summary of Key Issues
<p>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.</p> <p>The Trust Secretary's Office completed a review of the SOs and presented these to the CoG Governance Committee for review on the 16 August 2021. The CoG Governance Committee agreed to recommend the following amendments:</p> <p>Section 3.5.3: Additional statement to encourage Governors to consider contacting the Lead Governor prior to contacting Monitor (NHSE/I) directly to confirm if any alternative action can be taken. However, this does not prevent any Governor from directly contacting Monitor (NHSE/I) should they wish to do so.</p> <p>Section 3.7.3: Additional statement added to confirm action if a Governor vacancy cannot be filled.</p> <p>Section 14.7.3: Additional statement added to clarify when a meeting takes place entirely virtually, the meeting will be recorded as having taken place via the specific virtual platform. The current statement refers more to meetings that take place virtually across two locations (such as video conferencing).</p> <p>There were some additional minor amendments made in the document, which have been tracked in the attached document for consideration. The Council of Governors is asked to approve the Standing Orders For The Council Of Governors for presentation to the Board of Directors.</p>

Relationship to Trust Strategic Objectives	
SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	✓
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	

Relationship to Trust Corporate Objectives

CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

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"> Approving the Standing Orders For The Council Of Governors 	✓

Acronyms/Terms Used in the Report

CoG	Council of Governors	NHSE/I	NHS England / Improvement
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Supporting Documents and/or Further Reading

Appendix 1: Standing Orders For The Council Of Governors
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Lead

James Day
Interim Trust Secretary

STANDING ORDERS FOR THE PRACTICE AND PROCEDURES OF THE COUNCIL OF GOVERNORS

POLICY REFERENCE NUMBER:	TB02
VERSION NUMBER:	0054
KEY CHANGES FROM PREVIOUS VERSION	<p>Updated to include references to digital working and virtual meetings.</p> <p>Updated sections relating to Conflict of Interest to reflect national guidance.</p> <p><u>Section 3.5.3: Amended to provide Governors to consider contacting the Lead Governor prior to contacting Monitor (NHSE/I) directly.</u></p> <p><u>Section 3.7.3: Amended to provide action to be taken if a Governor vacancy cannot be filled.</u></p> <p><u>Section 14.7.3: Amended to clarify the formal location of a meeting when held completely virtually.</u></p>
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, <u>September 2021</u>
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RATIFIED BY	Not applicable
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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 Officer

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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 [\(NHSE/I\)](#) 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-Executives 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 ([NHSE/I](#)), 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. 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 [\(NHSE/I\)](#) 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 [\(NHSE/I\)](#), 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 [\(NHSE/I\)](#) directly if they feel this is necessary. [However, any Governor should consider contacting the Lead Governor prior to contact with Monitor \(NHSE/I\)](#) 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 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

[3.7.3 Where the vacancy cannot be filled, consideration will be given for holding a by-election, based on cost of the election and the proximity of any by-election to other elections to the Council of Governors.](#)

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

- 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. If the meeting takes places by way of electronic communication entirely, the meeting shall deemed to have been held via the electronic communication platform and will be recorded in the minutes as such.

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 [\(NHSE/I\)](#) 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 [\(NHSE/I\)](#); and
 - (e) the amendment is approved by the Council.

5. ARRANGEMENTS FOR THE EXERCISE OF COUNCIL FUNCTIONS

- 5.1 The Council may not delegate its functions to any committee of the Council. Subject to the constitution and any requirements of Monitor [\(NHSE/I\)](#), 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 [\(NHSE/I\)](#) 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 [\(NHSE/I\)](#). 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.
- 6.1.5. 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

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

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

- 6.1.6 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
- 6.1.7 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
- 6.1.8 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
- 6.1.9 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
- 6.1.10 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
- 6.1.11 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.

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.

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 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 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:
- 6.3.1.1 Their spouse or civil partner
 - 6.3.1.2 Any person with whom they have a long-term relationship as a couple on a domestic basis
 - 6.3.1.3 Their children, step-children or other minors living in the same household as them
 - 6.3.1.4 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:
- 6.3.2.1 The name of the individual having the interest
 - 6.3.2.2 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.

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 [\(NHSE/I\)](#).

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: 7(b)			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	1 September 2021			
Report Title:	NED Objectives 2021/22				
Report Lead:	Professor Sheila Salmon Chair of the Trust				
Report Author(s):	Professor Sheila Salmon Chair of the Trust				
Report discussed previously at:	CoG Remuneration Committee 18 August 2021				
Level of Assurance:	Level 1	✓	Level 2		Level 3

Purpose of the Report		
This report aims to provide assurance to the Council of Governors that following the confirmation of re-appointments for five of the seven Non-Executive Directors, individual roles and personal objectives have been discussed with each individual and confirmed by the Chair.	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 attached report provides details of the process undertaken to develop NED Objectives for 2021/22 to give assurance to the Council of Governors the correct process has been followed.</p> <p>The CoG Remuneration Committee received a report and full objectives for five of the seven NEDs, which provided Priority 5 Personal objectives which had not been in place at the time of the NED – Governor Performance Reviews in April, due to the re-appointment process not being completed until the 28 May 2021.</p> <p>The CoG Remuneration Committee agreed to make a recommendation to the Council of Governors that the correct process had been followed to set objectives for NEDs for 2021/22. The Committee also agreed to recommend to the Council of Governors that as at August 2021 (when updated objectives were received) that objectives, including priority 5 personal objectives were in place.</p> <p>This closes the gap as identified by the CoG Remuneration Committee in its report to the Council of Governors on the 28 May 2021.</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	NED	Non-Executive Director

Supporting Documents and/or Further Reading
NED Objectives 2021-22 Main Report

Lead
Professor Sheila Salmon Chair of the Trust

EPUT

NON-EXECUTIVE DIRECTORS (NEDS) OBJECTIVES
2021/22

1.0 PURPOSE OF REPORT

This report aims to provide assurance to the Council of Governors that following the confirmation of re-appointments for five of the seven Non-Executive Directors, individual roles and personal objectives have been discussed with each individual and confirmed by the Chair.

2.0 INTRODUCTION

Reflective of due and established process, members of the Remuneration Committee formed a panel to meet individually with the Chair, the SID and each Non-Executive Director. The meetings spanned two days in April 2021. The panel received the completed documentation for the NEDs, which laid out the shared corporate objectives for the 21-22 year.

