

COUNCIL OF GOVERNORS PART 1

Meeting to be held on 19 March 2025, 13:45

Via MICROSOFT TEAMS

AGENDA

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

CEO Briefing – 13:00

1	Apologies for Absence	SS	Verbal	Noting	13:45
2	Declarations of Interest	SS	Verbal	Noting	13:47
3	Minutes of previous meeting, held on 5 December 2024	SS	Attached	Approval	13:50
4	Action Log and Matters Arising	SS	Attached	Noting	13:55
Presentation: Homelessness Service					
Dr Ashish Pathak, Psychiatric Lead for Southend Rough Sleepers Mental Health Team					14:00
5. STANDING REPORTS					
(a)	Report from the Chair	SS	Attached	Noting	14:15
(b)	Chief Executive Officer (CEO) Report	PS	Attached	Noting	14:20
(c)	Annual Report from the Chairs of the Standing Committees: <ul style="list-style-type: none"> • Audit Committee • Finance & Performance Committee 	EL / LL	Attached	Noting	14:25
6. ITEMS FOR DECISION					
(a)	Trust Constitution Review	CJ	Attached	Decision	14:40
(b)	Elections to the Council of Governors 2025	CJ	Attached	Decision	14:50
(c)	Chair – Non-Executive Director Appraisal Reviews Process	CJ	Attached	Decision	14:55
(d)	Governance Committee Annual Report & Terms of Reference	JJ	Attached	Decision	15:05
(e)	Remuneration Committee Annual Report & Terms of Reference	JJ	Attached	Decision	15:10

(f)	Training & Development Committee Annual Report & Terms of Reference	PG	Attached	Approval	15:15
7.	ITEMS FOR DISCUSSION				
(a)	Lead Governor Arrangements Post-Election	CJ	Verbal	Discussion	15:20
8.	ITEMS FOR INFORMATION				
(a)	Membership Strategy Implementation Plan	JG	Attached	Noting	15:25
(b)	CQC Assurance Report	DG	Attached	Noting	15:30
(c)	Changes to the Council of Governors & Membership of its Committees	CJ	Attached	Discussion	15:40
(d)	Lead / Deputy Lead Governor Report	JJ / SSc	Attached	Noting	15:45
9.	ANY OTHER BUSINESS				15:47
10.	QUESTIONS AND ANSWERS SESSION FROM MEMBERS OF THE PUBLIC				15:50
11.	DATE AND TIME OF NEXT MEETING 21 May 2025 (13:45 – CEO Briefing 13:00)				16:00
12.	DATE AND TIME OF FUTURE MEETINGS 10 September 2025 (13:45) 19 November 2025 (13:45)				

*Professor Sheila Salmon
Chair*

MINUTES OF THE COUNCIL OF GOVERNORS PART 1

Held on 05 December 2024
Via MS Teams

MEMBERS PRESENT:

Professor Sheila Salmon	SSa	Chair
Dianne Collins	DC	Public Governor, Essex Mid & South
Gwyn Davies	GD	Public Governor, Essex Mid & South
Kingsley Edore	KE	Public Governor, Essex Mid & South
Nat Ehigie-Obano	NE	Public Governor, West Essex and Hertfordshire
David Finn	DF	Public Governor, Essex Mid & South
Paula Grayson	PG	Public Governor, Milton Keynes, Bedfordshire, Luton & Rest of England
Jason Gunn	JG	Public Governor, West Essex & Hertfordshire
John Jones	JJ	Public Governor, Milton Keynes, Bedfordshire, Luton & Rest of England
Megan Leach	ML	Public Governor, Essex Mid & South
Pam Madison	PM	Public Governor, Essex Mid & South
Stuart Scrivener	SSc	Public Governor, Essex Mid & South
Helen Semoh	HS	Staff Governor, Non Clinical
Neil Speight	NS	Appointed Governor, Thurrock Council
Cort Williamson	CW	Public Governor, North East Essex & Suffolk

IN ATTENDANCE:

Diane Leacock	DL	Non-Executive Director
Dr Ruth Jackson	RJ	Non-Executive Director
Paul Scott	PS	Chief Executive Officer
Alex Green	AG	Executive Chief Operating Officer
Denver Greenhalgh	DG	Senior Director of Governance
Nigel Leonard	NL	Executive Director of Major Projects and Programmes
Loy Lobo	LL	Deputy Chair
Andrew McMenemy	AM	Executive Chief People Officer
Ann Sheridan	AS	Executive Nurse
Trevor Smith	TS	Executive Chief Finance and Resources Officer
Zephan Trent	ZT	Executive Director of Strategy, Transformation and Digital
Teresa Bradford	TB	Council of Governors and Membership Administrator
Chris Jennings	CJ	Assistant Trust Secretary
Rita Thakaria	RT	Partnership Director, Adult Health and Social Care, Thurrock
Mamade Auckburally	MA	Interim Associate Director for Community Mental Health, Thurrock
Claire Warner	CW	Clinical Psychologist
James Lakey	JL	Principal Psychologist, Complex Housing Intervention Programme

There was eleven members of the public present.

60/24 WELCOME AND APOLOGIES FOR ABSENCE

Apologies were received from:

Zisan Abedin, Staff Governor, Non-Clinical

Nicky Milner, Appointed Governor, Anglia Ruskin University.
Maxine Sadza, Appointed Governor, Southend City Council.
Dr Mateen Jiwani, Non-Executive Director

SSa welcomed everyone to the meeting including all the members of the public.

61/24 DECLARATIONS OF INTEREST

There were no new declarations of interest.

62/24 MINUTES OF THE PREVIOUS MEETING HELD ON 4 SEPTEMBER 2024

The Council reviewed the minutes of the meeting held on the 4 September 2024 and agreed these as an accurate record.

63/24 ACTION LOG / MATTERS ARISING

The Council reviewed the action log following the meeting held on 4 September 2024 and noted all actions had been completed.

64/24 PRESENTATION: COMPLEX HOUSING

Following an introduction from SSa, JL, MA and RT delivered a presentation regarding the Complex Housing Intervention Programme. The presentation covered the following:

- The background to the programme, including how it was first started.
- Details of the collaborative nature of the programme as a one-year pilot, including Mid and South Essex Integrated Care Board and Thurrock Council.
- The remit of the team and an introduction to the team.
- Details of the programme and how it operates.
- The successful outcomes from the programme which had allowed further funding for the next two years.

Questions and Discussions

- CW asked for an example and how the team are going to maintain the service going forward. RT advised the maintaining of the service was a team effort and links with local communities would help the service intervene earlier in the patient journey. JL suggested sharing some case studies with the Council outside of the meeting.
- JJ asked whether the programme helped people get into employment. JL advised this was not a direct part of the service, but would help facilitate conversations with other services as appropriate.
- In answer to a question regarding how the service maintains trust with service users, JL advised they have a consistent, persistent and flexible approach which helps maintain the relationship.

AG thanked the team for the question and highlighted the positive impact the programme has on individual's lives.

Actions:

1. **Circulate case studies demonstrating the work of the Complex Housing Team to the Council of Governors. (JL)**

SSa thanked JL, MA and RT for the presentation.

65/24 REPORT FROM THE CHAIR

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

SSa noted the sad passing of Mark Dale and highlighted the valued work he had undertaken over the years. SSa highlighted a minor correction in the report which listed the Co-Production Conference as November, when it should read October.

Questions and Discussions

- PG thanked SSa for the report and appreciated the learning identified.

The Council of Governors received and noted the report.

66/24 CHIEF EXECUTIVE OFFICER (CEO) REPORT

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

- Details of the NHS East of England CEO and Chairs' event which had been attended by a number of Chairs and CEOs in the region.
- The positive outcomes and testimonies from individuals who had graduated from the RISE programme. The programme was in the process of being adopted by other trusts.
- The SOPHIA app for Standing Operating Procedures had been introduced, which provides easy-to-use step-by-step guides for staff to help in providing high quality safe care.

Questions and Discussions

- PG noted the reference to the staff survey and asked for the response rate for the survey. AM advised the response rate was 41%.
- JJ noted the update in relation to the Hydro Pool and asked if this could be included in future updates. JG asked if the pool would be used by MSK and neuro patients once it is re-opened. AG advised it would be used for different integrated needs.

The Council of Governors received and noted the report.

Actions:

- 1. Provide further updates regarding the Hydro Pool in West Essex for future Council meetings. (AG)**

67/24 People, Equality and Culture report

People, Equality and Culture Committee

DL presented the People Equality and Culture annual report, highlighting the work of the Committee over the previous 12 months. AM noted the focus on staffing, including sickness, turnover, temporary staffing and time to hire.

Questions and Discussions

- PG commented positively on the assurance provided by the report.

Quality Committee

RJ presented a report on behalf of MJ, highlighting the work of the Quality Committee over the previous 12 months. RJ advised she had joined the Committee in September and noted the amount of work and scrutiny undertaken by the Committee. AS highlighted work underway to ensure the quality measures are being benchmarked against NHS England information and there was also work underway to ensure learning identified is meaningful for staff, to allow for it to be embedded.

Questions and Discussions

- PG noted the achievement in relation to equality, diversity and inclusion and noted the positive work that had supported the Trust in achieving EDS2.
- PM noted the work that goes into the preparations for the meetings, which is demonstrated through the quality of the papers and the management of the meetings.

The Council of Governors received and noted the report.

68/24 PROCEDURE FOR THE REMUNERATION OF THE CHAIR AND NON-EXECUTIVE DIRECTORS

CJ presented a report providing the procedure for the Remuneration of the Chair and Non-Executive Directors for its three-yearly review. CJ advised that the revised procedure had been discussed at the Council of Governors Remuneration Committee on 20 November 2024, with agreement to recommend it to the Council of Governors for approval.

CJ also advised that there is likely to be new guidance published by NHS England in the next few months and the procedure will be reviewed at this point.

The Council of Governors received, noted and approved the procedure.

69/24 PROCEDURE FOR THE APPOINTMENT / RE-APPOINTMENT OF THE CHAIR AND NON-EXECUTIVE DIRECTORS

CJ presented a report providing a revised procedure for the Appointment / Re-Appointment of the Chair and Non-Executive Directors. CJ advised that a review had been undertaken in consultation with the Executive Chief People Officer, with a number of proposed changes to reflect current practice.

CJ advised that the revised report had been discussed by the Council of Governors Governance Committee on 26 November 2024, with agreement to recommend it to the Council of Governors for approval.

The Council of Governors received, noted and approved the procedure.

70/24 DEPUTY LEAD GOVERNOR ELECTION OUTCOME

CJ advised that the election process for a new Deputy Lead Governor had concluded, with SSc the sole candidate. Therefore, SSc had been elected unopposed to the role for the next two years, commencing in October 2024. CJ congratulated SSc on the new role and thanked PM for her hard work as the Deputy Lead Governor.

71/24 CQC UPDATE

AS provided a verbal update, advising that 91 actions had been completed, with 30 per cent having also been signed off by the wider system as part of scrutiny meetings. These meetings would take place twice a month from January 2025 to provide a quicker pace in closing actions.

The Council of Governors received and noted the verbal update.

72/24 MEMBERSHIP METRICS / YOUR VOICE

CJ presented a report providing details of the Membership Metrics and Your Voice meeting which had taken place since the last Council of Governors meeting. CJ highlighted the following:

- The Membership Strategy had been progressed and was on course to achieve its objectives for the first year.
- There had been an increase in the level of communication undertaken with members, which is in line with the strategy. There had also been work

undertaken to contact postal members, where emails have bounced back, to confirm if they still wished to remain as a member.

- The Your Voice meeting had been held at the Co-Production conference. The Trust Secretary's Office will now look at holding these as part of existing Trust events and liaising with local groups.

The Council of Governors received and noted the report.

73/24 GOVERNANCE COMPOSITION AND ATTENDANCE

CJ presented the report and noted the following:

- One Public Governor had resigned due to personal reasons and a Staff Governor had stepped down as they had left the Trust. The Public Governor vacancy will be held over to the next election and the Staff Governor position has been offered to the next individual on the list from the last election.
- There had been improvement with sub-committee membership, with a small number of vacancies across the committees.
- There was one Governor at the first stage of the monitoring governor attendance procedure who will be contacted by the Lead Governor. There was one Governor at stage three of the process and further action would be discussed at the private session of the Council.

The Council of Governors received and noted the report.

74/24 LEAD / DEPUTY LEAD GOVERNOR REPORT

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

The Council of Governors received and noted the report.

74/24 ANY OTHER BUSINESS

None

75/24 QUESTIONS AND ANSWERS SESSION FROM MEMBERS OF THE PUBLIC

One member of the public raised a concern regarding the level of pay for clinical staff and felt it was too low. AM advised the level of pay for staff are banded nationally.

One member of the public queried the level of wellbeing and care for over 65s that is provided. AS advised the Trust provided a number of services and would be happy to receive any further feedback on how these could be improved.

76/24 DATE AND TIME OF THE NEXT MEETING

The date and time of the next meeting is TBC

ESSEX PARTNERSHIP UNIVERSITY NHS FT

Council of Governors Meeting
Action Log (following Part 1 meeting held on 5 December 2024)

Lead	Initials	Lead	Initials	Lead	Initials
James Lakey	JL				
Alex Green	AG				

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
December 64/24	Circulate case studies demonstrating the work of the Complex Housing Team to the Council of Governors.	JL	March 2025	Case studies received and circulated to Governors via the Governor Update.	Closed	
December 66/24	Provide further updates regarding the Hydro Pool in West Essex for future Council meetings.	AG	May 2025	<p>The Trust is currently commissioned to utilise the pool for 2.5 days per week and is not able to fund a further use of the pool beyond this.</p> <p>Discussed at the West Essex Accountability Framework meeting and agreed for further discussions with NHS Property Services (the landlord for the pool) for them to source partner organisations to utilise the pool for the remainder of the week. .</p>	Open	

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	Agenda Item: 5a				
		19 March 2025				
Report Title:	Report from the Chair					
Executive/ Non-Executive Lead:	Professor Shelia Salmon, Chair					
Report Author(s):	Angela Laverick, PA to Chair, CEO and NEDs					
Report discussed previously at:	N/A					
Level of Assurance:	Level 1	✓	Level 2		Level 3	

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

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

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

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

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

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

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

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

Acronyms/Terms Used in the Report			

Supporting Reports/ Appendices /or further reading
Report from the Chair

Lead
Professor Sheila Salmon Chair

REPORT FROM THE CHAIR

1.0 PURPOSE OF REPORT

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

2.0 ACTIVITY UPDATE FROM CHAIR AND NEDS**i) Professor Sheila Salmon**

As my term of office comes to an end, I would like to take the opportunity to reflect on the past seven years, which have seen significant challenge and change.

Since joining EPUT as a newly established organisation following the merger of the former NEP and SEPT with a new Board of Directors appointed, we have seen changes within the Board; public scrutiny in light of HSE prosecution, Independent and Statutory Inquiries; and a global pandemic. In this challenging context, EPUT has grown from strength to strength providing many community health, mental health and learning disability services to support a community of more than 3.2 million people living across Essex, Suffolk, Luton and Bedfordshire.

The creation of a new leadership team under Paul Scott, has led to the Trust focussing on a number of areas to embed lessons and continuously improve care; central to this is collaboration with partners, patients, carers and families. While we have made progress of over the last few years, there is more to do and we look forward with our transformation centred on radical transformation of our inpatient wards (via Time To Care), the creation of a unified Electronic Patient Record across acute, community and mental health and the continued focus on working with patients, families and carers.

I sincerely congratulate my successor, Hattie Llewelyn-Davies, on her appointment and wish her well for the coming months and years, where I am sure EPUT will continue to develop and further improve under her leadership.

It has been a privilege to Chair EPUT, I am immensely proud of our dedicated staff and volunteers, and I would like to thank Paul Scott, the wider Board and of course our Council of Governors for their continued focus on safety and quality, placing the service user, carers and family voice at the heart of our services, both in design and delivery.

ii) Loy Lobo

As the year draws to a close, this report reflects upon the key activities and achievements of the past twelve months and offers some thoughts on the potential implications for the year ahead.

The tone of the Finance and Performance Committee meetings this year focused very much on delivering our services to the expected levels of quality whilst working within our financial constraints. The Committee closely scrutinised key metrics such as length of stay and out-of-area placements, which remained high for the greater part of the year, and have more recently been improving. Agency costs have been brought under control and there has been strong oversight of non-pay expenses. At each Committee meeting, a key risk from the Board Assurance Framework has been selected for a deep dive to understand the path to improve control of the risk.

This year marked the commencement of the new format Quality Assurance Visits. It has taken a few months to bed down the process and particularly, to ensure that Governors are also involved. The multi-stakeholder visit approach is beginning to work well, and my two recent visits to the Community teams at Latton Bush (Epping, West Essex), and Herrick House (Colchester, North East Essex) have confirmed this for me. It was a great opportunity to meet staff and hear from them about their

experiences of working at EPUT. Overall, staff are saying their morale and experience has improved and EPUT is becoming a better place to work.

The successful delivery of key transformation projects is critical to secure the future of high quality services for the people of Essex. The committees have been paying particular attention to the benefits realisation from Time to Care. The next twelve months will be crucial for the success of this programme, and the learning will inform future transformation of community services.

The Nova Electronic Patient Record (EPR) programme passed a key milestone with the signing of the contract with Oracle Health and the formal launch of the project. The teams have been mobilised, key delivery partners are being selected and on boarded, and the countdown has begun. The excellence of the organisation and execution of the project to date has drawn widespread recognition and our work is being described as exemplary even as we are starting this journey. The teams are pulling together well and there is no creeping sense of complacency. Rather, there is genuine excitement about the work that lays ahead, and the foundation we will be creating for innovation and excellence over the next ten years and beyond.

iii) Dr Mateen Jiwani

In the time since the last Council, I have attended Board, board seminars, Quality Committee, Audit Committee, stepped down from the Charitable Funds Committee chair, and continue co-chairing the Lampard Inquiry Oversight Committee. I am the chair of the Quality Committee, and this is progressing well. We've also started implementing a new quality dashboard, which is progressing nicely to hold new accountability and assurance for the organisation. I have also attended the NED discussion group, Joint Working Education boards with Anglia Ruskin University, constituency meetings, a couple of visits, and a unified board meetings for the successful progress of the Joint EPR program alongside the acute provider. There have been Remuneration and Nomination committees and Council of Governors. I now deputise for the Chair at the Health & Wellbeing chairs meeting.

I'm excited by some of the progress we've made over the Joint Strategic Alignment with the university this year now moving into formalising a relationship over the next 12 months. We have jointly progressed a research project and have, in most recent times, made a joint appointment through the university. I continue supporting my colleague at the Charitable Funds Committee, which is continuing its progress for more fundraising and ways to divest the potential monies for patient care.

The new Quality Assurance visits are coming along nicely and jointly working with ICB colleagues, this has been well received for feedback and assurance to the board. I also feel this triangulates well with some of the agendas in the Quality Committee, where we are overseeing clinical practice. This has been a steady quarter, and I hope it continues doing the same.

iv) Elena Lokteva

It has been a moderately busy period for the Audit Committee. We have approved the Internal Audit and Counter Fraud Annual Work Plans for FY25/26 and finalised the structure of the Clinical Audit Annual Report. As Committee Chair, my primary focus has been on obtaining assurance over the progress of external auditors to ensure that reporting deadlines are met.

The Lampard Inquiry Oversight Committee has met twice, and I had the privilege of chairing these meetings.

In my role as NED, I have actively participated in the Board Development session and Board meetings; completed mandatory training; attended the Council of Governors, contributed to Board sub-committees, including Finance & Performance and Quality Committees; taken part in a Quality Assurance visit to our community service in Epping Forest; helped shape the PSIRF Quarterly Report and Quality Priorities.

Lesson learned was primarily around governance in challenging times – through my work on the Lampard Inquiry Oversight Committee, it is evident that proactive, transparent, and structured governance is essential in managing sensitive and complex issues.

v) Diane Leacock

Since my last update to Council, I have attended and contributed to NED Discussion Groups, the Lampard Inquiry Oversight Committee, the People, Equality & Culture Committee (PECC), the Remuneration & Nomination Committee, NED / CEO meetings, NED / Governor Informal meeting, and the February Board of Directors meeting.

There has been a recent realignment of non-executive directors' roles and responsibilities, and I took up the chair of the Finance and Performance Committee whilst relinquishing the chair of People, Equality and Culture Committee (PECC). I am still a member of PECC and continue to contribute to this vital committee. During this time, I also attended meetings of the Mid and South Essex ICB's Finance & Performance Committee, where I reinforced my learning of the financial challenges facing our system.

In the Finance and Performance Committee we have maintained a steady focus on the Trust's finances whilst operating in extremely challenging conditions. Work is ongoing to produce the benefits realisation delivery plan for Time to Care programme, with reference to four critical success factors: readiness to deliver, financial benefits, clinical and quality impact, and service & workforce benefits. The Committee will continue to monitor this closely.

We are in the final month of the financial year and that has meant that the Executive Chief Finance Officer and his team have been busy working to finalise the Operational Plan for 2025-26. It has been challenging as we continue to work with our system colleagues to agree the plan.

vi) Ruth Jackson

Since the last Council meeting, I have attended the Board, Board Seminars, Remuneration & Nomination Committee and the Quality Committee. I have recently taken on the chairmanship of the Charitable Funds Committee and PECC.

I am particularly interested in developing closer links between the Quality Committee and the People Equality and Culture Committee in relation to lessons learned and their integration into the ongoing educational and organisational development plans for the Trust. The realignment of the People Team will enable PECC to optimise its understanding and oversight of our workforce challenges and opportunities. In addition I am now supporting the Freedom to Speak-Up process as the lead NED for this area.

My background in higher education has enabled me to make useful connections for the organisation to support work in data analysis and the potential development of educational resources.

I have undertaken a number of Quality Assurance Visits which has enabled me to triangulate the data and reporting we see at the Board and its committees in relation to the lived experience of our patients and staff. This has helped me to make more effective contributions to the emerging quality priorities 25/26. It has also given me insights into the approaches to the use of temporary staffing in clinical areas

3.0 RECOMMENDATIONS AND ACTION REQUIRED

The Council of Governors is asked to:

1. Note the content of this report.

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

On behalf of
Professor Sheila Salmon
Chair

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	19 March 2024
Report Title:	Chief Executive Officer (CEO) Report	
Executive Lead:	Paul Scott, Chief Executive Officer	
Report Author(s):	Angela Laverick, PA to the Chair, Chief Executive & Non-Executive Directors	
Report discussed previously at:		
Level of Assurance:	Level 1	✓
	Level 2	Level 3

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

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

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

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

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

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

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

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

Acronyms/Terms Used in the Report			

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

Non-Executive Lead:
Paul Scott, Chief Executive Officer

CHIEF EXECUTIVE OFFICER REPORT

1. UPDATES

1.1 Hattie Llewelyn-Davies Appointed as Trust Chair

As governors will be aware, Hattie Llewelyn-Davies has been appointed to the role of Trust Chair and will take up her role from 01 April. I am delighted to welcome Hattie to our Board of Directors and look forward to working with her as we continue the work of transforming mental and community health services for the people of Essex and beyond. As our current Chair, Sheila Salmon's term of office comes to an end after seven years, I would like to thank Sheila for her leadership during her time at EPUT. Sheila has been a passionate advocate for local people, recognising the need to drive through improvements in patient care across the many services that EPUT provides.

1.2 Lampard Inquiry

The Lampard Inquiry have issued information via their public website outlining areas that would be covered at the April hearings, as well as subsequent planned hearings over the course of 2025 and 2026. The next scheduled public hearings will be held in London from 28 April to 15 May 2025. I know that this will be a difficult time for colleagues, patients and families, and continue to promote support services that are available. It is important that we engage openly with the Lampard Inquiry and encourage anyone who feels they have experiences of information they want to share (whether positive and negative) to do so. By being open and transparent we can support Baroness Lampard and her team to deliver meaningful conclusions that will improve mental health care nationally.

1.3 Health and Social Care Select Committee Inquiry into Community Health Services

The Health and Social Care Select Committee is one of the UK Parliament's cross-party parliamentary committees, which scrutinises organisations and services and holds more in-depth inquiries into specific areas of health and care provision. In December 2024, it launched an [inquiry](#) into adult community mental health services.

The inquiry will consider:

- What constitutes good practice from the perspective of service users and their families/carers
- How service users' wider health and social needs can be addressed, including in employment and housing

The Committee also wants to:

- Understand what policy interventions are required to improve how these needs are met
- Assess to what extent the Community Mental Health Framework is driving improvements in the delivery of more integrated, person-centred care

The Committee is calling for individuals, groups of individuals and organisations to submit evidence as part of its fact finding work by answering a number of specific questions related to community mental health service provision. This is a key opportunity for the Trust to share its perspective and to cite examples of its own services and innovations. The patient experience team is also encouraging and supporting involved patients to submit their own evidence as individuals with experience of using adult community mental health services.

1.4 Progress update for Community Inpatient Beds and Community Services Consultation

During 2024, the Mid and South Essex Integrated Care System (ICB) ran a public consultation on proposals to change how some community physical health services are provided and how community inpatient beds are used, including EPUT's beds at the Cumberlege Intermediate Care Centre (CICC) in Rochford. Following feedback from members of the public and staff in services involved, the ICB took the decision to delay any decisions about services and work more closely with people to look at future options. A working group has been established and has just published a three month report, which is available via the [ICB's board papers](#). Key highlights from the report

include the need for more work to review community inpatient beds in the context of trying to care for people at home wherever possible. The ICB is aiming for the review group's findings to be presented in April and final decisions to be made in the summer.

1.5 Time To Care / New Staffing Model

More than 150 new staff have joined our inpatient teams as part of the new staffing model we have created under the Time To Care programme, with more set to join us in coming months. The programme is focussed on releasing more time for frontline clinical teams to spend time caring for patient – at the centre of this is the expansion of our multi-disciplinary teams on our inpatient wards. The new teams include a range of health professionals from AHPs, Activity Coordinators, Pharmacy Staff, Mental Health Nurses, Family and Carer Ambassadors, Peer Works and many more who will work together to support our patients.

1.6 Autism Specialist Consultant

I am delighted to report that Dr Catherine Dakin has taken on the advisory role of Autism Specialist Consultant, alongside her existing role as a psychiatrist within our Child and Adolescent Mental Health inpatient service in Colchester. Dr Dakin will use her clinical, academic and personal experience of neuro-divergence to support senior clinicians caring for complex patients, who are autistic or suspected of being so.

1.7 Importance of The Patient Voice in Mental Health Transformation

EPUT is leading the way in the transformation of mental health care, empowering patients and their families to have a voice in the future of its services. We now have more than 250 patients and former patients employed to ensure the patient experience remains at the heart of transformation of mental health, physical health and learning disability services provided by the Trust. This includes family and carer ambassadors who use their personal experiences of mental health services to support families and ensure they are fully involved in the care of their loved ones.

		Agenda Item No: 5c			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	19 March 2024			
Report Title:	Annual Report from the Chairs of the Standing Committees:				
	<ul style="list-style-type: none"> • Audit Committee • Finance & Performance Committee 				
Report Lead:	Elena Lokteva (Chair of Audit Committee) Loy Lobo (Chair of Finance & Performance Committee)				
Report Author(s):	Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:	N/A				
Level of Assurance:	Level 1		Level 2	✓	Level 3

Purpose of the Report		
This report provides the Council of Governors with a summary of work undertaken by the following standing committees of the Board: <ul style="list-style-type: none"> • Audit Committee • Finance & Performance Committee 	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required
The Council of Governors is asked to note the contents of the report.

Summary of Key Issues
The Trust Standing Committees are an integral part of the Trust's corporate governance arrangements, which has been established in line with statutory and regulatory requirements.
The attached annual reports provide assurance that the Audit Committee and Finance & Performance Committee have been fulfilling their Terms of Reference, that any issues and recommendations identified were escalated to other committees and/or Board as appropriate, and that all risks were recorded on the appropriate risk registers.

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

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

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

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

Acronyms/Terms Used in the Report		

Supporting Documents and/or Further Reading
Accompanying Report

Lead
Elena Lokteva Non-Executive Director Chair of the Audit Committee
Loy Lobo Non-Executive Director Chair of the Finance & Performance Committee

**BOARD STANDING COMMITTEE REPORT
AUDIT COMMITTEE AND FINANCE & PERFORMANCE COMMITTEE
1 FEBRUARY 2024 – 31 JANUARY 2025**

1.0 INTRODUCTION AND PURPOSE OF THE REPORT

The purpose of this report is to provide a summary of the work undertaken by the standing committees during the period 1 February 2024 – 31 January 2025, and to set out how they have performed against the responsibilities as defined in their Terms of Reference.

The report covers the following committees:

- Audit Committee
- Finance & Performance Committee

On review of the minutes for each committee, assurance is provided that they had been fulfilling their terms of reference and that any issues and recommendations identified were escalated to other committees and / or the Board as appropriate, and that all risks were recorded on the appropriate risk registers.

2.0 AUDIT COMMITTEE

Membership	Administration
<ul style="list-style-type: none"> • The Committee was chaired during the year by Elena Lokteva, Non-Executive Director. • Included in the current membership are: <ul style="list-style-type: none"> ○ Elena Lokteva Non-Executive Director / Chair of the Committee ○ Rufus Helm, Non-Executive Director (until July 2024) ○ Dr Mateen Jiwani, Non-Executive Director (from November 2024) ○ Diane Leacock, Non-Executive Director (until July 2024) ○ Jenny Raine, Associate / Non-Executive Director • In attendance included: <ul style="list-style-type: none"> ○ Trevor Smith, Executive Chief Finance Officer ○ Simon Covill, Director of Finance ○ Clare Barley, Head of Financial Accounts ○ Denver Greenhalgh, Senior Director of Governance • The Committee is supported by subject matter experts who attend as required, and undertakes 'deep dive' items to gain a deeper understanding and assurance on key topics. • The Committee was observed during the year by Paula Grayson, Public Governor. • Meetings were held five times within the time period. • All meetings met the obligations regarding membership, attendance and quorum. The Terms of Reference was updated in November 2024 to allow an Associate Non-Executive Director to form part of a quorum. 	<ul style="list-style-type: none"> • The Committee maintains an annual reporting cycle and actions arising from the meetings are recorded on an action log. Together, the minutes and the action log are used to plan, record and monitor the work of the Committee. • The reporting cycle is updated annually and is amended as necessary through the year to take account of changes in reporting structures and any items which may be required to report to the Committee. Throughout the year the Committee has received a range of information in accordance with the reporting cycle. • Administration relating to Committee business was undertaken by Carol Riley, PA to Executive Chief Finance Officer and Emma Bullard, Board Committee Secretary. In line with the Terms of Reference, the agenda and accompanying papers were circulated to members during the week prior to each meeting. • The Chair provides an assurance highlight report on Committee business at the following Trust Board meeting, with the opportunity to raise discussion points. • Committee minutes are approved as a true record of the meeting. • The Committee was observed by a member of the Council of Governors and after each meeting attended provided a feedback report to the Trust Chair as part of continuous feedback on Non-Executive Director effectiveness.