The outstanding information for five out of the seven NEDs related to Priority 5 Personal objectives, in the documentation that was otherwise complete. The unavoidable gap was due to an issue of time-sequencing with re-appointment processes for the five NEDs that were waiting for an indication by the CoG Nominations Committee, that they would be recommended to CoG for a second term of office and then subsequent approval of that recommendation by the Council of Governors at its meeting on 28th May 2021.

3.0 FOLLOWING ACTION BY THE CHAIR OF THE TRUST

Further to the meeting of the Council of Governors held on the 28th May 2021, the Chair met individually in early June with each of the five continuing NEDs to discuss their main areas of focus and agree personal objectives for the remainder of the 21-22 year as follows:

3.1 Amanda Sherlock Date of 1:1 meeting (DoM) - 2nd June 2021

As recommended by the Board of Directors and endorsed by CoG, Amanda moved into the Senior Independent Director vacancy with immediate effect on 1st June 2021. Amanda will initially focus upon learning within this new role in order to establish herself as the SID as swiftly and surely as possible. Alison Davis the outgoing SID, who had left the Trust, kindly offered to be available to Amanda as a mentor. Amanda will develop an overview and scrutiny role as the SID to build and protect her independence within and around the Board of Directors. She will relinquish her role as Chair of the Quality Committee and pass the baton seamlessly to Rufus Helm, to be achieved by the end of July 2021. Amanda will take up the Chair of Charitable Funds to free up Rufus to concentrate on his new and more complex role. We agreed that the Charitable Funds Chair role does not compromise the independence of the SID and Amanda was eager to do this.

3.2 Manny Lewis DoM - 4th June 2021

Manny was re-appointed by the CoG and confirmed as Vice Chair of the Trust. He remained as Chair of the Finance and Performance (F&P) Committee and in this regard agreed to mentor the newly appointed NED Loy Lobo and support his entry to the F&P Committee as member and Vice Chair, and which reflected a re-shuffle in NED roles and responsibilities. Manny is also co-mentoring Mateen Jiwani the other new NED. Manny has both an inward and outward facing role as Trust Vice Chair. He is Champion of Equality and Inclusion. He facilitates meetings with the Staff Governor constituency and also convenes periodic meetings of the Chairs of CoG sub committees. His outward areas of focus include the Herts and West Essex ICS as the representative senior NED from EPUT and on two collaborative joint ventures – the regional specialist MH models collaborative and the Mid and South Essex Community Joint Venture.

3.3. Janet Wood DoM - 8th June 2021

Janet was re-appointed as a NED and re-confirmed as Audit Chair, thus Janet's key area of focus centres upon the Audit Committee, internal and external audit. She and I discussed key priorities for the committee and for internal audit for the remainder of the year, and which Janet has captured in an addendum that is appended to her corporate objectives document. We discussed the importance of renewed Audit Committee membership and refreshed independence. Consequently, Mateen Jiwani and Rufus Helm have joined the Audit Committee. Janet also faces externally and is the senior NED representative from EPUT within the Suffolk and North East Essex ICS. Through the Covid-19 pandemic Janet has enacted her Board emergency planning Champion role and this has continued to be an important facet of her contribution to the Board. Janet has right of attendance at all sub committees of the Board in an ex-officio capacity which protects her independence as Audit Chair for the Trust.

3.4. Alison Rose-Quirie DoM 9th June 2021

Alison Rose-Quirie was re-appointed by CoG for a second term from 26th July 2021. Alison chairs the People Innovation and Transformation Committee that emerged from its predecessor, the Strategy and Planning Committee. We discussed the effectiveness of that committee and what needed to happen to bring a sharper focus upon the "People" element. Alison agreed to facilitate discussions with the committee and within the wider Board as to how this may be better achieved and serviced going forward during the year. Given the particular forensic skills that she brings, Alison agreed to separately pick up and develop a NED scrutiny role to support improved pace, action and sharpened accountability with regard to the implementation of the safety strategy across the Trust's inpatient mental health services. Alison retains the NED champion role for freedom to speak up and for whistleblowing. A condition of Alison's re-appointment is that she is able to fulfil her role mainly virtually. She understands that she will need to travel but she will keep that to a minimum level. We agreed her key reason for travel would primarily be to visit service locations and undertake safety scrutiny visits aligned to the new area of her role.

3.5. Rufus Helm DoM 9th June 2021

Rufus Helm was re-appointed by CoG for a second term from 26th July 2021. Rufus and I discussed ways in which he could expand his contribution through the Board and sub-committees. Rufus readily agreed to step into the Chair of Quality Committee role, which is a natural progression as he is already Vice Chair. The Quality Chair encompasses significant responsibilities and "round the edge" activities including chairing the Clinical Excellence Awards process for Medical Consultants. Because of the established beneficial linkage with the Quality Chair being a member of the Audit Committee, Rufus will join Audit, which will also serve to refresh the membership of that committee. Rufus will pick up the Quality Champion role. He will pass on the Chair of Charitable Funds Committee to Amanda

Sherlock whilst remaining a member. He will continue to champion innovation working closely with the two new NEDs who are specialists in particular fields. Together, they form a powerhouse for transformational change.

3.6. Progress Update on Mateen Jiwani and Loy Lobo.

Each have previously directly shared with the CoG Remuneration panel their aspirations and agreed areas of focus for the start of their three year term as incoming NEDs. Both MJ and LL are already strongly established in both the NED team and within the Board of Directors. They have each satisfactorily completed their individual induction programme and are receiving mentorship from more experienced NED colleagues in the team. Both bring new wave thinking and contribute something different and impactful to the Board and its sub committees. Alongside their colleague NEDs they will each undergo a half-year developmental review and a full appraisal at the end of the operational year in March/April 2022.

3.7. Additional point of note

Each NED will undertake a programme of service visits, and which were able to recommence from 1st July when Covid restrictions were eased. Janet Wood will retain her focus on connection with non-clinical areas as previously discussed with Governors.

4.0 ACTION AND RECOMMENDATIONS

The Council of Governors Committee is asked to:

1. Note the contents of the report.

Professor Sheila Salmon
Chair of the Trust

**SUMMARY
REPORT**

**COUNCIL OF GOVERNORS
PART 1**

1 September 2021

Report Title:	Governor Composition and Attendance					
Lead:	Chris Jennings, Assistant Trust Secretary					
Report Author(s):	Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:	CoG Governance Committee 16 August 2021					
Level of Assurance:	Level 1	✓	Level 2		Level 3	

Purpose of the Report

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

Approval	✓
Discussion Information	

In addition, details are provided of current vacancies for consideration whether to undertake a by-election.

Recommendations/Action Required

The Council of Governors Governance Committee is asked to:

- 1 Note the contents of the report
- 2 Request any further information or action
- 3 Approve the recommendation of the CoG Remuneration Committee to continue to hold the three vacancies until the formal election process next year.

Summary of Key Issues

Composition

Marianne Evans has stepped-down as Staff Governor (Clinical) to focus on her clinical role which has increased in workload. Marianne was in post longer than the amount of time allowed by the Constitution for returning to the results of a previous election, therefore this becomes a vacancy.

Sue Shinnick (Thurrock Council) and Laurie Burton (Southend-on-Sea) completed their tenure as Appointed Governors and their respective Councils decided to nominate another individual for the position. Sue Shinnick was replaced by Fraser Massey. Laurie Burton was replaced by Matt Dent. Paperwork is currently being processed for Matt Dent.

Current Vacancies

Recent resignations has led to the Council of Governors currently having three vacancies across three constituencies (West Essex & Hertfordshire, North East Essex & Suffolk, Staff (Clinical)). This is due to a combination of timeframe for going back to previous election results and no further individuals being on the list from previous elections.

Good governance would suggest a by-election should be held for each of the vacancies. However, Governors should consider the cost of holding an election, with another due next year.

Civica have provided a breakdown of the cost to hold a by-election for the three vacancies and this totals £3000 + VAT. Based on previous elections, it can take around three months for a full election process to be undertaken (which includes advertising time, nominations and the actual election process). Therefore, if the election process began following CoG on the 1 September it is likely the new Governors would be in post at the beginning of December. This would mean the successful candidates would be in post for around four months until the next election would take place.

In addition, if the newly elected Governors serve the remainder of the term for the vacant post, the Staff Clinical Governor would only be in post for the four months before needing to

seek re-election.

The CoG Governance Committee considered the above information and agreed to make a recommendation to the Council of Governors to hold the three vacancies, rather than undertake a by-election process.

Committee Membership

The following sub-committees have vacancies:

- Governance Committee (2 x vacancies)
- Membership Committee (1 x vacancy)
- Training & Development Committee (1 x vacancy)
- Nominations Committee (3 x vacancies)
- Remuneration Committee (1 x vacancy)

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.

Diane Fairchild and Emmanuel Jessa did not attend the Council of Governors in May 2021 and therefore continue non-attendance at meetings having been contacted by the Lead Governor. The CoG Governance Committee agreed to move to Stage 2 of the procedure and a letter will be sent by the Trust Secretary.

Keith Bobbin has missed two Council meetings in a row (February / May 2021). The CoG Governance Committee agreed Keith had attended / participated in a number of other Governor activities and therefore no further action was required at this time.

Relationship to Trust Strategic Objectives

SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	

Relationship to Trust Corporate Objectives

CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

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"> 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 Meeting Attendance

Lead
Chris Jennings, Assistant Trust Secretary

Governor	Notes	28 May 2021		Total Meetings Attended	Total Meetings
		Part 1	Part 2		
Brian Arney	Until June 2021	√	x	0.5	1
David Bamber	From August 2021			0	0
Keith Bobbin		A	A	0	1
Lara Brooks		√	√	1	1
Laurie Burton	Until July 2021	A	A	0	1
Peter Cheng		√	√	1	1
Dianne Collins		√	√	1	1
Mark Dale		√	√	1	1
Jared Davis		√	√	1	1
Mark Durham		A	A	0	1
Pippa Ecclestone		√	√	1	1
Marianne Evans	Until July 2021	A	A	0	1
Diane Fairchild		x	x	0	1
Paula Grayson		A	A	0	1
Emmanuel Jessa		x	x	0	1
John Jones		√	√	1	1
Pam Madison		A	A	0	1
Nosi Murefu		x	x	0	1
Ian Plunkett		√	x	0.5	1
Tracy Reed		√	√	1	1
Elizabeth Rotherham		√	x	0.5	1
Stuart Scrivener		√	√	1	1
Kate Shilling		√	A	0.5	1
Sue Shinnick	Until July 2021	x	x	0	1
David Short		√	√	1	1
Michael Waller		√	x	0.5	1
Paul Walker		√	√	1	1
Matt Webster		A	A	0	1
Judith Woolley		√	√	1	1

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

		Agenda Item No: 7(d)				
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			1 September 2021	
Report Title:		CoG Nominations Committee Assurance Report & Terms of Reference				
Executive/Non-Executive Lead:		Professor Sheila Salmon, Chair of the Trust				
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 the Council of Governors with an assurance report relating to the work of the CoG Nominations Committee and presents a reviewed Terms of Reference for approval.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1 Note the contents of the report 2 Request any further information or action. 3 Approve the Terms of Reference for the CoG Nominations Committee

Summary of Key Issues
<p>The Council of Governors agreed in February 2021 (following a task and finish group) to move assurance reports for the sub-committees from a quarterly to an annual review, coinciding with the review of the Terms of Reference. The purpose was to free time on the Council agenda, but being clear additional assurance reports could be provided, should the Council become concerned regarding the work of one of the sub-committees.</p> <p>This report is the first assurance report and is modelled on the reports provided to the Council from the Standing Committees of the Board of Directors. The Council of Governors is asked to consider the content, approve the Terms of Reference for the Committee and provide any comments regarding the format of the assurance report.</p>

Relationship to Trust Strategic Objectives	
SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	

Relationship to Trust Corporate Objectives	
CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

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 £				
	Nil				
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> <tr> <td></td> <td></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

CoG	Council of Governors		
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Supporting Documents and/or Further Reading

Attached Report
Appendix 1: CoG Nominations Committee Terms of Reference

Lead

Professor Sheila Salmon Chair of the Trust Chair of the CoG Nominations Committee
--

**Report from the Chair of the Board of Directors
CoG Nominations Committee**

1. Purpose of Report

This report provides the Council of Governors with an assurance report relating to the work of the CoG Nominations Committee and presents a reviewed terms of reference for approval.