Terms of Reference

The Committee is authorised by the Board of Directors to investigate any activity within the Trust. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee

The remit of this Committee and delegated limits is contained within the Scheme of Delegations. The duties of the Committee include:

- Governance, Risk Management and Internal Control
- Internal Audit
- External Audit
- Counter Fraud
- Governance Manual
- Other Assurance Functions
- Management
- Annual Accounts Review
- Value for Money (VFM)

The Audit Committee has been fulfilling its Terms of Reference during the period February 2024 – January 2025.

Items the Committee dealt with during the period February 2024 – January 2025:

Annual Report and Accounts

The Committee held a seminar session in May 2024 to discuss the draft annual accounts, which included members of Finance and the Executive Team. The Committee subsequently received the draft annual report and accounts, providing a further opportunity for scrutiny and comment prior to finalisation.

The Committee received a final version of the Annual Report and Accounts at an extra-ordinary meeting in June 2024 for review and recommendation to the Board of Directors for approval.

Anti-Crime

The Committee received assurance regarding referrals and self-assessment against NHS CFA Government Function Fraud Standards for 2023/24. The Committee received and approved the annual internal audit plan at its meeting in March 2024. The plan was reviewed at each Committee to monitor progress and amend the plan as required.

The Committee received regular reports providing details of any anti-crime activity against the agreed plan. The Committee discussed the length of time taken for completing investigations and noted action had been taken to ensure a member of the HR team is involved in the case referral

discussions to ensure cases are appropriately assigned and progressed. The Committee agreed to refer an item to the People, Equality & Culture Committee regarding the wellbeing of staff conducting investigations.

Details were provided of staff awareness raising, including substantial progress with the rollout of Counter Fraud, Bribery and Corruption Awareness training and International Fraud Awareness Week.

The annual anti-crime work plan was received and approved by the Committee at its meeting in March 2024.

Clinical Audit

The Committee received a report providing assurance on the process and delivery of the clinical audit plan. The report provided details of the strengthening of processes following an internal audit report. The Committee agreed for the Quality Committee to have further oversight and scrutiny of the clinical audit plans and outcomes.

Conflict of Interest

The Committee received a report providing details of the conflict of interest process undertaken in the Trust. It was noted that one area for development was staff awareness, which would be taken forward as part of the transition to the Electronic Staff Record for recording all conflicts of interest.

External Audit

The Committee received and discussed the draft External Auditors annual plan for 2024/25, which allowed the Committee to review the proposed audit approach and scope for the financial year. The Committee received a regular progress report providing assurance that the work of the External Auditors was progressing in line with the agreed plan.

Internal Audit

The Committee received and approved the annual internal audit plan at its meeting in March 2024. The plan was reviewed at each Committee to monitor progress and amend the plan as required.

The Committee received a regular progress report providing details of internal audit outcomes throughout the year and updates on the progress of ongoing audits. The Committee discussed and agreed actions to ensure audits were completed and final reports issued in a timely manner. The Committee noted good progress and highlighted any audits where there was a delay for further assurance to be provided. The Committee also discussed ensuring recommendations following audits were implemented and sustained. The Committee noted in subsequent meetings that improvement had been made with the timeliness of reports.

Internal Audits presented to the Committee included:

- Annual Board Assurance Framework and Risk Management

- Care Planning and Risk Assessments (Inpatient Acute and Mental Health Services)
- Compliance with Policies (Site Visits)
- Core Financial Reporting (excluding payroll)
- Data Security and Protection Toolkit
- Efficiency Savings
- Recording and Monitoring of Therapeutic Observations
- Recruitment Processes
- Safeguarding Arrangements
- Temporary Staffing

Where audits received limited assurance, a more detailed report was provided to the Committee, providing rationale for the assurance rating and proposed recommendations for further scrutiny.

The Committee received an update at its meeting in November 2024 following the publication of the new Internal Audit Code of Practice. It was agreed for a gap analysis to be undertaken to identify changes required to current processes.

Quality Assurance Audits using Tendable

The Committee received details of a review undertaken to review local clinical auditing processes to ensure consistency across the Trust. Following the review, a pilot was undertaken to use the Tendable platform to utilise a suite of quality assurance audits which could be used across the Trust. The Committee were advised that the platform was now live across mental health services and would go live in specialist services in November 2024 and physical health services in December 2024.

The Committee discussed the new quality assurance audits, noting the positive feedback received and the changes allowing more staff to complete the audits, reducing the amount of time for the audits to be completed. Further work would be undertaken to ensure the right governance processes were in place to ensure the outcomes of the audits would be monitored by the Accountability Meetings.

Salary Overpayments

The Committee received a report providing data for salary overpayments over the previous three-years. The Committee reviewed the information and provided suggestions for further breakdowns and details to be provided to the Committee for enhanced analysis.

Waiver of Standing Orders

The Committee received regular details of competitive quotes waived during the reporting period. In addition, the Committee received a report detailing all waivers for the previous financial year and an action plan was developed to address any challenges.

Annual Reports:

The Committee received the following annual reports during the year:

- Claims Annual Scorecard
- Counter Fraud
- Internal Audit
- Risk Management Assurance Framework

Other Matters

The Committee received the following update reports for information and assurance:

- Annual Review of Governance Manual
- Directors Expenses 2023/24
- Losses and Special Payments 2023/24
- Write-Offs for 2023/24 in line with the Detailed Scheme of Delegation.

The Committee received an annual report of its activity and a review of its effectiveness at its meeting in November 2024. The outcome of the review was used to identify key priorities for the next year.

Governor Observer Feedback

Governor observation feedback covers structure of the meeting; quality of the papers; quality of the discussion held; and chairing of the meeting. There is also space to provide any general feedback.

Feedback received from 1 February 2024 – 31 January 2025

- The structure of the meetings allowed discussions and clarification on each agenda item.
- Risks identified for any items were identified for escalation to the Board of Directors.
- Committee members sought clarity and assurance in relation to good governance. Further assurance on certain items was sought by members of the Committee.
- Questions and comments from Committee members demonstrated a good level of probity and professional curiosity.
- The Chair of the Committee maintained control, probed risk issues, summarised actions, identified risks, set timescales and commented on the need for escalation to the Board of Directors.

Membership	Administration
<ul style="list-style-type: none"> • The Committee was chaired during the year by Loy Lobo, Non-Executive Director. • Included in the current membership are: <ul style="list-style-type: none"> ○ Loy Lobo, Non-Executive Director / Chair of the Committee ○ Alexandra Green, Executive Chief Operating Officer ○ Denver Greenhalgh, Senior Director of Corporate Affairs ○ Diane Leacock, Non-Executive Director ○ Manny Lewis, Non-Executive Director (until March 2024) ○ Elena Lokteva, Non-Executive Director ○ Andrew McMenemy, Executive Chief People Officer (from May 2024) ○ Jenny Raine, Non-Executive Director ○ Marcus Riddell, Interim Executive Director of People & Culture (until April 2024) ○ Trevor Smith, Executive Chief Finance Officer ○ Zephan Trent, Executive Director, Strategy, Transformation & Digital • The Committee is supported by subject matter experts who attend as required, and undertakes ‘deep dive’ items to gain a deeper understanding and assurance on key topics. • The Committee was observed during the year by John Jones, Public Governors. • Meetings were held monthly until May 2024 and bi-monthly thereafter. • All meetings met the obligations regarding membership, attendance and quoracy. 	<ul style="list-style-type: none"> • The Committee maintains an annual reporting cycle and actions arising from the meetings are recorded on an action log. Together, the minutes and the action log are used to plan, record and monitor the work of the Committee. • The reporting cycle is updated annually and is amended as necessary through the year to take account of changes in reporting structures and any projects which may be required to report to the Committee. Throughout the year the Committee has received a range of information in accordance with the reporting cycle. • Administration relating to Committee business was undertaken by Emma Bullard, Board Committee Secretary thereafter. In line with the Terms of Reference, the agenda and accompanying papers were circulated to members during the week prior to each meeting. • The Chair provides an assurance highlight report on Committee business at the following Trust Board meeting, with the opportunity to raise discussion points. • Committee minutes are approved as a true record of the meeting. • The Committee was observed by a member of the Council of Governors and after each meeting attended provided a feedback report to the Trust Chair as part of continuous feedback on Non-Executive Director committee effectiveness.

Terms of Reference

The Committee's responsibilities include:

- Oversight and monitoring of the Trust's financial, operational and organisational performance in accordance with the relevant legislation, national guidance and current best practice.
- Oversight of the Trust's transformation and digital programme portfolio.
- Ensuring adoption and best practice in terms of decision making in line with guidance issued by NHS Improvement and the Competition & Markets Authority in relation to investments and the Health and Social Care Act 2012 in respect of mergers and acquisitions.
- Ensuring the appropriate investment of funds, and to oversee the amalgamation and disaggregation of funds arising from potential mergers,

The Finance & Performance Committee has been fulfilling its Terms of Reference during the period 1 February 2024 – 31 January 2025.

Items the Committee dealt with during the period 1 February 2024 – 31 January 2025:

Board Assurance Framework

The Committee received a regular report providing details of any strategic risks and risk register linked with the remit of the Committee. Discussions at the Committee were used to provide assurance around the identified controls or identifying any potential gaps in assurance.

Capital Planning & Programme Group Recommendation

The Committee received a recommendation from the Capital Planning & Programme Group requesting approval of expenditure for a number of inpatient wards using funding allocations provided for patient safety, health & safety and backlog maintenance and contingency. The expenditure related to environmental changes including redecoration, new flooring, beverage bays and an upgrade to a family rooms and sensory upgrades.

The Committee approved the expenditure following assurance provided that plans had been agreed with operational teams to manage any potential disruption to patients during the upgrades.

Cyber and Information Governance

The Committee received a report providing assurance the Trust had appropriate protection and controls in place to secure, devices, services and networks and to prevent theft, loss or damage via manual or electronic means. The report highlighted high level risks and mitigations actions in place, the work towards achieving cyber re-accreditation and details of the final DPST submission.

The Committee received a report in May 2024 providing a deep dive of the Trust cyber security arrangements. The report indicated the Trust was in the top 20% of cyber secure organisations nationally and the risk score was for Strategic Risk 6 could be reduced. It was agreed for this to be considered outside of the meeting to explore the risk scores, especially relating to impact.

Digital and Data Strategy

The Committee received an update on the progress made for the Digital and Data Strategy for the second year of implementation. The report provided details of the significant progress made against the four key programmes, Digital Care, Data, Engagement and Capability. The Committee discussed the progress reported and highlighted the challenges faced during the year, noting the progress to be made with the Electronic Patient Record and Target Operating Model implementation over the next year.

Estates Strategy

The Committee received the draft Estates Strategy for consideration and comment before final submission to the Board of Director for approval. The Committee received assurance on the work undertaken to develop the strategy, including a Board Seminar session, incorporating comments and discussions into the current draft. The Committee also received assurance the Strategy was in line with the Trust Strategic Risk 4.

The Committee discussed and approved the Strategy, subject to the incorporation of any final comments into the final version.

Finance & Performance

The Committee a regular report providing details of Trust finance and operational performance. The report provide details of key performance indicators, providing detailed trend analysis and narrative for any missed targets or downturns in performance. The report also highlighted key areas of positive performance, including where targets had been achieved or exceeded, or significantly improved.

The Committee scrutinised the data provided, highlighting any areas of concern and requesting deep dives to provide further details of any poor performance areas.

The Committee also received regular reports on financial results and forecast outturns for the year, including revenue and capital. Assurance was provided that the revenue and capital was closely monitored, with the Committee querying areas such as any over / underspends.

International Recruitment Benefits Review

The Committee received a report at its meeting in March 2025 providing a review of the benefits from the international recruitment programme across recruitment, finance, quality and operational domains. The report identified benefits such as the reduction in clinical staff vacancies, cost savings exceeding expectation and the wealth of skills and experience brought into the Trust.

Provider Licence Review

The Committee received a report providing details of the required annual review completed against the Trust Provider Licence. The review confirmed the Trust was compliant and identified some areas of improvement to strengthen areas of compliance.

Strategic Impact Report

The Committee received a report providing details of the Trust progress against its strategic plan at month 12. The report had been presented to each of the Committee chairs and to the Finance and Performance Committee for scrutiny and approval to submit to the Board of Directors. The report provided a breakdown of each of the Trust strategic objectives and key achievements for the year. The Committee were assured that good progress had been made with the plan and no new risks had been identified.

Deep Dives

The Committee completed Deep Dives of the following areas, identified through the performance report and Board Assurance Framework:

- Capital
- Demand and Capacity
- Patient Flow (linked with the Demand and Capacity deep dive)
- Time to Care

Other Matters:

The Committee also considered the following matters:

- Demonstration of Demand and Capacity Software

The Committee received an annual report of its activity and a review of its effectiveness at its meeting in May 2024. The outcome of the review was used to identify key priorities for the next year.

Governor Observer Feedback

Governor observation feedback covers structure of the meeting; quality of the papers; quality of the discussion held; and chairing of the meeting. There is also space to provide any general feedback.

Feedback received from the Governors said:

- The Committee was well chaired, including the Chair providing external non-NHS experience to the discussions.
- The papers were of good quality and was assured that members had accessed relevant information beforehand, which was demonstrated by the level of discussion.
- The NED members of the Committee had previously asked for trend analysis to be included within the data and this appeared to have taken place.
- There was a good level of questions and comments, with a good balance between finance and patient outcomes.
- There was a good level of assurance sought and provided around the financial deficit.

4.0 ACTION REQUIRED

The Council of Governors is asked to:

- Note the contents of the report

Agenda Item No: 6a

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	19 March 2025				
Report Title:	Trust Constitution Review					
Report Lead:	Chris Jennings, Assistant Trust Secretary					
Report Author(s):	Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:	Task & Finish Group 12 February 2025 Governance Committee 26 February 2025					
Level of Assurance:	Level 1		Level 2	✓	Level 3	

Purpose of the Report

This report provides the reviewed Trust Constitution for approval.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required

The Council of Governors is asked to:

1. Approve the reviewed Trust Constitution for onward approval by the Board of Directors.

Summary of Key Issues

The Trust is required to undertake a review its Constitution on an annual basis. The last review of the Constitution took place in May 2024. However, the review has been brought forward to consider amendments to the Trust constituencies in advance of Governor elections.