2. Committee Purpose and Terms of Reference

The Nominations Committee is a standing committee of the Council of Governors. It has delegated responsibility to recommend a clear process and delegated authority to enact the process, on behalf of the Council of Governors, for the identification and nomination of suitable candidates that fit the agreed criteria for the appointment and/or reappointment of the Trust Chair and the Non-Executive Directors as well as ensuring compliance with any mandatory guidance and relevant statutory requirements. 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.

The terms of reference for the Committee were last approved August 2020. The Committee did not meet in August 2021 due to no significant items of business being due for discussion. Therefore, the Terms of Reference were circulated to the members of the Committee for formal review and chairs action.

The Terms of Reference (attached as Appendix 1) were amended to clarify the CoG Nominations Committee is delegated authority by the Council of Governors to identify suitable candidates for the Chair / NED roles, whilst taking account of any guidance and / or criteria suggested by the Board of Directors. This provides clarity the Council of Governors holds responsibility for the appointment of the Chair / NEDs without instruction by the Board, but should give due consideration for any information provided by the Board.

In addition, any references to the Board of Directors Nomination Committee were removed to avoid any confusion and reference instead made to the Board of Directors.

The proposed changes have been attached to this report as Appendix 1 for approval.

4. Annual Review

The last assurance report was presented to the Council of Governors in December 2020 and therefore this assurance report provides assurance from January 2021 – August 2021. Within this time period the Committee met on three occasions:

- 3 February 2021
- 11 March 2021 (Interview Panel)
- 17 May 2021

In addition, the Committee members formed the interview panel for the appointment of a Non-Executive Director in February 2021.

The following provides the key activities undertaken by the Committee during this period

Re-Appointment of the Non-Executive Directors (NEDs)

The majority of the work undertaken by the Committee in this period related to the appointment or re-appointment of the Non-Executive Directors with five of the seven NEDs terms of office ending in July 2021.

The Committee considered in February 2021 the process for the appointment / re-appointment of NEDs, considering the importance of stability and the overall performance of the NEDs due for re-appointment. It was recognised the CoG Remuneration Committee needed to complete the NED – Governance Performance reviews to allow the Nomination Committee to make a decision once the full appraisal process for NEDs had been completed.

The Committee received an updated discussion report from the Trust Secretary on the 17 May 2021 providing the outcome of the NED – Governor Performance Reviews and the consideration of the Board of Directors. This included a Skills & Experiences Matrix (presented previously in February 2021) confirming there were no significant gaps amongst the NED team following the recruitment of two new NEDs.

The Committee considered the information provided and agreed the re-appointment of all five NEDs, with varying terms of office and additional roles, which was presented to the Council in 28 May 2021.

Appointment of a Non-Executive Director

The Committee met on the 11 March 2021 in the form of an interview panel for the potential appointment of a NED, following the resignation of Alison Davis to become of the Chair of another NHS Foundation Trust.

The Council of Governors had agreed in February 2021 that the recruitment process completed for a NED in December 2020 had identified two appointable individuals, with the Council choosing one as the successful candidate. This allowed for the second appointable individual to be appointed, if it was the CoG Nominations Committee considered the individual to still be appointable. Therefore, the Committee met to complete an interview of Loy Lobo and agreed a recommendation to the Council of Governors for his appointment as a NED on a three-year term, subject to a one-year probationary period.

Outcome of the Efficacy Review 2020

The Committee considered the outcomes of the Efficacy Review completed on 3 February 2021. The Council of Governors had received the results of the review in December 2020 and agreed no further action was required. The results for individual Committees were presented to the individual Committees to confirm if any further action was required at sub-committee level.

The Committee agreed the results were very positive for the CoG Nominations Committee and no further action was required.

5. Assurance

In my opinion, the CoG Nominations Committee has been fulfilling its Terms of Reference during the period set-out in this report, in line with the delegated authority of the Council of Governors.

6. Action Required

The Council of Governors is asked to:

- 1 Note the contents of the report

- 2 Request any further information or action.
- 3 Approve the Terms of Reference for the CoG Nominations Committee.

Report prepared by

Chris Jennings
Assistant Trust Secretary

On behalf of

Professor Sheila Salmon
Chair of the Trust
Chair of the CoG Nominations Committee

ESSEX PARTNERSHIP UNIVERSITY NHS FT

**COUNCIL OF GOVERNORS NOMINATIONS COMMITTEE
TERMS OF REFERENCE**

Overall Purpose of Committee

The Nominations Committee has delegated responsibility to recommend a clear process and delegated authority to enact this process, on behalf of the Council of Governors, for the identification and nomination of suitable candidates taking account of that fit the criteria set out suggested by the Board of Directors ~~Nominations Committee~~ for the appointment and/or reappointment of the Trust Chair and the Non-Executive Directors as well as ensuring compliance with any mandatory guidance and relevant statutory requirements

All responsibilities are undertaken in support of the Council of Governors – it is the Council that holds the responsibility for decisions relating to all issues covered by the Committee.

- | | |
|-----------------------------|---|
| 1 Name of Committee: | Council of Governors Nominations Committee |
| 2 Chair: | <p>2.1 The Chair of the Trust will be the chair of the Committee</p> <p>2.2 When the Trust Chair is not available or has a conflict of interest, for example when the Committee is considering the Chair's re-appointment, the Committee will be chaired by the Vice-Chair or Senior Independent Director in the first instance or one of the other Non-Executive Directors who is not standing for appointment</p> <p>2.3 In the absence of the Trust Chair and/or appointed deputy, Governors will elect a Chair from the remaining members present.</p> |
| 3 Reporting to: | The Council of Governors (Council) |
| 4 Authority: | <p>4.1 The Nominations Committee (Committee) is constituted as a standing committee of the Trust's Council. Its constitution and terms of reference are set out below and are subject to regular review and approval by the Council</p> <p>4.2 The Committee is authorised by the Council to act within its terms of reference. All members of the Council and/or staff are requested to co-operate with any request made by the Nominations Committee</p> <p>4.3 The Committee is authorised to recommend to the Council the appointment of professional advisers and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary or expedient to its functions. This will be at the Trust's expense and subject to funding approval in line with the Trust's</p> |

Scheme of Reservation & Delegation and Standing Financial Instructions, ensuring value for money at all times

- 4.4 The Committee is authorised to obtain such internal information as necessary and expedient to the fulfilment of its functions
- 4.5 The Committee will act in accordance with (Monitor's) *Code of Governance* and current best practice
- 4.6 The Committee does not have any delegated authority. 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.

5 Functions:

General Duties:

- 5.1 Liaising with the Board of Directors, make recommendations to the Council on the framework for the composition of the Non-Executive Directors taking account of the skills, knowledge, experience, qualifications and diversity, and time commitment required for each position, as well as succession planning, as identified by the Board of Directors
- 5.2 Give consideration to succession planning for the Chair and Non-Executive Directors taking into account the challenges, risks and opportunities facing the Trust, as well as the skills, knowledge, experience and diversity required on the Board of Directors to meet them ~~as advised~~ using information provided by the Board of Directors ~~Nominations Committee~~
- 5.3 Take account of the view of the Chief Executive when making recommendations for the appointment/ reappointment of the Trust Chair
- 5.4 The Chair is responsible for ensuring the Committee meets its obligations in relation to corporate governance as advised by the Trust Secretary.

Initial Appointments:

- 5.5 Recommend to and agree with the Council a clear, fair and transparent selection process for Trust Chair and Non-Executive Director appointments
- 5.6 The interview panel should include a majority of Governor representation
- 5.7 When a vacancy is identified, review the balance of skills, knowledge and experience required of the Chair or Non-Executive Directors; (including diversity) as identified taking account of information provided by the Board of Directors ~~Nominations Committee~~, and agree for recommendation to the Council the role description and person specification for the particular appointment

- 5.8 In identifying suitable candidates, the Committee will use open advertising or the services of external advisers to facilitate the search, consider candidates from a wide range of backgrounds and consider candidates on merit against objective criteria, in accordance with the agreed selection process
- 5.9 Recommend the appointment of the preferred candidate as Trust Chair or Non-Executive Director to the Council
- 5.10 Ensure that a proposed Trust Chair or Non-Executive Director's other significant commitments are disclosed to the Council before appointment, including a broad indication of the time involved, and that any changes to their commitments are reported to the Council as they arise
- 5.11 Ensure that any proposed appointee meets the 'fit and proper person' requirement of the Trust's provider licence general condition G4 following Trust procedure
- 5.12 Ensure that any proposed appointee discloses any business interests that may result in a conflict of interest and any other significant commitments they have prior to appointment following Trust procedure
- 5.13 Obtain evidence that the proposed individual is independent
- 5.14 Ensure that on appointment the Chair or Non-Executive Directors receive ~~a~~ formal letters of appointment setting out clearly what is expected of them, including remuneration, terms and conditions, and time commitment.

Re-Appointments:

- 5.15 Ensure that the Chair and Non-Executive Directors are re-appointed at regular intervals as determined by the Trust's ~~C~~onstitution and subject to the NHS Act 2006 provisions, taking account of planned and progressive refreshing of post holders.
- 5.16 Obtain evidence of satisfactory formal performance evaluation, carried out in accordance with the process approved by the Council of Governors, for the re-appointment of the Trust's Chair and Non-Executive Directors ensuring the individual proposed for re-appointment continues to be effective and ~~to~~ demonstrates commitment to the role, ~~while~~ and taking account of the knowledge, skills and experience required. This evidence will be supplied by the Council of Governors Remuneration Committee
- 5.17 Obtain evidence that the proposed individual remains independent

- 5.18 In the case of re-appointments beyond six years, take into account advice information from the Board of Directors ~~Nominations Committee~~ for the requirement (or not) for external recruitment process
- 5.19 Work within the Trust's ~~C~~onstitution and in line with the principles established in ~~(Monitor's)~~ *Code of Governance* to action the re-appointment of the Trust's Chair and Non-Executive Directors. Any term beyond six years must be subject to a particularly rigorous review.

Monitoring of Effectiveness:

- 5.20 To undertake an annual review of its own performance to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary for Council's approval. The results of this review will be reported to the Council of Governors Governance Committee in the first instance who will present a summary report to the Council of Governors
- 5.21 To review the terms of reference of the Committee annually and to ensure their compliance with regulatory and other guidance.

5 Sub Groups / Working Groups:

There are no formal sub-groups. However, the Committee will consider the need for and, if necessary, action the establishment of time-limited task and finish groups to undertake specific detailed tasks and make recommendations to the Committee to support it in fulfilling its roles and responsibilities. Clear terms of reference, membership and timescales for the task and finish group(s) will be set by the Committee. Task and finish groups will be chaired by a member of the Committee but may include other Governors who are not members of the Committee.

6 Membership:

- 7.1 Chair of the Trust
- 7.2 Eight (8) Governors
- 7.3 Members of the Committee may nominate an alternative to attend in their absence. This individual will have the same role, responsibilities and authority as a substantive Committee member.
- 7.4 Appointments to the Committee will be made in line with the Committee Membership procedure and having due regard to the Trust's Equality & Diversity Policy.

7 In Attendance:

- 8.1 Trust Secretary / Assistant Trust Secretary (minute taker)
- 8.2 Other persons may be invited to attend a meeting to

assist in deliberations, including but not limited to the Chair, Executive Directors, Non-Executive Directors and the Trust Secretary

8.3 A Chair of another FT will be invited to act as an independent assessor to the Nominations Committee.

8 Support to Committee:

Trust Secretary Office

9 Quorum:

9.1 The quorum necessary for the transaction of business is **four** members

9.2 When the Trust Chair is being appointed, the quorum necessary for the transaction of business shall be **four** Governors

9.3 Reserve Governors may act as alternatives for substantive Committee members and as such will count toward the quorum. However, there must be a minimum of two (2) standing members of the Committee to achieve the quorum.

10 Reporting and Minutes:

10.1 Minutes of the meeting will be recorded and circulated to Committee members for approval, unless it would be inappropriate to do so. Approved minutes will be made available to the Council on request, unless it would be inappropriate to do so

10.2 The Committee will report in writing to the Council ~~after each meeting~~ on an annual basis, unless the Council requests more frequent updates.