The review of the Trust Constitution required approval from the Council of Governors and the Board of Directors.

The Trust Constitution has been reviewed by a Task and Finish Group on the 12 February 2025 and the Council of Governors Governance Committee on the 26 February 2025 with the following amendments agreed:

Reference	Proposed Change
Annex 1: The Public Constituencies Annex 4: The Composition of the Council of Governors	Removal of the Milton Keynes, Bedfordshire, Luton and Rest of England constituency. The addition of Rest of England to the West Essex & Hertfordshire constituency, incorporating councils included in the above removed constituency. The increase of Governors from 5 to 7 for this constituency to ensure there is no reduction in the Council. The addition of "Lived Experience Ambassador" to the Appointed Governor for the Third Sector / Voluntary Sector.
Annex 9: Section 2: Termination of Membership	The addition of a clause at 2.1.7 to allow the termination of membership where no

	response has been received to communication for a period of time.
<p>There were some additional minor non-material amendments.</p> <p>The Council of Governors is asked to approve the proposed amendments as recommended by the Council of Governors Governance Committee.</p>	

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

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

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

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

Acronyms/Terms Used in the Report

CoG	Council of Governors		
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Supporting Documents and/or Further Reading

Trust Constitution

Lead

Chris Jennings
Assistant Trust Secretary

20250404

Essex Partnership University NHS Foundation Trust
Constitution

**Approved by Council of Governors 19 March 2025 and
Board of Directors 2 April 2025
Next Review Date: 30 April 2026**

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1. Interpretation and Definitions

- 1.1 Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the 2006 Act as amended by the 2012 Act and the 2022 Act.
- 1.2 Words importing the plural shall import the singular and vice-versa.
- 1.3 The **2006 Act** is the National Health Service Act 2006
- 1.4 The **2012 Act** is the Health and Social Care Act 2012
- 1.5 The **2022 Act** is the Health and Care Act 2022
- 1.6 **Annual Members' Meeting** is defined in paragraph 13 of the Constitution
- 1.7 **Board of Directors** or **Board** means the Chair, Executive and Non-Executive Directors of the Trust collectively as a body in accordance with this Constitution
- 1.8 **Board of Directors Nominations Committee** means a committee of the Board described in paragraph 30.4 of the Constitution
- 1.9 **Constitution** means this constitution which has effect in accordance with Section 37(1) of the 2006 Act
- 1.10 **Council of Governors or Council** means the Council of Governors of the Trust as described in paragraph 14 of this Constitution
- 1.11 **Chair** is the person appointed as Chair of the Board of Directors (and Chair of the Council of Governors) under paragraph 28 of this Constitution
- 1.12 **Chief Executive** is the person appointed as the Chief Executive Officer of the Trust under paragraph 31 of this Constitution
- 1.13 **Directors** means the Executive and Non-Executive members of the Board of Directors
- 1.14 **Executive Director** means a member of the Board of Directors appointed under paragraph 25 of the Constitution
- 1.15 **Member** means a person registered as a member of one of the constituencies set out in paragraph 5 of this Constitution
- 1.16 **Model Election Rules** means the Model Election Rules published by Department of Health and/or NHS Providers
- 1.17 **NHS England** is the body corporate as provided by Section 1H of the 2012 Act

- 1.18 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
- 1.19 Officer** means an employee of the Trust or any person holding a paid appointment or office with the Trust
- 1.20 Regulated Activities Regulations** means the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 as amended
- 1.21 The 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
- 1.22 The Trust Secretary** is the person appointed by the Chair and Chief Executive as the Trust Secretary
- 1.23 Vice-Chair** means the Non-Executive Director appointed under paragraph 30.1 and 30.3 of this Constitution
- 1.24 Acting Chair** means the Non-Executive Director appointed under paragraph 30.2 and 30.3 of this Constitution.
- 1.25 Voluntary Organisation** is a body, other than a public or local authority, the activities of which are not carried out for profit
- 1.26 Working Day** means a day of the week which is not a Saturday, Sunday or public holiday in England.

2. Name

- 2.1** The name of the foundation trust is Essex Partnership University NHS Foundation Trust (the Trust).

3. Principal Purpose

- 3.1** The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England
- 3.2** The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes
- 3.3** The Trust may provide goods and services for any purposes related to:
- 3.3.1** the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
 - 3.3.2** the promotion and protection of public health

- 3.4 The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

4. Powers

- 4.1 The powers of the Trust are set out in the 2006 Act
- 4.2 All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust
- 4.3 Any of these powers may be delegated to a committee of Directors or to an Executive Director.
- 4.4 In accordance with section 65Z5 of the 2006 Act the Trust may arrange for any functions exercisable by it to be exercised by or jointly with any one or more of the following—
- (a) A relevant body as defined under section 65Z5(2) of the 2006 Act;
 - (b) A local authority (within the meaning of section 2B of the 2006 Act);
 - (c) A combined authority.
- 4.5 Where the Trust arranges for any functions exercisable by it to be exercised jointly the bodies by whom the function is exercisable jointly may—
- (a) Arrange for the function to be exercised by a joint committee of theirs;
 - (b) Arrange for one or more of the bodies, or a joint committee of the bodies, to establish and maintain a pooled fund.

5. Membership and Constituencies

- 5.1 The Trust shall have members, each of whom shall be a member of one of the constituencies in paragraph 5.2
- 5.2 The constituencies of the Trust shall be:
- 5.2.1 a Public Constituency
 - 5.2.2 A Staff Constituency.

6. Application for Membership

- 6.1 An individual who is eligible to become a member of the Trust may do so on application to the Trust subject to paragraphs 8 and 12 below

- 6.2** An applicant will become a member when the Trust has received and accepted the application, and the name of the applicant has been entered in the Trust's Register of Members (see Annex 9: Further Provisions paragraph 2).

7. Public Constituency

- 7.1** An individual who lives in an area specified in Annex 1 as an area for a Public Constituency may become or continue as a member of the Trust
- 7.2** Those individuals who live in an area specified for a Public Constituency are referred to collectively as a Public Constituency
- 7.3** The minimum number of members in each Public Constituency is specified in Annex 1.

8. Staff Constituency

- 8.1** Individuals who are employed by the Trust under a contract of employment with the Trust may become or continue as a member of the Trust provided:
- 8.1.1** they are employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or
 - 8.1.2** they have been continuously employed by the Trust under a contract of employment for at least 12 months
 - 8.1.3** For the avoidance of doubt permanent staff are eligible to be members of the staff constituency. Temporary Staff can be a member of a Public Constituency if the criteria are met.
- 8.2** Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as members of the Staff Constituency provided such individuals have exercised these functions continuously for a period of at least 12 months. For the avoidance of doubt, this does not include those who assist or provide services to the Trust on a voluntary basis
- 8.3** Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency
- 8.4** The Staff Constituency shall be divided into two descriptions of individuals who are eligible for membership of the Staff Constituency; each description of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency
- 8.5** The minimum number of members in each class of the Staff Constituency is specified in Annex 2.

9. Automatic Membership by Default – Staff

9.1 An individual who is:

9.1.1 eligible to become a member of the Staff Constituency, and

9.1.2 invited by the Trust to become a member of the Staff Constituency and a member of the appropriate class within the Staff Constituency,

shall become a member of the Trust as a member of the Staff Constituency and appropriate class within the Staff Constituency without an application being made, unless they inform the Trust that they do not wish to do so.

10. NOT USED

11. NOT USED

12. Restriction on Membership

12.1 An individual who is a member of a constituency, or of a class within a constituency, may not, while membership of that constituency or class continues, be a member of any other constituency or class

12.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency

12.3 An individual must be at least 12 years old to become a member of the Trust

12.4 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in Annex 9: Further Provisions paragraph 2.

13. Annual Members' Meeting

13.1 The Trust shall hold an annual meeting of its members (Annual Members' Meeting). The Annual Members' Meeting shall be open to members of the public

13.2 Annual Members' Meetings shall be conducted in accordance with paragraph 27A of Schedule 7 of the 2006 Act (and as set out in paragraph 46 of this constitution) and the standing orders for the practice and procedure of Annual Members' Meetings as set out in Annex 10: Annual Members' Meeting.

14. Council of Governors – Composition

14.1 The Trust is to have a Council of Governors, which shall comprise both

elected and appointed Governors

- 14.2** The composition of the Council of Governors is specified in Annex 4
- 14.3** The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of Governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 4.

15. Council of Governors – Election of Governors

- 15.1** Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules adopting Single Transferable Vote (STV)
- 15.2** The Model Election Rules are referenced at Annex 5 but they do not form part of this constitution
- 15.3** A variation of the Model Election Rules by the Department of Health or NHS Providers shall not constitute a variation of the terms of this constitution for the purposes of paragraph 48 of the constitution (amendment of the constitution)
- 15.4** An election, if contested, shall be by secret ballot
- 15.5** Where a vacancy arises from 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 most recent election for that post the opportunity to assume the vacancy for the unexpired balance of the former 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.
- 15.6** Governors must be at least 16 years of age at the date they are nominated for election or appointment

16. Council of Governors – Tenure

- 16.1** An elected Governor may hold office for a period of up to three Years. The period of office shall be known as the 'term'
- 16.2** Elected Governors shall cease to hold office if they cease to be a member of the constituency or class by which they were elected
- 16.3** Elected Governors shall be eligible for re-election at the end of their term
- 16.4** Appointed Governors may hold office for a period of up to three Years

- 16.5** Appointed Governors shall cease to hold office if the appointing organisation withdraws its sponsorship of them or if the appointing organisation ceases to exist and there is no successor in title to its business
- 16.6** Appointed Governors shall be eligible for re-appointment at the end of their term
- 16.7** A Governor may serve a maximum of three terms of each up to three years in office and shall be eligible to stand for election or appointment as a Governor again following a break of at least a Year
- 16.8** “Year’ in this clause 16 means the period commencing on the date of election or appointment (as the case may be) and ending 12 months after such election or appointment.

17. Council of Governors – Disqualification and Removal

- 17.1** The following may not become or continue as a member of the Council of Governors:
- 17.1.1** a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged
 - 17.1.2** a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986)
 - 17.1.3** people who have made a composition or arrangement with, or granted a Trust deed for their creditors and have not been discharged in respect of it
 - 17.1.4** people who within the preceding five years have been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them
- 17.2** Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors and for the removal of Governors are set out in Annex 6 paragraphs 4 and 5.

18. Council of Governors – Duties of Governors

- 18.1** The general duties of the Council of Governors are:
- 18.1.1** to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
 - 18.1.2** to represent the interests of the members of the Trust as a whole and the interests of the public

- 18.2** Further provision as to the roles and responsibilities of the Council of Governors is set out in Annex 6
- 18.3** The Trust must take steps to ensure that Governors are equipped with the skills and knowledge they require in their capacity as such.

19. Council of Governors – Meetings of Governors

- 19.1** The Chair of the Trust (i.e. the Chair of the Board of Directors, appointed in accordance with the provisions of paragraph 28 of this constitution) or, in their absence the Vice-Chair or Acting Chair (appointed in accordance with the provisions of paragraph 30 of this constitution), shall preside at meetings of the Council of Governors except as otherwise provided pursuant to the standing orders for the Council of Governors as at Annex 7
- 19.2** Meetings of the Council of Governors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons. Special reasons include for reasons of commercial confidentiality. The Chair may exclude any person from a meeting of the Council of Governors if that person is interfering with or preventing the proper conduct of the meeting
- 19.3** For the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Trust's or Directors' performance), the Council of Governors may require one or more of the Directors to attend a meeting.

20. Council of Governors – Standing Orders

- 20.1** The standing orders for the practice and procedure of the Council of Governors are referenced at Annex 7
- 20.2** The standing orders do not form part of this constitution. Any amendment of the standing orders shall not constitute an amendment of the terms of this constitution for the purposes of paragraph 48 of this constitution.

21. NOT USED

22. Council of Governors – Conflicts of Interest of Governors

- 22.1** If Governors have a pecuniary, personal or family interest, whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, Governors shall disclose that interest to the members of the Council of Governors as soon as they become aware of it. The standing orders for the Council of Governors shall make provision for the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed.

23. Council of Governors – Travel Expenses

- 23.1** The Trust may pay travelling and other expenses to Governors that are incurred in carrying out their duties at rates determined by the Trust. These expenses are to be disclosed in the Trust's annual report
- 23.2** Governors do not receive remuneration when undertaking their duties and role as a Governor.

24. Council of Governors – Further Provisions

- 24.1** Further provisions with respect to the Council of Governors are set out in Annex 6.

25. Board of Directors – Composition

- 25.1** The Trust is to have a Board of Directors, which shall comprise both Executive and Non-Executive Directors
- 25.2** The Board of Directors is to comprise:
- 25.2.1** a Non-Executive Chair
 - 25.2.2** not less than five and not more than eight other Non-Executive Directors; and
 - 25.2.3** not less than four and not more than eight Executive Directors,
- so that the number of Non-Executive Directors including the Chair shall always exceed the number of Executive Directors including the Chief Executive in a voting capacity.
- 25.3** One of the Executive Directors shall be the Chief Executive
- 25.4** The Chief Executive shall be the Accounting Officer
- 25.5** One of the Executive Directors shall be the Finance Director
- 25.6** One of the Executive Directors is to be a registered Medical Practitioner or a registered Dentist (within the meaning of the Dentists Act 1984)
- 25.7** One of the Executive Directors is to be a registered Nurse or a registered Midwife.

26. Board of Directors – General Duty

- 26.1** The general duty of the Board of Directors and of each Director individually, is to act with a view to promoting the success of the Trust so as to maximise

the benefits for the members of the Trust as a whole and for the public.

26.2 In making a decision about the exercise of its functions, an NHS foundation trust must have regard to all likely effects of the decision in relation to—

- (a) The health and well-being of the people of England;
- (b) The quality of services provided to individuals—
 - (i) By relevant bodies, or
 - (ii) In pursuance of arrangements made by relevant bodies,

for or in connection with the prevention, diagnosis or treatment of illness, as part of the health service in England;

- (c) efficiency and sustainability regarding the use of resources by relevant bodies for the purposes of the health service in England.

27. Board of Directors – Qualification for Appointment as a Non-Executive Director

A person may be appointed as a Non-Executive Director only if:

- 27.1** they are a member of a Public Constituency, or
- 27.2** where any of the Trust's hospitals includes a medical or dental school provided by a university, they exercise functions for the purposes of that university, and
- 27.3** They are not disqualified by virtue of paragraph 33 of this constitution.

28. Board of Directors – Appointment and Removal of Chair and Other Non-Executive Directors
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- 28.1** The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other Non-Executive Directors
- 28.2** Appointment of the Chair or another Non-Executive Director shall require the approval of a majority of the Council of Governors present at a meeting of the Council of Governors
- 28.3** Removal of the Chair or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors
- 28.4** The Council of Governors shall adopt a procedure for appointing/removing

the Chair and/or other Non-Executive Directors in accordance with any guidance issued by NHS England.