10.3 The Committee will provide to the Council an annual self-assessment report which highlights areas for improvement

10.4 The Committee will receive and agree a description of its work (in the form of an annual work plan), and will regularly monitor progress against the work plan.

11 Frequency of Meetings:

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

12 Approval Dates:

August 2017, August 2018, August 2019, August 2020, August 2021

13 Frequency of Review:

Terms of reference are to be reviewed annually and reported to the Council of Governors for ratification.

14 Next Review Date:

~~August 20 20 (annually)~~ August 2022

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	1 September 2021					
Report Title:	Lead Governor Election						
Report Lead:	Chris Jennings, Assistant Trust Secretary						
Report Author(s):	Chris Jennings, Assistant Trust Secretary						
Report discussed previously at:	CoG Governance Committee 16 August 2021						
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 Lead Governor.	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. Approve the process for the election of the Lead Governor.

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 Lead Governor undertakes this role, alongside other roles as defined by an internal procedure.</p> <p>The Council of Governors previously considered and approved the role description, process and timetable in September 2019 for the appointment of the Lead Governor for a period of two years ending in October 2021.</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 Lead Governor has been reviewed and attached as Appendix 2. The timetable for the process of appointing the Lead Governor has been developed and attached as Appendix 3. The CoG Governance Committee reviewed these documents and agreed to make a recommendation to the Council of Governors for approval.</p>

Relationship to Trust Strategic Objectives	
SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	✓
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	

Relationship to Trust Corporate Objectives	
CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

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"> Appointing a Lead Governor. 	✓

Acronyms/Terms Used in the Report

CoG	Council of Governors		
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Supporting Documents and/or Further Reading

Appendix 1 – Lead Governor and Deputy Lead Governor Role Description
Appendix 2 – Process for Appointing the Lead Governor
Appendix 3 – Timetable for Appointing the 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
Lead Governor and Deputy Lead Governor

1 Process for the Appointment of the Lead Governor and Deputy Lead Governor

The Council will elect the Lead Governor and Deputy Lead Governor in line with the following process which will be managed by the Trust Secretary who will ensure timely and successful management of the process:

Stage 1

- Details of the Lead Governor and/or Deputy Lead Governor roles will be circulated to all Governors together with the timetable

Stage 2

- Public Governors may self-nominate for the Lead Governor and/or Deputy Lead Governor role(s) by submitting the relevant Nomination Form to the Trust Secretary's Office by the stated date. A short statement on what they would bring to the role is required. Two separate forms will be required if applying for both roles
- 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 Lead Governor and/or Deputy Lead Governor (whichever post is vacant). 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's Office 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 both the Lead Governor and Deputy Lead Governor

- The roles will be appointed on a 'first past the post' approach and the Governor with the highest number of votes will be appointed for each role
- 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 either or both positions, the process will commence again with respect to the vacant position(s)

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 Lead Governor and/or Deputy Lead Governor at the next general meeting of the Council.

COUNCIL OF GOVERNORS

Lead Governor Election Timetable

Stage	Action	Lead	Deadline
1	Role and timetable: Details of the Lead Governor role and timetable circulated	Trust Secretary	1 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's Office	Public Governors	10 Sep
	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's Office 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	14 Sep
	Ballot papers: List of Governor nominees together with their nomination statement and ballot paper will be circulated to all Governors	Trust Secretary	15 Sep
	Voting closes: Governors can vote by hand, by email or by post	All Governors	24 Sep
4	Results outcome: All nominated Governors will be advised of the outcome of the ballot	Trust Secretary	27 Sep
5	Results declared: Results will be advised to all Governors by email	Trust Secretary	27 Sep
	Appointment effective	Lead Governor	1 Oct
6	Confirmation of appointment: Appointment to the Lead Governor role will be formally confirmed at a general meeting of the Council	Trust Secretary	8 Dec

Agenda Item: 8(a)

SUMMARY REPORT	COUNCIL OF GOVERNORS					1 September 2021
	PART 1					
Report Title:	NED Site Visits Report					
Report Lead:	Chris Jennings, Assistant Trust Secretary					
Report Author(s):	Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:						
Level of Assurance:	Level 1	✓	Level 2		Level 3	

Purpose of the Report

This report provides details and feedback of site visits completed by Non-Executive Directors (NEDs) in July – August 2021.	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required

The Council of Governors Committee is asked to:

- Note the contents of this report.

Summary of Key Issues

The Chair / NEDs completed the following seven site visits in July 2021:

- The St. Aubyn Centre, Colchester (6 July & 4 August)
- Topaz Ward, The Crystal Centre, Chelmsford (14 July & 4 August)
- Finchingfield Ward, The Linden Centre, Chelmsford (14 July)
- Finance, Thurrock Hospital, Grays (16 July)
- St. Margaret’s Hospital (22 July)

There were two visits to both The St. Aubyn Centre and Topaz Ward. Sheila Salmon visited the services with external guests to focus specifically on the environment. Alison Rose-Quirie visited the services as part of her role as Non-Executive Chair of the Board of Directors Safety Oversight Group.

Relationship to Trust Strategic Objectives

SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	✓
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	

Relationship to Trust Corporate Objectives

CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

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	NEDs	Non-Executive Directors

Supporting Documents and/or Further Reading
Accompanying Report

Lead
Chris Jennings Assistant Trust Secretary

EPUT

NED Site Visits

1.0 PURPOSE OF REPORT

This report provides details and feedback of site visits completed by the Chair / Non-Executive Directors (NEDs) in July – August 2021.

2.0 SITE VISITS

Non-Executive Directors have completed seven site visits throughout July and August 2021. The following provides details of each Site Visit and any feedback provided to the service:

The St. Aubyn Centre (6 July 2021)

A site visit was completed on the 6 July 2021 to The St. Aubyn Centre, Colchester visiting Longview and Larkwood Wards. The wards are both Child & Adolescent Mental Health Service (CAMHS) inpatient wards. Professor Sheila Salmon, Chair of the Trust, Alex Green, Executive Chief Operating Office and external guest Professor Stephen Heppell attended to review the environments, including the Education Centre completed the visit. The visit as a whole focused on the environment.

The visit identified the following positive areas of note;

- The wards were clean and good hygiene was strongly observed. The wards were also uncluttered and well-organised.
- There were areas of the wards, which were peaceful, and there was good staff engagement with the children and young people.
- The areas visited felt safe, and it was clear safety was being put first.
- Caring and involving patients was clearly seen throughout.
- There was single room accommodation and quiet break out spaces were available.
- Staff were calm and did not appear under pressure.
- There were good levels of supervision of staff in place.
- The ligature risk assessments for the wards were in place and up to date.

The visit also identified the following areas for improvement:

- Internal areas were gloomy and lighting appeared to be inadequate. Recommendations were made to install LED lighting and consider re-painting walls with light reflecting paint.
- The environments felt bland and there could be more personalisation without compromising safety.
- External areas did not have seating and the environment did not seem cared for, which was therefore not stimulating for patients.

The environmental issues identified were immediately fed-back to the Executive Chief Operating Officer completing the visit, who agreed to take these forward. Professor Stephen Heppell also agreed to provide a separate and more full report to the service.

Topaz Ward (14 July 2021)

A site visit was completed on the 14 July 2021 to Topaz Ward, The Crystal Centre, Chelmsford. The ward is a newly refurbished adult inpatient mental health ward. Professor Sheila Salmon and external guests Professor Stephen Heppell and Lys Johnson, Administrator working with Stephen Heppell, completed the visit. The main focus of the visit was to look at the environment.

The visit identified the following positive areas of note;

- The ward was very welcoming and appeared calm and well organised. The ward manager warmly welcomed the visiting team.
- The ward had an attractive atrium with “delightful” artwork co-designed with and made by the patients.
- The ward was calm and the environment was clean and uncluttered.
- There was a good level of interaction happening on the ward.
- There was up to date information seen on the wards.
- Patients spoken with appreciated the new environment and felt included in making it a therapeutic home.
- The new furniture on was colourful, safe, carefully chosen and sited to be safe and ligature risk free.
- The external areas and gardens were inviting and pleasing, with new astro-turf and safe outside furniture.
- Staffing levels were adequate with staff engaging and highly professional.
- Good care was seen happening in action.

The visit also identified the following areas for improvement:

- The light levels in some areas could be improved. The light and CO2 level in internal areas was assessed by Professor Heppell and a separate feedback would be put together to appraise healthy spaces.
- It was suggested a dishwasher could be installed in the staff room as this would be helpful and reduce any cross-contamination.

Finchingfield Ward (14 July 2021)

A site visit was completed on the 14 July 2021 to Finchingfield Ward, The Linden Centre, Chelmsford. The ward is an adult inpatient mental health ward. Professor Sheila Salmon and external guests Professor Stephen Heppell and Lys Johnson, completed the visit. The main focus of the visit was to look at the environment. The visit had originally intended to also visit Galleywood Ward but this was not possible due to the care situation and therefore considerable time was spent on Finchingfield Ward. The visiting team saw a good level of response happening to support the emerging situation on Galleywood Ward to ensure safety.

The visit identified the following positive areas of note;

- The staffing levels were adequate, although there was a challenge to fill Band 5 shifts.
- Staff were engaging and highly professional and care was observed happening in action.
- There was a good level of therapeutic intervention, with positive interactions happening throughout the visit.
- Enhanced levels of observation were taking place diligently and safely.
- There were up to date staff photo boards in place.
- The atmosphere was calm and well-managed. The ward felt well run and safe. Patients were reassured and calmed proactively and attentively.
- Patients on the ward spoke positively about their experiences.

The visit also identified the following areas for improvement:

- The external areas were found to be unsatisfactory and requiring attention. This was followed-up separately with members of the Executive Team to request resolution.
- The quality of lighting and internal ventilation should be analysed and improved upon.
- It was suggested a dishwasher could be installed in the staff room as this would be helpful and reduce any cross-contamination.

Finance (16 July 2021)

A site visit was completed on the 16 July 2021 to Finance, Thameside House, Thurrock Hospital, Grays. Janet Wood, Non-Executive Director, completed the visit. The main focus of the visit was to meet with a couple of trainees and new starters to find out about their experiences.

The visit identified the following positive areas of note;

- The office environment was a standard set-up, with staff distancing and wearing face masks as appropriate.
- Morale felt good with the staff spoken with.
- Open and honest conversations were held with staff using the lines of enquiry.
- Staff felt they had been supported well and had the equipment they needed when working from home. They welcomed the blended approach to working.
- The new starters had felt well supported with induction on site and appropriate members of staff coming in to provide training. Training was continuing with their professional providers delivering it online.

The visit identified one potential areas of improvement relating to a guide to how the ledger / accounts payable systems would be useful for reference. The Deputy Director of Finance and agreed to look into this. Janet Wood agreed to review when next visiting the team.

Community Health Services (CHS), St. Margaret's Hospital (22 July 2021)

A site visit was completed on the 22 July 2021 to CHS services based at St. Margaret's Hospital, Epping. The visit was undertaken to three CHS inpatient wards on site (Beech Ward, Plane Ward, Poplar Ward) and community teams. Amanda Sherlock, Non-Executive Director completed the visit.

The visit identified the following positive areas of note:

- The atmosphere was "lovely", calm, but clearly busy. Offices were staffed, with everyone both welcoming and friendly.
- Covid-19 related measures were in place. Social distancing and mask wearing was seen.
- The parking for the site was good and there was clear signage to the services. Everything on site was clean and tidy. Infection prevention and control measures were in place, such as good evidence of hand sanitising.
- Visiting patient transport staff were offered water and a short break by Ward Staff (it was very hot day).
- Meetings were held with four team managers and it was a good opportunity of how teams had worked during the pandemic.
- The managers were very proud of all the efforts made by staff during the pandemic, with staff speaking about the management and designated Covid-19 admissions ward. This included the difficulty and stressful nature for staff, patients and families.
- Very positive interactions were observed between staff teams and staff with patients.
- One person was admitted to a ward and was met by two ward staff. The individual was taken straight away to a bed and there was quick turnaround for the ambulance crew.

- Patients were observed sitting out of bed. Patients spoken with all reported being happy.
- All areas were well organised and doctors, nurses and a therapist were seen on the wards.
- Although staff were busy and the matron was contacted about pressure at Princess Alexandra Hospital, there was no sense of panic and always attention of staff on patients.
- The teams visited were tired but committed to their colleagues and patients. It was an uplifting visit.