29. NOT USED

30. Board of Directors – Appointment of Vice-Chair, Acting Chair, Senior Independent Director and Deputy Chief Executive

- 30.1** The Council of Governors at a general meeting of the Council of Governors shall appoint one of the Non-Executive Directors as the Vice-Chair
- 30.2** When the absence of the Chair has or will exceed a period of 3 months the Council of Governors at a meeting shall appoint one of the Non-Executive Directors as the Acting Chair.
- 30.3** Before a resolution for such appointments is passed, the Chair shall be entitled to advise the Council of Governors of the Non-Executive Director 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.
- 30.4** The Board of Directors shall, following consultation with the Council of Governors, appoint one of the Non-Executive Directors as the Senior Independent Director to act in accordance with NHS England's *Code of Governance for NHS Provider Trusts* (as may be amended and replaced from time to time) and the Trust's standing orders.
- 30.5** The Board of Directors Remuneration and Nominations Committee, which comprises of all the Non-Executive Directors, shall appoint an Executive Director as the Deputy Chief Executive in line with agreed procedure.

31. Board of Directors – Appointment and Removal of the Chief Executive and Other Executive Directors

- 31.1** The Non-Executive Directors shall appoint or remove the Chief Executive
- 31.2** A committee consisting of the Chair and Non-Executive Directors shall appoint the Chief Executive.
- 31.3** The appointment of the Chief Executive shall require the approval of a majority of the Council of Governors present at a meeting of the Council of Governors in accordance with the procedure agreed by the Council of Governors from time to time
- 31.4** A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors
- 31.5** An Executive Director's post may be held by two individuals on a job share

basis (save that the Executive positions of registered Medical Practitioner or registered Dentist and registered Nurse or registered Midwife cannot be shared between the two professions). Where such an arrangement is in force, the two individuals may only exercise one vote between them at any meeting of the Board of Directors as in the standing orders.

32. NOT USED

33. Board of Directors – Disqualification
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The following may not become or continue as a member of the Board of Directors:

- 33.1** a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged
- 33.2** a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986)
- 33.3** people who have made a composition or arrangement with, or granted a Trust deed for, their creditors and have not been discharged in respect of it
- 33.4** a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on them
- 33.5** a person who is subject of a disqualification order made under the Company Directors Disqualification Act 1986 and/or who is disqualified from being a trustee of a charity under the Charities Act 2011
- 33.6** people where disclosures revealed by a Disclosure & Barring Service check against such people are such that it would be inappropriate for them to become or continue as a Director or would adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute
- 33.7** people whose tenure of office as Chair or as a member or Director of a health service body has been terminated on the grounds that their appointment is not in the interests of the health service for reasons including non-attendance at meetings, or for non-disclosure of a pecuniary interest
- 33.8** a person who has within the preceding two years been dismissed: otherwise than by reason of redundancy or for ill health, from any paid employment with;
 - 33.8.1** a health service body or a local authority;
 - 33.8.2** any other public body; or
 - 33.8.3** a private provider or health or social care services;

unless approved by the Board of Directors for Executive Directors or the Council of Governors for Non-Executive Directors

- 33.9** a person who is the subject of a Sexual Offenders Order under the Sexual Offences Act 2003
- 33.10** a person who is included in any barred list established under the Safeguarding Vulnerable Adults Act 2006 or any equivalent list maintained under the laws of Scotland or Northern Ireland
- 33.11** a person who is a Director or Governor or Governing Body member or equivalent of another NHS body, unless any conflict of interest has been reviewed and approved by the Board of Directors for Executive Directors or the Council of Governors for Non-Executive Directors
- 33.12** a person who is a member of the Council of Governors
- 33.13** in the case of Non-Executive Directors, a person who is no longer a member of one of the public constituencies
- 33.14** in the case of Non-Executive Directors, a person who has refused without any reasonable cause to fulfil any training requirement established by the Board of Directors
- 33.15** a person who is a member of a Local Authority's Overview & Scrutiny Committee covering health matters or of a Local Health watch Board or of a Health & Wellbeing Board
- 33.16** a person who is the spouse, partner, parent or child of a member of the Trust's Board of Directors
- 33.17** a person who has displayed aggressive or violent behavior at any NHS establishment or against any of the Trust's staff or persons exercising functions for the Trust
- 33.18** a person who fails to satisfy the requirements of the Regulated Activities Regulations
- 33.19** a person who has failed to sign and return to the Trust Secretary a statement in the form required by the Board of Directors confirming acceptance of the code of conduct for the Board of Directors
- 33.20** a person who has acted in a manner inconsistent with or who has failed to comply with the Trust's terms of authorisation, standing orders, standing financial instructions and/ or the code of conduct for the Board of Directors.

34. Board of Directors – Meetings
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- 34.1** Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

Special reasons include for reasons of commercial confidentiality. The Chair may exclude any person from a meeting of the Board of Directors if that person is interfering with or preventing the proper conduct of the meeting

- 34.2** Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the Part 1 minutes of the meeting to the Council of Governors. A summary of Part 2 minutes will be provided to the Council of Governors.

35. Board of Directors – Standing Orders

- 35.1** The Board of Directors has adopted the standing orders for the practice and procedure of the Board of Directors referred to at Annex 8.
- 35.2** The standing orders do not form part of this constitution. Any amendment of the standing orders shall not constitute an amendment of the terms of this constitution for the purposes of paragraph 48 of the constitution.

36. Board of Directors – Conflicts of Interest of Directors

- 36.1** The duties that a Director of the Trust has by virtue of being a Director include in particular:
- 36.1.1** a duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust
 - 36.1.2** a duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity
- 36.2** The duty referred to in sub-paragraph 36.1.1 is not infringed if:
- 36.2.1** the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - 36.2.2** the matter has been authorised in accordance with the constitution if it has been considered and approved by the Board of Directors
- 36.3** The duty referred to in sub-paragraph 36.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest
- 36.4** In sub-paragraph 36.1.2, “third party” means a person other than:
- 36.4.1** the Trust, or
 - 36.4.2** a person acting on its behalf
- 36.5** If a Director of the Trust has in any way a direct or indirect interest in a

proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors

- 36.6** If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made
- 36.7** Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement
- 36.8** This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question
- 36.9** A Director need not declare an interest:
- 36.9.1** if it cannot reasonably be regarded as likely to give rise to a conflict of interest
 - 36.9.2** if, or to the extent that, the Directors are already aware of it
 - 36.9.3** if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered:
 - 36.9.3.1 by a meeting of the Board of Directors, or
 - 36.9.3.2 by a committee of the Directors appointed for the purpose under the constitution
- 36.10** The standing orders for the Board of Directors make further provision for the disclosure of interests.

37. Board of Directors – Remuneration and Terms of Office

- 37.1** The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors
- 37.2** The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors.

38. Registers

The Trust shall have:

- 38.1** a register of members showing, in respect of each member, the constituency to which they belong and, where there are classes within it, the class to which they belong

- 38.2 a register of members of the Council of Governors
- 38.3 a register of interests of Governors
- 38.4 a register of Directors, and
- 38.5 a register of interests of the Directors.

39. Admission to and Removal from the Registers

- 39.1 The Trust Secretary shall be responsible for fulfilling the obligations of the Trust in relation to the maintenance of, admission to and removal from the registers under the provisions of this constitution and as set out in paragraph 38.
- 39.2 Directors and Governors shall advise the Trust Secretary as soon as practicable of anything which comes to their attention or of which they are aware and which might affect the accuracy of the matters recorded in any of the registers referred to in paragraph 38.

40. Registers – Inspection and Copies

- 40.1 The Trust shall make the registers specified in paragraph 38 above available for inspection by members of the public, except in the circumstances prescribed below or as otherwise prescribed
- 40.2 The Trust may withhold all or part of the registers from inspection where disclosure of information could give rise to a real risk of harm or is prohibited by law.
- 40.3 So far as the registers are required to be made available:
 - 40.3.1 they are to be available for inspection free of charge at all reasonable times, and
 - 40.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract
- 40.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

41. Documents Available for Public Inspection

- 41.1 The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
 - 41.1.1 a copy of the current constitution,

- 41.1.2** a copy of the latest annual accounts and of any report of the auditor on them, and
 - 41.1.3** a copy of the latest annual report
 - 41.2** The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times:
 - 41.2.1** a copy of any order made under section 65D (appointment of Trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L(Trusts coming out of administration) or 65LA (Trusts to be dissolved) of the 2006 Act
 - 41.2.2** a copy of any report laid under section 65D (appointment of Trust special administrator) of the 2006 Act
 - 41.2.3** a copy of any information published under section 65D (appointment of Trust special administrator) of the 2006 Act
 - 41.2.4** a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act
 - 41.2.5** a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act
 - 41.2.6** a copy of any notice published under section 65F(administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA(NHS England's decision), 65KB (Secretary of State's response to NHS England's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act
 - 41.2.7** a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act
 - 41.2.8** a copy of any final report published under section 65I (administrator's final report) of the 2006 Act
 - 41.2.9** a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act
 - 41.2.10** a copy of any information published under section 65M (replacement of Trust special administrator) of the 2006 Act
- 41.3** Any person who requests a copy of or extract from any of the above

documents is to be provided with a copy

- 41.4** If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

42. Auditor

- 42.1** The Trust shall have an auditor
- 42.2** The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors
- 42.3** The auditor shall comply with Schedule 10 of the 2006 Act in auditing the accounts of the Trust.

43. Audit Committee

- 43.1** The Board of Directors shall establish a committee comprising Non-Executive Directors (at least one of whom has competence in accounting and/or auditing and recent and relevant financial experience) as an Audit Committee to perform such monitoring, reviewing and other functions as are appropriate
- 43.2** The Audit Committee as a whole shall have competence relevant to the NHS sector.

44. Accounts

- 44.1** The Trust must keep proper accounts and proper records in relation to the accounts
- 44.2** NHS England may with the approval of the Secretary of State give directions to the Trust as to the content and form of its accounts
- 44.3** The accounts are to be audited by the Trust's auditor
- 44.4** The Trust shall prepare in respect of each financial year annual accounts in such form as NHS England may with the approval of the Secretary of State direct
- 44.5** The functions of the Trust with respect to the preparation of the annual accounts, as set out in paragraph 25 of Schedule 7 of the 2006 Act, shall be delegated to the Accounting Officer.

45. Annual Report, Forward Plans and Non-NHS Work

- 45.1** The Trust shall prepare an annual report and send it to NHS England
- 45.2** The Trust shall give information as to its forward planning in respect of each financial year to NHS England

- 45.3** The forward plan shall be prepared by the Directors
- 45.4** In preparing the forward plan, the Directors shall have regard to the views of the Council of Governors
- 45.5** Each forward plan must include information about:
- 45.5.1** the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on, and
 - 45.5.2** the income it expects to receive from doing so
- 45.6** Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 45.5.1 the Council of Governors must:
- 45.6.1** determine whether it is satisfied that the carrying on 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
 - 45.6.2** notify the Directors of the Trust of its determination
- 45.7** A Trust which 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 purposes of the health service in England may implement the proposal only if more than half of the members of the Council of Governors of the Trust voting approve its implementation.

46. Presentation of the Annual Accounts and Reports to the Governors and Members

- 46.1** The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- 46.1.1** the annual accounts
 - 46.1.2** any report of the auditor on them
 - 46.1.3** the annual report
- 46.2** The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one Board Director in attendance
- 46.3** The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 46.1 with the Annual Members' Meeting.

47. Instruments

- 47.1** The Trust shall have a seal
- 47.2** The seal shall not be affixed except under the authority of the Board of Directors.

48. Amendment of the Constitution

- 48.1** The Trust may make amendments of its constitution only if:
- 48.1.1** more than half of the members of the Council of Governors of the Trust voting approve the amendments, and
 - 48.1.2** more than half of the members of the Board of Directors of the Trust voting approve the amendments
- 48.2** Amendments made under sub-paragraph 48.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act
- 48.3** Where an amendment is made to the constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):
- 48.3.1** at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and
 - 48.3.2** the Trust must give the members an opportunity to vote on whether they approve the amendment

If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Trust must take such steps as are necessary as a result. Actions taken by the Trust under the amended constitution, prior to the amendment ceasing to have effect, remain valid

- 48.4** Amendments by the Trust of its constitution are to be notified to NHS England.

49. Mergers, etc., and Significant Transactions

- 49.1** The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors
- 49.2** The Trust may enter into a significant transaction unless it is a merger, acquisition, separation or dissolution only if more than half of the members of

the Council of Governors of the Trust voting, approve entering into the transaction

- 49.3** The definition of “significant transaction” for the purposes of paragraph 49.2 and section 51A of the 2006 Act is set out in Annex 9 paragraph 1.

50. Indemnities

- 50.1** Members of the Board of Directors, members of the Council of Governors and the Trust Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions, save where they have acted recklessly. Any costs arising in this way will be met by the Trust
- 50.2** The Trust may purchase and maintain insurance against this liability for its own benefit and for the benefit of the Board of Directors, the Council of Governors and the Trust Secretary.

ANNEX 1: THE PUBLIC CONSTITUENCIES

(Paragraphs 7.1 and 7.3)

THE PUBLIC CONSTITUENCIES			
Constituency Name	Area of the Constituency	No of Governors to be Elected	Minimum No of Members
Essex Mid & South	The electoral wards covered by: <ul style="list-style-type: none"> • Basildon Borough Council • Braintree District Council • Brentwood Borough Council • Castle Point Borough Council • Chelmsford Borough Council • Maldon District Council • Rochford District Council • Southend on Sea Borough Council • Thurrock Borough Council 	9	60
North East Essex & Suffolk	<ul style="list-style-type: none"> • Colchester Borough Council • Suffolk County Council • Tendring District Council 	3	60
West Essex & Herts and Rest of England	<ul style="list-style-type: none"> • Bedford Borough Council • Borough of Broxbourne Council • Central Bedfordshire Council • East Herts District Council • Epping Forest District Council • Harlow Council • Luton Borough Council • Milton Keynes Council • North Herts District Council • Stevenage Borough Council • Uttlesford District Council • Welwyn Hatfield Borough Council • Any other Council in England unless named in Annex 1 to the Trust's Constitution 	7	60

ANNEX 2: THE STAFF CONSTITUENCY

(Paragraph 8.4 and 8.5)

THE STAFF CONSTITUENCIES			
Constituency Name	Area of the Constituency	No of Governors to be Elected	Minimum No of Members
Clinical (Mental Health)	<ul style="list-style-type: none">Registered medical practitioners and registered dentistsRegistered nurses and registered midwivesHealthcare professionalsSocial workers	3	60
Clinical (Physical Health)		1	60
Non-Clinical	<ul style="list-style-type: none">Support staffCorporate Staff	2	60

ANNEX 4: COMPOSITION OF COUNCIL OF GOVERNORS

(Paragraphs 14.2 and 14.3)

Public Governors		19
Essex Mid & South	9	
North East Essex & Suffolk	3	
West Essex, Hertfordshire and Rest of England	7	
Staff Governors		6
Clinical (Mental Health)	3	
Clinical (Physical Health)	1	
Non-Clinical	2	
Appointed and Partnership Governors		5
Essex County Council	1	
Southend Borough Council	1	
Thurrock Council	1	
Anglian Ruskin and Essex Universities (joint appointment)	1	
Third Sector / Voluntary Sector / Lived Experience Ambassador	1	
Total Council of Governors		30

ANNEX 4.1: NOT USED

ANNEX 5: THE MODEL ELECTION RULES

(Paragraph 15.2)

The Model Election Rules 2014 are included as a separate document to this constitution. (<https://nhsproviders.org/resources/briefings/model-election-rules>)

ANNEX 6: ADDITIONAL PROVISION – COUNCIL OF GOVERNORS

(Paragraphs 17.3, 18.2 and 24.1)

1. Roles and Responsibilities of the Council of Governors

The roles and responsibilities of the Council of Governors which are to be carried out in accordance with the constitution, the Trust's license and NHS England's *Code of Governance for NHS Provider Trusts* include

1.1 General Duties

- 1.1.1 to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, including ensuring that the Board of Directors acts so that the Trust does not breach the terms of its license. "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
- 1.1.2 to represent the interests of the members of the Trust and the interests of the public

2.1 Non-Executive Directors, Chief Executive and Auditor

- 2.1.1 to approve the policies and procedures for the appointment and removal of the Chair and Non-Executive Directors on the recommendation of the Nomination Committee of the Council of Governors
- 2.1.2 to appoint the Chair and Non-Executive Directors
- 2.1.3 to remove the Chair and the Non-Executive Directors. However, the Council should only exercise its power to remove the Chair or any Non-Executive Directors after exhausting all means of

engagement with the Board

- 2.1.4** to approve the policies and procedures for the appraisal of the Chair, and Non-Executive Directors on the recommendation of the remuneration committee of the Council of Governors. All Non-Executive Directors should be submitted for re-appointment at regular intervals. The Council of Governors should ensure planned and progressive refreshing of the Non-Executive Directors
- 2.1.5** to decide the remuneration of Non-Executive Directors and the Chair and to approve changes to the remuneration, allowances and other terms of office for the Chair and the Non-Executive Directors having regard to the recommendations of the Remuneration Committee of the Council of Governors
- 2.1.6** to approve the appointment of the Chief Executive of the Trust
- 2.1.7** to approve the criteria for the appointment, removal and reappointment of the auditor
- 2.1.8** to appoint, remove and reappoint the auditor, having regards to the recommendation of the Audit Committee

3.1 Strategy Planning

- 3.1.1** to provide feedback to the Board of Directors on the development of the strategic direction of the Trust, as appropriate
- 3.1.2** to collaborate with the Board of Directors in the development of the forward plan
- 3.1.3** where the forward plan contains a proposal that the Trust will carry out activities other than the provision of goods and services for the purposes of the NHS in England, to determine whether it is satisfied that the carrying on 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 of Directors
- 3.1.4** 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 purposes of the NHS in England, approve such a proposal
- 3.1.5** to approve the entering into of any significant transaction (as

defined in this constitution) in accordance with the 2006 Act and the constitution

- 3.1.6** to approve proposals from the Board of Directors for merger, acquisition, dissolution or separation in accordance with 2006 Act and the constitution
- 3.1.7** 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
- 3.1.8** 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 of Governors

3.2 Representing Members and the Public

- 3.2.1** to prepare and from time to time review the Trust's membership engagement strategy and policy
- 3.2.2** to notify NHS England, via the Lead Governor, if the Council is concerned that the Trust is at risk of breaching the terms of its license, and if these concerns cannot be resolved at local level
- 3.2.3** to report to the members annually on the performance of the Council of Governors
- 3.2.4** to promote membership of the Trust and contribute to opportunities to recruit members in accordance the membership strategy
- 3.2.5** to seek the views of stakeholders and feed back to the Board of Directors.

(Paragraphs 17.3 and 24.1)

4. Eligibility to be a Governor

- 4.1** A person may not become a Governor of the Trust, and if already holding such office will immediately cease to do so, if:
 - 4.1.1** they are a Director of the Trust, or a director of another health service body
 - 4.1.2** they are the spouse, partner, parent or child of a member of the Board of Directors for the Trust

- 4.1.3 they are the subject of a disqualification order made under the Company Directors Disqualification Act 1986
- 4.1.4 they are subject to a Sexual Offenders Order under the Sexual Offences Act 2003
- 4.1.5 they are included in any barred list established under the Safeguarding Vulnerable Adults Act 2006 or any equivalent list maintained under the laws of Scotland or Northern Ireland
- 4.1.6 they are undergoing a period of disqualification from a statutory health or social care register
- 4.1.7 they have been disqualified from being a member of a relevant authority under the provisions of the Local Government Act 2000
- 4.1.8 they have been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a health service body
- 4.1.9 they are a vexatious complainant as determined in accordance with the Trust's complaints procedure
- 4.1.10 within 5 years prior to their nomination for election or appointment to the Council of Governors, they have had their office of Governor terminated for the reasons set out in paragraphs 5.1.4 – 5.1.9 of this Annex 6.
- 4.1.11 they have been expelled from another NHS Body and /or demonstrably hold views / act in ways that are inconsistent with Trust [vision, objectives and values](#).

(Paragraph 17)

5. Termination of Office and Removal of Governors

- 5.1 People holding office as a Governor shall cease to do so if:
 - 5.1.1. they resign by notice in writing to the Trust Secretary
 - 5.1.2 in the case of elected Governors, they cease to be member of the area of the constituency or class of the constituency by which they were elected
 - 5.1.3. in the case of an appointed or partnership Governor, the appointing organisation terminates the appointment of the individual

- 5.1.4. they consistently and unjustifiably fail to attend the meetings of the Council of Governors in line with the Governor Attendance policy as agreed by the Council of Governors
 - 5.1.5. they have refused without reasonable cause to undertake any training which the Trust requires all Governors to undertake
 - 5.1.6. they have failed to sign and deliver to the Trust Secretary a statement in the form required confirming acceptance of the code of conduct for Governors
 - 5.1.7. they have failed to complete a submission identifying any conflict of interest or they have knowingly provided false or misleading information in this regard.
 - 5.1.8. they have committed a serious breach of the code of conduct for Governors or fails to abide by the Council of Governors standing orders
 - 5.1.9. they have acted in a manner detrimental to the interests of the Trust
 - 5.1.10. they have expressed opinions which are incompatible with the vision, objectives and / or values of the Trust
 - 5.1.11. they are incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs
- 5.2 Governors who are to be removed under any of the grounds set out in paragraph 5.1 above (with the exception of sub-paragraph 5.1.1 – 5.1.3) above shall be removed from the Council of Governors by a resolution approved by the majority of the remaining Governors present and voting
- 5.3 There shall be a working group/committee of the Council of Governors whose function shall be to:
- 5.3.1 receive and consider concerns about the conduct of any governor and/or
 - 5.3.2 consider whether there are grounds to remove a Governor from office and to make recommendations to the Council of Governors. Membership of the working group/committee shall be determined from time to time
- 5.4 If the Council of Governors receives a complaint in writing about any Governor or is asked to consider whether an individual is eligible to

become or remain a Governor, the working group shall investigate the matter and make a recommendation to the Council of Governors, which may include a recommendation that a Governor is removed from office pursuant to paragraph 5.2 above

- 5.5 The Council of Governors may decide that whilst the working group is carrying out its investigation, the Governor concerned shall be suspended from office. Suspension is a neutral act and any decision to suspend the Governor concerned shall not be seen as an indicator of, or have any bearing on, the eventual recommendation of the working group
- 5.6 The decision of the Council of Governors to terminate the tenure of office of the Governor concerned shall not take effect until seven (7) days after the date of decision
- 5.7 The Governor shall be suspended from office (if they have not already been suspended from office pursuant to paragraph 5.5 above) with effect from the date of the Council of Governors' decision until the date set out in paragraph 5.5 above

ANNEX 7: STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS

(Paragraph 19.1 and 20)

Standing Orders For The Practice And Procedure Of The Council Of Governors are included as a separate document to this constitution.

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ANNEX 8: STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS

(Paragraph 35)

Standing Orders For The Practice And Procedure Of The Board Of Directors are included as a separate document to this constitution.

ANNEX 9 – FURTHER PROVISIONS

(Paragraph 49)

1. SIGNIFICANT TRANSACTIONS

- 1.1 In accordance with section 51A of the National Health Service Act 2006, the Trust may enter into a Significant Transaction only if more than half of the members of the Council of Governors of the Trust voting approve entering into the transaction
- 1.2 For the purpose of this paragraph 1 and subject to paragraph 1.4 below, “Significant Transaction” means a “transaction” as defined in paragraph 1.3 below which meets any one of the following tests:
 - 1.2.1 the assets which are the subject of the transaction exceed 25% of the total fixed assets of the Trust (Asset Test); or
 - 1.2.2 the income of the Trust will increase or decrease by more than 25% following the completion of the relevant transaction (Income Test); or
 - 1.2.3 the gross capital of the company or business being acquired or divested represents more than 25% of the total capital of the trust following completion (where “gross capital” is the market value of the relevant company or business’s shares and debt securities plus the excess of current liabilities over current assets, and the Trust’s capital is determined by reference to its balance sheet) (Gross Capital Test); or
 - 1.2.4 the Asset Test, the Income Test and the Gross Capital Test are not satisfied but the transaction, in the reasonable opinion of the Board of Directors:
 - (a) would impact on the manner in which health services are delivered by the Trust and/or the range of health services the Trust delivers; or
 - (b) exceeds a total value of £10,000,000 (£10 million) and has an overall risk rating which in the reasonable opinion of the Board of Directors is considered to be significant. The Board of Directors will assess the significance of the overall risk of the transaction against the applicable Trust’s own risk management framework in force at the time the risk assessment is conducted by the Board of Directors
- 1.3 “Transaction” means any agreement (including an amendment to an agreement) entered into by the Trust in respect of a merger, demerger, joint venture, divestment, or any other arrangement for the acquisition, disposal or delivery of health services, but, for the avoidance of doubt, it does not include:

- 1.3.1 an agreement entered into or changes to the health services carried out by the Trust following a reconfiguration of the health services led by the commissioners of such health services; or
- 1.3.2 a grant of public dividend capital or the entering into a working capital facility or other loan, which does not involve the acquisition or disposal of any fixed asset of the trust
- 1.3.3 For the purpose of this paragraph 1.3 the following definitions apply:
 - (a) “merger” means a transaction that involves one organisation acquiring / transferring the assets and liabilities of another, either wholly or in part;
 - (b) “demerger” means a transaction that involves the disaggregation of a single corporate body into two or more new corporate bodies;
 - (c) “joint venture” means a transaction involving an agreement between two or more parties to undertake economic activity together which establishes a separate legal entity.; and
 - (d) “divestment” means a transaction that involves the disposal, in whole or in part, of an organisation’s business, services or assets and liabilities where the Board of Directors has made a decision to do so.

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

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

(Paragraphs 6.2 and 12.4)

2. TERMINATION OF MEMBERSHIP

2.1 A member shall not become or continue to be a member if:

- 2.1.1 it is reasonably suspected by the Board that in the five years prior to the individual’s application for membership of the Trust or during the

period of their membership of the Trust, they have been involved as a perpetrator in what the Board reasonably considers to be a sufficiently serious incident of intimidation, threat, harassment, assault or violence against:

- a) any of the Trust's employees or other persons who exercise functions for the purpose of the Trust, or against any volunteers; or
- b) any employee of another health service body or any person who exercises functions for the purposes of another health service body or against any person who volunteers with another health service body; or
- c) any service user, carer or visitor to the Trust or any service user, carer or visitor to any other health service body

2.1.2 they have been excluded from the Trust's premises within the previous five years

2.1.3 they are expelled from membership by resolution of the Council of Governors

2.1.4 they cease to be eligible under this Constitution to be a member

2.1.5 they die

2.1.6 they have been expelled from another NHS Body and /or demonstrably hold views / act in ways that are inconsistent with Trust [vision, objectives and values](#).

2.1.7 after enquiries made in accordance with a process approved by the Council of Governors, they fail to establish they wish to continue to be a member of the Trust.

2.2 It is the responsibility of members to ensure their eligibility at all times and not the responsibility of the Trust to do so on their behalf. Members who become aware of their ineligibility shall inform the Trust as soon as practicable and their names shall be removed from the Register of Members

2.3 Where the Trust has reason to believe that members cease to be eligible for membership or their membership can be terminated under this constitution, the Trust Secretary shall carry out reasonable enquiries to establish if this is the case.

ANNEX 10: ANNUAL MEMBERS' MEETING

(Paragraphs 13 and 46)

1. Interpretation

- 1.1. Save as permitted by law, the Chair shall be the final authority on the interpretation of these standing orders (on which the Chair shall be advised by the Chief Executive and the Trust Secretary)

2. General Information

- 2.1. The purpose of the standing orders for Annual Members' Meetings is to ensure that the highest standards of corporate governance and conduct are applied to all Annual Members' Meetings
- 2.2. All business shall be conducted in the name of the Trust

3. Attendance

- 3.1. Each member shall be entitled to attend an Annual Members' Meeting

4. Meetings in Public

- 4.1. Meetings of the Annual Members' Meetings must be open to the public subject to the provisions of paragraph 4.2 below
- 4.2. The Chair may exclude members of the public from an Annual Members' Meeting if they are interfering with or preventing the reasonable conduct of the meeting
- 4.3. Annual Members' Meetings shall be held annually at such times and places as the Chair may determine

5. Notice of Meetings

- 5.1. Before each Annual Members' Meeting, a notice of the meeting, specifying the business proposed to be transacted at it, and signed by the Chair, or by an officer of the Trust authorised by the Chair to sign on their behalf, shall be served upon every member at least 10 clear days before the meeting and posted on the Trust's website and displayed at its headquarters
- 5.2. The Annual Report and Accounts shall be circulated to Governors and published on the website at the earliest and appropriate opportunity. Copies of the Annual Report and Accounts shall be sent to any member upon written request to the Trust Secretary and shall be available for inspection by a member free of charge at the place of the meeting

6. Setting the Agenda

- 6.1. The Chair shall determine the agenda for Annual Members' Meetings which must include the business required by the Act

7. Chair of Annual Members' Meetings

- 7.1. The Chair, if present, shall preside. If the Chair is absent from the meeting, the Vice-Chair or Acting Chair shall preside. If neither the Chair, Vice-Chair nor Acting Chair is present the Directors and Governors shall elect one of their number to act as Chair

8. Chair's Ruling

- 8.1. Statements of members made at Annual Members' Meetings 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

9. Voting

- 9.1. Decisions at meetings shall be determined by a majority of the votes of the members present and voting. In the case of any equality of votes, the person presiding shall have a second or casting vote subject to the Act
- 9.2. All decisions 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
- 9.3. In no circumstances may an absent member vote by proxy

10. Suspension of Standing Orders

- 10.1. Except where this would contravene any statutory provision, any one or more of these standing orders may be suspended at an Annual Members' Meeting, provided that a majority of members present vote in favour of suspension
- 10.2. A decision to suspend the standing orders shall be recorded in the minutes of the meeting
- 10.3. A separate record of matters discussed during the suspension of the standing orders shall be made and shall be available to the members
- 10.4. No formal business may be transacted while the standing orders are suspended
- 10.5. The Trust's Audit Committee shall review every decision to suspend the standing orders

11. Variation and Amendment of Standing Orders

- 11.1. These standing orders may be amended in accordance with paragraph 48 of the constitution

12. Record of Attendance

- 12.1. The Trust Secretary shall keep a record of the names of the members present at an Annual Members' Meeting

13. Minutes

- 13.1. The minutes of the proceedings of an Annual Members' Meeting shall be drawn up and maintained as a public record. They will be submitted for agreement at the next Annual Members' Meeting where they will be signed by the person presiding at it
- 13.2. 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 meeting
- 13.3. The minutes of an Annual Members' Meeting shall be made available to the public on the Trust's website

14. Quorum

- 14.1. No business shall be transacted at an Annual Members' Meeting unless at least 20 members are present.