There were a couple of minor issues identified in relation to a staff microwave located in a clinical waste room and portable air conditioners on when windows / doors were open. These were addressed immediately by the Matron.

The St. Aubyn Centre (4 August 2021)

A site visit was completed on the 4 August 2021 to The St. Aubyn Centre, Colchester. Alison Rose-Quirie, Non-Executive Director completed the visit.

The visit identified the following positive areas of note:

- The ward visited felt calm and relaxed, despite the evidence increase in acuity.
- Staff spoken with were positive and keen to engage.
- There were interactions seen between patients and staff on the basketball pitch on site.
- There was good communication between different specialisms for the multi-disciplinary reviews noted through the electronic records system.
- There was a demonstration of Oxehealth and the new prototype bathroom door, which looked great.
- Staff spoke in therapeutic terms, for example a DBT focus and active involvement of Occupational Therapy.
- The Occupational Therapist spoken with was enthusiastic about the range of activities.

The areas for improvement identified were similar to those identified in the previous visit relating to the environment, including:

- The Central Street appearing to be bare and not welcoming. It was felt some creative thinking could improve the space and ensure it is not just used as a thoroughfare.
- The garden areas still needed improvement. It was confirmed action was being taken and patients were deciding the furniture colours on the day of the visit, with a six-week delivery time.
- The communal areas had been re-painted but needed more colour. The environment appeared more clinical than therapeutic.
- It was stated some outside activities had been restricted due to staff shortages and patient acuity.

The Matron (Louise Summers) was impressive and seemed to recognise that whilst the service was making progress, it was not where she would want it to be. It was felt with the right support she would make a real difference to the service.

Topaz Ward (4 August 2021)

A site visit was completed on the 4 August 2021 to Topaz Ward, Chelmsford. Alison Rose-Quirie, Non-Executive Director completed the visit.

The visit identified the following positive areas of note:

- The environment was appropriate.
- There were activity boards in place and the equipment on the ward was fairly new and fit for purpose.
- There were separate male and female areas, with the ability to flex the accommodation.
- Staff interacted well and especially the service lead who new staff and patients well.
- Varied diets were catered for and patients were involved in the choices of meals and activities.

The main area for improvement related to a patient who appeared to be inappropriately placed. Staff appeared stressed and considerable attention was being taken by the particular patient. There was a comment from another patient regarding waiting for their PRN medication, which was caused by staff being distracted by the patient. The Service Lead confirmed the issue had been escalated.

3.0 NEXT STEPS

The areas for improvement identified above will be monitored and followed-up to ensure these are resolved. Updates will be provided at future Council meetings.

Visits for September 2021 are currently being booked by the Chair's Office.

4.0 ACTION AND RECOMMENDATIONS

The Council of Governors Committee is asked to:

1. Note the contents of the report.

Chris Jennings
Assistant Trust Secretary

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	1 September 2021				
Report Title:	Lead and Deputy Lead Governor Update					
Report Lead(s)	John Jones, Lead Governor and Pippa Ecclestone, Deputy Lead Governor					
Report Author(s):	John Jones, Lead Governor and Pippa Ecclestone, Deputy Lead Governor					
Report discussed previously at:						
Level of Assurance:	Level 1	✓	Level 2		Level 3	

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

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

Summary of Key Issues
<p>The report attached provides information in respect of:</p> <ul style="list-style-type: none"> • Our role as your Lead and Deputy Lead Governor • The Regional Network of Lead Governors • Provider collaborative for the New Care Models • ICS Progress • Engaging with Members • Feedback from NHS Providers GAC • How are Trust supporting staff post-Covid • Terms of tenure of Governors and Lead / Deputy Lead Governors • NHS Providers Annual Conference • Meeting with the Chair

Relationship to Trust Strategic Objectives	
SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	✓
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	✓

Relationship to Trust Corporate Objectives

CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

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
NHSE/I	NHS England / Improvement	FT	Foundation Trust

Supporting Documents and/or Further Reading

Main Report

Lead



John Jones
Lead Governor

Pippa Ecclestone
Deputy Lead Governor

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

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

2 Summary**2.1 Background**

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

2.2 Our role as your Lead and Deputy Lead Governor

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

2.3 The Regional Network of Lead Governors

Colleagues may recall that this group was established by myself in early 2017 and meets every 3 months, and the last meeting was held virtually on 1st June 2021 and had 11 attendees, and 5 apologies.

2.3.1 Update on East of England Provider Collaborative for the New Care Models

We received an update presentation about the Provider Collaborative. This is due to go live 1st July 2021.

2.3.2 ICS Progress

Some Lead Governors have been invited to attend as observers the ICS Board meetings.

2.3.3 Engaging with Members

It was clear that this is often a problem, exacerbated by the current pandemic, but in one area the vaccination centres were used as an opportunity to recruit new members.

2.3.4 Feedback from NHS Providers GAC

We still have a presence from within the region on the Governor Advisory Committee and had some feedback on the April meeting of that committee.

2.3.5 How are Trusts supporting staff post-Covid.

In general, this was considered to be at a reasonably high and sensitive level, and as far as could be monitored staff felt there was support in place.

2.3.6 Terms of tenure of Governors and Lead/Deputy Lead Governors.

A quick 'straw poll' found there was varying practice within the region but the general consensus was for 3 terms of 3 years, and 2 year terms for LG and DLG, reflecting the pattern at EPUT.

2.3.7 The Network agreed to meet 'virtually' for at least the next meeting in September 2021.

2.4 NHS Providers Annual Conference

I was pleased to be of assistance at this 3-day event in July, facilitating on each day with one of the workshops. I had been instrumental in getting staff engagement as the topic for one of the days.

2.5 Meeting with Chair

The scheduled meeting with the Chair to discuss and adjust the Agenda for this Council meeting was held virtually on 6 August 2021. Additionally, we raised other issues which as Governors we felt should be aired with the Chair. We are grateful for the open and receptive way in which these meetings are conducted.

2.6 Other Matters

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

May we also thank colleagues for their co-operation with the Trust as we attempt to carry on using a virtual meeting process. We recognise that this is not ideal as so much is achieved by networking at Council and by the usual non-verbal communication, which is lost in a virtual meeting. 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
1 September 2021

Pippa Ecclestone
Deputy Lead Governor
Public Governor
1 September 2021