Agenda Item No: 6b

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		19 March 2025			
Report Title:		Elections to the Council of Governors 2025				
Report Lead:		Chris Jennings, Assistant Trust Secretary				
Report Author(s):		Teresa Bradford, Council of Governors & Membership Administrator				
Report discussed previously at:						
Level of Assurance:		Level 1	✓	Level 2		Level 3

Purpose of the Report

The report provides details of the Governor Election programme and timetable for 2025.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required

The Council of Governors is asked to:

1. Note the content of the report
2. Endorse the election process and promote the elections amongst the Trust Membership.

Summary of Key Issues

The Trust Constitution provides for an elected Governor to hold office for a period of up to three years and shall be eligible for re-election at the end of their term. There are a number of Governors whose term of office ends in June 2025 and will either need to seek re-election or they have reached their maximum term of office before a one-year break is required. There are also a number of vacancies which will be incorporated into the election process.

The accompanying report provides details of the current vacancies and the proposed timetable for the Governor Elections 2025.

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

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

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

Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	✓
Data quality issues	
Involvement of Service Users/Healthwatch	
Communication and consultation with stakeholders required	✓
Service impact/health improvement gains	

Financial implications:	Capital £	
	Revenue £	
	Non Recurrent £	
Governance implications		✓
Impact on patient safety/quality		
Impact on equality and diversity		
Equality Impact Assessment (EIA) Completed	YES/NO	If YES, EIA Score

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

Acronyms/Terms Used in the Report	

Supporting Documents and/or Further Reading
Main Report

Lead
Chris Jennings Assistant Trust Secretary

COUNCIL OF GOVERNORS ELECTIONS 2025**1.0 INTRODUCTION**

The report provides details of the Governor Election programme and timetable for 2025.

2.0 SUMMARY**2.1 Background**

The Trust Constitution provides for an elected Governor to hold office for a period of up to three years and shall be eligible for re-election at the end of their term. In 2025 there will be 12 Governor seats available.

The elections will take place to for elected Governors to begin their term in July 2025, which will ensure it aligns with the June / September term of office for the rest of the Council of Governors.

2.2 Timetable

The table below provides details of the key stages of the election process as follows:

Action	Responsibility	Date
Council of Governors informed of Election Plans	Trust Secretary's Office	19 March 2025
Notice of Election / nomination open	Mi Voice	29 April 2025
Prospective Governor Workshops	Trust Secretary's Office	May 2025 - TBC
Nominations deadline	Mi Voice	16 May 2025
Voting Opens	All	3 June 2025
Notice of Poll published	Mi Voice	3 June 2025
Close of election	All	26 June 2025
Declaration of results	Mi Voice to TSO	27 June 2025
Candidates informed of vote	Trust Secretary's Office	27 June 2025

2.3 Prospective Governor Workshops

The Trust Secretary's Office will book a number of workshops to invite members of the Trust who are interested in standing as a Governor to learn about the role. The concept behind the workshops is to encourage individuals to stand, whilst also ensuring the realities of the role and time commitment are clear.

The workshops will be booked for the end of April / May and dates will be advised.

2.4 Constituencies and Council of Governors Vacancies

The table below provides a list of current vacancies for inclusion in the upcoming elections:

Name	Total Seats for Election
Essex Mid & South	4
Dianne Collins	
Stuart Scrivener	
Megan Leach	
Vacancy	
West Essex, Hertfordshire and Rest of England	5
Paula Grayson*	
Jason Gunn	
John Jones*	
Vacancy	
Vacancy	
North East Essex & Suffolk	3
Cort Williamson	
Vacancy	
Vacancy	
Grand Total	12

*maximum term limit reached.

3.0 RECOMMENDATION AND ACTION

The Council of Governors is asked to:

- Note the content of the report
- Endorse the election process and promote the elections amongst the Trust Membership.

Report prepared by

Teresa Bradford
Council of Governors & Membership Administrator

On behalf of

Chris Jennings
Assistant Trust Secretary

Agenda Item: 6c

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	19 March 2025
Report Title:	Chair – Non-Executive Director Appraisal Reviews Process	
Report Lead:	Chris Jennings Assistant Trust Secretary	
Report Author(s):	Chris Jennings Assistant Trust Secretary	
Report discussed previously at:	Remuneration Committee 28 February 2025	
Level of Assurance:	Level 1	Level 2
	✓	
		Level 3

Purpose of the Report

This report sets out the proposed process for performance review of the Chair and Non-Executive Directors (NEDs) for the year April 2024 to March 2025.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required

The Council of Governors is asked to:
1 Note the contents of this report.
2 Approve the appraisal review process and timetable

Summary of Key Issues

The attached report provides the proposed process for the completion of appraisal reviews for the months April 2024 – March 2025.

The current Chair of the Trust is due to end their term of office on the 31 March 2025, with the new Chair commencing from the 1 April 2025. Therefore, it is proposed a revised approach is adopted to ensure the new Chair is able to set forward objectives for the next financial year.

The proposals were considered by the Council of Governors Remuneration Committee, with agreement to recommend to the Council of Governor for approval.

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

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

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

Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	
Data quality issues	
Involvement of Service Users/Health watch	
Communication and consultation with stakeholders required	
Service impact/health improvement gains	
Financial implications	

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

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

Acronyms/Terms Used in the Report			
CoG	Council of Governors	NED	Non-Executive Director

Supporting Documents and/or Further Reading
Main Report

Lead
Chris Jennings Assistant Trust Secretary

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

**CHAIR AND NON-EXECUTIVE DIRECTOR APPRAISAL REVIEW PROCESS
2024/25**

1.0 PURPOSE OF REPORT

This report sets out the proposed process for performance review of the Chair and Non-Executive Directors (NEDs) for the year April 2024 to March 2025.

2.0 APPRAISAL REVIEW OF THE CHAIR AND NON-EXECUTIVE DIRECTORS

2.1 Background

The Code of Governance for NHS Providers (NHS England – May 2022) states that:

- C.1.2: The board of directors and its committees should have a diversity of skills, experience and knowledge.
- C.1.3: Annual evaluation of the board of directors should consider its composition, diversity and how effectively members work together to achieve objectives. Individual evaluation should demonstrate whether each director continues to contribute effectively.
- C.4.5: For NHS foundation trusts, the council of governors should take the lead on agreeing a process for the evaluation of the chair and non-executive directors. The governors should bear in mind that it may be desirable to use the senior independent director to lead the evaluation of the chair.

2.2 Proposed Chair and NED Performance Review Process

The Trust is at a different position this year, with the current Chair of the Trust term of office due to end on the 31 March 2025 and the new Chair to commence from the 1 April 2025. Therefore, an alternative approach has been developed for the Committee to consider:

Process	Date
Current Chair of the Trust completes an appraisal review focusing on the achievement of objectives for financial year 2024-25	By 31 March 2025
Remuneration Committee meet with individual NEDs to discuss the outcome of the appraisal and the achievement of objectives for 2024-25. NEDs can reflect on their personal objectives for the financial year 2025-26	By 30 April 2025
Council of Governors receives assurance in relation to the achievement of objectives for 2024-25.	21 May 2025

Process	Date
New Chair (Hattie Lewellyn-Davies) meets with individual NEDs to establish objectives for 2025-26	By 31 May 2025
Objectives for 2025-26 circulated to Remuneration Committee for consideration, meeting established to discuss and / or further meetings arranged for NEDs	By 13 June 2025
Assurance provided to the Council of Governors on objectives for 2025-26 and the full appraisal process has been followed (Electronically or Extra-Ordinary Meeting)	By 30 June 2025

2.3 Process for the Current Chair

The current Chair's term of office ends on the 31 March 2025, which provides only a short window of opportunity to ensure the appraisal process and review is completed to a good standard. Therefore, it is proposed the process is amended to ensure enough time is given to the completion of the appraisal and the subsequent review by the Council of Governors:

- The reviews of Governors and other key stakeholders are gathered and incorporated into the appraisal completed by the SID.
- The SID provides a full written outcome of the Chair appraisal to the Committee.
- The Chair provides a written reflection of the previous financial year and reflection on their role as Chair for the duration of their term of office, utilising the questions as set-out in Section 2.4.
- The SID presents the summary and reflection to the Committee at the end of April as part of the Governor Appraisal reviews.
- The SID feeds the outcome from the appraisal and the reviews into the establishment of objectives for the new Chair.

The above process will ensure the full appraisal process can be completed with the current Chair, reflecting their term of office ending on the 31 March 2025.

The above proposed process and timetable as a whole will ensure the Council of Governors can receive assurance, whilst ensuring any objectives for the new financial year have been set by the incoming Chair. This will also allow new Non-Executive Directors appointed through the ongoing recruitment process, to be incorporated and have new objectives set.

2.4 Governor / NED Virtual Discussions

The framework for Governor/ NED virtual discussion is proposed to be as follows:

Reflecting on Financial Year 2024/2025

- A performance review report for each NED will be circulated to committee members prior to review session
- 5 minutes prep
- 35 - 50 minutes discussion
- 10 minutes review/ comfort break
- Questions will be allocated on a rotational basis to a Governor
- All NEDs to be given the opportunity to respond to one set of questions, if time allows the questions can be repeated and further examples explored.
- Timing of discussion should be monitored and managed by a committee member
- Summary notes of discussions with each NED are to be recorded

All members of the CoG Remuneration Committee will be invited to attend the meeting to carry out the virtual performance review discussions with NEDs.

Potential questions that each NED will be asked:

- Looking at your objectives which were successfully achieved during the year, can you talk us through the one that gave you the most satisfaction?
- Probing question to help understand how they reached the successful outcome.
- Looking at an objective which was not quite achieved with such success, what have you learned from that experience?
- Probing question to help understand how the learning was used/ shared?
- Can you give an example of seeking further assurance when holding an Executive Director to account at either a Board meeting or standing committee meeting?
- Can you give an example of where you have been able to demonstrate your independence in your role?
- Can you provide an example of working with the Council of Governors?
- Do you have any reflections on potential objectives for 2025-26?

Note for governors: it is important to remember that the committee is not undertaking the appraisal itself (this will have been carried out by the Chair/ SID). The committee's role is to be assured of the satisfactory performance of the Chair/ NED and that the appropriate process as agreed by the Council has been followed)

The above process will be discussed with the incoming Chair of the Trust.

3.0 ACTION AND RECOMMENDATIONS

The Council of Governors Remuneration Committee is recommended to:

1. Approve the appraisal review process and timetable

Report prepared by
Chris Jennings
Assistant Trust Secretary

		Agenda Item No: 6d				
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			19 March 2025	
Report Title:		Council of Governors Governance Committee Report and Terms of Reference				
Executive/Non-Executive Lead:		John Jones, Public Governor				
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		
The report provides the Council of Governors with details of the work of the Council of Governors Governance 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 Receive and note the report 2 Approve the Terms of Reference for the Council of Governors Governance Committee (Appendix 1)

Summary of Key Issues
<p>The Council of Governors Governance Committee is a sub-committee providing support to the Council in ensuring effective and robust governance processes are in place and operating effectively, enabling the Council to fulfil its statutory duties.</p> <p>The report is the annual report from the Committee providing details of the work undertaken by the Committee March 2024 – February 2025. The report also provides a reviewed Terms of Reference for consideration and approval.</p>

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

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

Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against:	
Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	
Data quality issues	
Involvement of Service Users/Healthwatch	
Communication and consultation with stakeholders required	✓
Service impact/health improvement gains	
Financial implications:	Capital £ 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	
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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, enabling the Council to fulfil its statutory duties. 	✓

Acronyms/Terms Used in the Report			

Supporting Documents and/or Further Reading
Main Report Appendix 1: Council of Governors Governance Committee Terms of Reference

Lead
John Jones Public Governor Chair of the Council of Governors Governance Committee

**Report from the Chair of the
Council of Governors Governance Committee**

1.0. PURPOSE OF THE REPORT

The report provides the Council of Governors with an update of the work of the Council of Governors Governance Committee and presents a reviewed Terms of Reference for approval.

2.0 COMMITTEE PURPOSE AND TERMS OF REFERENCE

The Governance Committee is a standing committee of the Council of Governors with delegated responsibility to ensure effective and robust council governance processes are in place and operating effectively, enabling the Council to fulfil its statutory duties.

The Terms of Reference (attached as Appendix 1) were reviewed at the Committee meeting on the 26 February 2025. Minor non-material amendments were proposed and the Terms of Reference are presented to the Council for approval.

3.0. ANNUAL REVIEW (MARCH 2024 – FEBRUARY 2025)

The report covers the activities of the Committee for the period March 2024 – February 2025. Within this period, meetings were held on four occasions:

- 1 May 2024
- 1 August 2024
- 26 November 2024
- 26 February 2025

The Committee was chaired during the year by John Jones, Public Governor, Bedfordshire, Luton, Milton Keynes and Rest of England.

Included in the current membership are:

- Jason Gunn - Public Governor - West Essex & Hertfordshire.
- Pam Madison - Public Governor Essex Mid & South.
- Councillor Maxine Sadza - Appointed Governor - Southend-on-Sea Council.
- Dianne Collins – Public Governor – Essex Mid & South.
- Kingsley Edore – Public Governor – Essex Mid & South.
- Nat Ehigie-Obano – Public Governor – West Essex & Hertfordshire.
- Helen Semoh – Staff Governor – Non Clinical

The key activities undertaken by the Committee:

Code of Governance for NHS Providers Review

The Committee is required to review compliance with national governance / regulatory documents including the Code of Governance for NHS Providers.

The Committee meeting on 1 May 2024 received a review completed by the Trust Secretary's Office and Finance to demonstrate compliance against the code of governance or if an explanation would be required in the annual report. The Committee was able to recommend to the Council of Governors that the Trust was compliant with the Code of Governance, which allowed the Board of Directors to declare compliance within the Annual Report 2023-2024.

Trust Constitution

The Committee is required to consider any proposed changes to the Constitution and make appropriate proposals to the Council.

The Committee reviewed the Trust Constitution at its meeting on the 1 May 2024. The review did not recommend any changes to the Constitution and it was noted a full review by a legal firm had been undertaken the previous year. The Council of Governors received and approved the revised Trust Constitution at its meeting on the 23 May 2024.

The Committee completed a further review of the Trust Constitution at its meeting on the 26 February 2025 to agree changes to the constituencies prior to the next election and an additional clause regarding termination of membership. The revised Constitution is due to be considered by the Council on the 19 March 2025.

Standing Orders for the Council of Governors

The Committee is required to work with the Trust Secretary's Office to review the Standing Orders for the Council of Governors on an annual basis and make proposals to the Council for any changes required.

The Committee meeting on the 1 August 2024 reviewed the document and noted very minor amendments to the documentation. The Committee noted a full review had been completed the previous year by a legal firm.

Outcome of the Effectiveness Review

The Committee oversees the effectiveness of the Council standing committee structure and recommend any actions to the Council. The Committee is required to coordinate the annual review of effectiveness of the standing committee structure and the implementation of any actions arising from the process.

The Committee meeting on the 1 May 2024 received the results of its own effectiveness review, noting the low completion rate due to low membership of the Committee. Action was taken during the year to increase membership which has proven successful.

Composition of the Council of Governors

The Committee is required to review the attendance at the Council of Governors and agree action to be taken in line with the Council of Governors Monitoring of Attendance procedure. The Committee received a regular report providing details of any changes to the Council and any Governors who have missed meetings of the Council, with action taken in line with the procedure.

Policies and Procedures

The Committee is required to oversee the effective implementation of policies and procedures appertaining to the Council.

The Committee consulted on a number of procedures throughout the year, including:

- Appointment / Re-Appointment of the Chair and Non-Executive Directors

Other Matters

The Committee meeting on the 1 August 2024 considered and approved the process for electing the Deputy Lead Governor. The Committee meeting on the 26 February 2025 considered and agreed proposals for the Governor Elections 2025.

4.0 ASSURANCE

In my opinion, the Council of Governors Governance 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.

5.0 ACTION REQUIRED

The Council of Governors is asked to:

- 1 Receive and note the report
- 2 Approve the Terms of Reference for the Council of Governors Governance Committee (Appendix 1)

Report prepared by

Chris Jennings
Assistant Trust Secretary

On behalf of

John Jones
Public Governor
Chair of the Council of Governors Governance Committee

**COUNCIL OF GOVERNORS GOVERNANCE COMMITTEE
TERMS OF REFERENCE**

Overall Purpose of Committee

The purpose of the Governance Committee is to provide support to the Council of Governors in ensuring that effective and robust governance processes are in place and operating effectively, enabling the Council to fulfil its statutory duties.

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: | Governance Committee |
| 2 Chair: | The Committee will elect a Chair from its membership, the role of Chair will be reviewed annually. In the absence of the Governance Committee Chair, the remaining members present will elect one of their number to chair the meeting. |
| 3 Reporting to: | The Council of Governors (Council) |
| 4 Authority: | <p>4.1 The Governance Committee (Committee) is constituted as a sub 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 are requested to co-operate with any request made by the Governance Committee</p> <p>4.3 The Committee will act in accordance with Code of Governance for NHS Providers and current best practice</p> <p>4.4 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.</p> |
| 5 Functions: | <p>General Duties:</p> <p>5.1 To regularly keep under review the policies, procedures and guidelines relating to the Council to ensure they comply with relevant legislation, regulations, good practice and other guidance; and recommend any changes to the Council as appropriate</p> <p>5.2 To keep under review any changes in legislation, the</p> |

regulatory framework governing the work of the Council or good practice; identify/consider any implications of such changes and make recommendations to the Council. This may include the need for additional policies, procedures or guidelines. Where this is the case, working with the Trust Secretary the Committee will develop such policies, procedures or guidelines and propose them for ratification by the Council

- 5.3 To oversee the effective implementation of policies and procedures appertaining to the Council
- 5.4 Working with the Trust Secretary Office, consider any relevant national consultation documents and provide views for consideration in any corporate response as appropriate
- 5.5 To review compliance with national governance/ regulatory documents (e.g. Code of Governance for NHS Providers) and with local policies and procedures; and provide assurance/exception reports in terms of compliance to the Council and to the Chair of the Council/Board of Directors as appropriate
- 5.6 Working with the Trust Secretary Office, review the standing orders of the Council annually and make proposals to the Council in terms of any changes required
- 5.7 To consider any proposed changes to the Constitution and make appropriate proposals to the Council
- 5.8 To identify any need for creating short term task and finish groups to support the Council in fulfilling its duties in specific areas, and make recommendations to the Council
- 5.9 To oversee the effectiveness of the sub committee structure on an ongoing basis and recommend any action to the Council
- 5.10 To coordinate the annual effectiveness review of the sub committee structure and implementation of any actions arising from the process, including monitoring of actions taken, and report to the Council
- 5.11 To review the attendance at the Council of Governors and agree action to be taken in line with the Council of Governors Monitoring of Attendance procedure.
- 5.12 To carry out other task relating to its functions as required from time to time by the Council.

Monitoring of Effectiveness:

- 5.13 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 in

a summary report together with the results of other sub committees to the Council of Governors

- 5.14 To review the terms of reference of the Committee annually and to ensure their compliance with regulatory and other guidance.

6 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.

7 Membership:

- 7.1 Eight (8) Governors
- 7.2 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
- 7.3 Governors on a reserve list or who express an interest to join the Committee will be invited to attend and participate in Committee meetings but may not vote unless they are acting as an alternative for 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.

8 In Attendance:

Trust Secretary Office (minute taker)

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.

9 Support to Committee:

Trust Secretary Office

10 Quorum:

- 10.1 The quorum necessary for the transaction of business is three members
- 10.2 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.

11 Reporting and Minutes:

- 11.1 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

11.2 The Committee will report in writing to the Council on an annual basis as a minimum and as required should any risk be identified by the Committee or the Council of Governors.

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

11.4 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.

12 Frequency of Meetings:

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

13 Approval Dates:

August 2018, February 2019, February 2020, February 2021, February 2022. February 2023, February 2024

14 Frequency of Review:

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

15 Next Review Date:

February 2026 (annually).

		Agenda Item No: 6e			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1			19 March 2025	
Report Title:	Council of Governors Remuneration Committee Report and Terms of Reference				
Executive/Non-Executive Lead:	John Jones, Chair of the CoG Remuneration Committee				
Report Author(s):	Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:	Remuneration Committee 28 February 2025				
Level of Assurance:	Level 1		Level 2	✓	Level 3

Purpose of the Report		
The report provides the Council of Governors with an update of the work of the Council of Governors Remuneration 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 Receive and note the report 2 Approve the Terms of Reference for the Council of Governors Remuneration Committee (Appendix 1)

Summary of Key Issues
<p>The Council of Governors Remuneration Committee is a standing committee to recommend to the Council of Governors the remuneration levels for the Chair and all Non-Executive Directors including allowances, and other terms and conditions of office.</p> <p>The report is the annual report from the Committee providing details of the work undertaken by the Committee March 2024 – February 2025. The report also provides a reviewed Terms of Reference for consideration and approval, with one minor non-material amendment.</p>

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

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

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

Supporting Documents and/or Further Reading
Main Report Appendix 1: Council of Governors Remuneration Committee Terms of Reference

Lead
John Jones Lead Governor Chair of the Council of Governors Remuneration Committee

**Report from the Chair of the
Council of Governors Remuneration Committee**

1.0. PURPOSE OF THE REPORT

The report provides the Council of Governors with an update of the work of the Council of Governors Remuneration Committee and presents a reviewed Terms of Reference for approval.

2.0 COMMITTEE PURPOSE AND TERMS OF REFERENCE

The Council of Governors Remuneration Committee is a standing committee to review and make recommendation, to the Council of Governors, for the remuneration of the Chair and all Non-Executive Directors including allowances, and other terms and conditions of office.

The Terms of Reference (attached as Appendix 1) were discussed at the Committee meeting on the 28 February 2025. One minor amendment has been made regarding the reference to the Code of Governance, adding in NHS England.

The remainder of the Terms of Reference provide for reviews of Chair / NED Remuneration levels on an ongoing basis. The Council of Governors is asked to approve the revised Terms of Reference.

3.0. ANNUAL REVIEW (MARCH 2024 – FEBRUARY 2025)

The Council of Governors Remuneration Committee annual review covers the activities of the Committee for the period February 2024 – February 2025. Within this period, meetings were held on five occasions:

- 7 May 2024
- 8 May 2024
- 14 May 2024
- 20 November 2024
- 28 February 2025

The Committee was chaired during the year by John Jones, Public Governor, Milton Keynes, Bedfordshire, Luton and Rest of England.

Included in the current membership are:

- Dianne Collins - Public Governor - Essex Mid & South
- David Finn - Public Governor – Essex Mid & South
- Paula Grayson - Public Governor - Milton Keynes, Bedfordshire, Luton and Rest of England
- Pam Madison - Public Governor - Essex Mid & South
- Cort Williamson - Public Governor - North Essex and Hertfordshire

The key activities undertaken by the Committee:

NED – Governor Performance Review Process

The role of the Committee in relation to the appraisal process for the Chair and Non-Executive Directors:

- Agree the process for evaluation of the performance of the Chair and individual Non-Executive Directors, and provision of appropriate assurance to the Remuneration Committee.
- Receive annually from the Chair a written report on individual Non-Executive Directors performance and to provide assurance that the right skills and experience are in place to deliver the Trust's strategic priorities, as well as appropriate time commitment to fulfil their duties.
- Receive annually a written report from the Senior Independent Director on the Chair.
- Receive annually the following year's objectives of both the Chair and Non-Executive Directors to meet the Trust's corporate aims.

The Committee meeting held on the 7 – 8 May and 14 May 2024 met with individual Non-Executive Directors in order to:

- Receive assurance on the satisfactory performance of the Chair / NEDs for the year 1 April 2023 to 31 March 2024 following appraisal (including progress against personal and development objectives).
- Receive the objectives for 2024/25
- Agree that the performance review process as agreed by the Council of Governors had been followed.
- Provide assurance on the above to the Council of Governors.

Following the interviews, the Committee unanimously agreed:

- That a robust appraisal process had taken place.
- That the Committee was assured of the continued effectiveness and performance of the Chair and Non-Executive Directors.

The above assurance was provided to the Council of Governors at its meeting on the 23 May 2024.

The Committee meeting on the 28 February 2025 considered the process and timetable for 2024/25. This is to be presented to the Council of Governors on the 19 March 2025. .

Remuneration of the Chair and Non-Executive Directors

The role of the Committee in relation to the remuneration of the Chair and Non-Executive Directors:

- Recommend to the Council the appropriate remuneration level for the Chair and Non-Executive Directors based on the time commitment, roles and responsibilities.
- Adhering to all relevant legislation and regulations, seek to establish levels of remuneration which are sufficient to attract, retain and motivate the Chair and Non-Executive Directors of the Quality and with the skills and experience required to lead the Trust successfully without paying more than is necessary for this purpose and at a level which is affordable for the Trust.
- In making recommendations to the Council, the Committee will:
 - Review any appropriate guidance and / or framework published by NHS England / Improvement, benchmarking against other NHS Foundation Trusts and other reputable sources to ensure the Trust remains competitive
 - Be sensitive to pay and employment conditions for staff in the Trust.

The Committee meeting held on the 20 November 2024 considered the reviewed Council of Governors Remuneration of the Chair and Non-Executive Directors. The procedure had been reviewed by the Assistant Trust Secretary and Executive Chief People Officer, with minor amendments made including references to external guidance and the removal of a clause no

longer required. The Committee agreed to recommend the revised policy to the Council of Governors, which was subsequently approved at its meeting on the 5 December 2024.

The Committee meeting held on the 28 February 2025 received a report requesting approval of the terms and conditions, including the remuneration and time commitment for the new Chair of the Trust. The Committee received benchmarking data for nearby NHS Trusts for the remuneration paid to Chairs.

The Committee discussed the report and agreed the terms and conditions to be recommended to the Council of Governors for approval.

Committee Effectiveness Review

The Committee meeting on the 20 November 2024 received the outcome of the Effectiveness Review completed for the Committee. The Committee received a response rate of 66% and results were positive, with no further action identified.

Other Matters

The Trust Constitution provides that an individual cannot be a member of the Board of Directors if they are acting as a Director of another NHS Body, unless any conflict of interest has been reviewed and approved by the Council of Governors for Non-Executive Directors. The Committee meeting held on the 28 February 2025 received details of a Non-Executive Director's appointment to another NHS Trust to agree if they could continue as a NED of EPUT. The Committee noted there were no conflicts of interest with the NHS Trust and therefore it was agreed a recommendation would be made to the Council of Governors on the 19 March 2025 for the individual to continue as a NED of EPUT.

4.0 ASSURANCE

In my opinion, the Council of Governors Remuneration 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.

5.0 ACTION REQUIRED

The Council of Governors is asked to:

- 1 Receive and note the report
- 2 Approve the Terms of Reference for the Council of Governors Remuneration Committee (Appendix 1)

Report prepared by

Chris Jennings
Assistant Trust Secretary
On behalf of

John Jones
Public Governor
Chair of the Council of Governors Remuneration Committee

**COUNCIL OF GOVERNORS REMUNERATION COMMITTEE
TERMS OF REFERENCE**

Overall Purpose of Committee

The Remuneration Committee has delegated responsibility to recommend to the Council of Governors the remuneration levels for the Chair and all Non-Executive Directors including allowances, and the other terms and conditions of office, in accordance with all relevant legislation and regulations.

Working with the Chair and the Senior Independent Director the Committee leads on the process to receive assurance on the performance evaluation of the Chair and Non-Executive Directors

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 Remuneration Committee |
| 2 Chair: | <p>2.1 The Committee will elect a Chair from among their membership, the role of Chair will be reviewed annually.</p> <p>2.3 In the absence of the Remuneration Committee Chair, the remaining members present will elect one of their number to chair the meeting.</p> |
| 3 Reporting to: | The Council of Governors (Council) |
| 4 Authority: | <p>4.1 The Remuneration Committee (Committee) is constituted as a sub-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 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 Scheme of Delegation and Standing Financial Instructions, ensuring value for money at all times</p> <p>4.4 The Committee is authorised to obtain such internal</p> |

information as necessary and expedient to the fulfilment of its functions

- 4.5 The Committee will act in accordance with NHS England'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 Recommend to the Council the appropriate remuneration level for the Chair and Non-Executive Directors based on the time commitment, roles and responsibilities
- 5.2 Adhering to all relevant legislation and regulations, seek to establish levels of remuneration which are sufficient to attract, retain and motivate the Chair and Non-Executive Directors of the quality and with the skills and experience required to lead the Trust successfully without paying more than is necessary for this purpose and at a level which is affordable for the Trust
- 5.3 In making recommendations to the Council, the Committee will:
 - review any appropriate guidance and / or frameworks published by NHS England, benchmarking against other NHS Foundation Trusts and other reputable sources to ensure the Trust remains competitive.
 - be sensitive to pay and employment conditions for staff in the Trust.
- 5.4 Working with the Chair, agree the process for evaluation of the performance of the Chair and individual Non-Executive Directors, and provision of appropriate assurance to the Remuneration Committee
- 5.5 Receive annually from the Chair a written report on individual Non-Executive Directors' performance and to provide assurance that the right skills and experience are in place to deliver the Trust's strategic priorities, as well as appropriate time commitment to fulfil their duties.
- 5.6 Receive annually a written report from the Senior Independent Director on the Chair. The focus of the Chair's appraisal will be on his/her performance as leader of the Board and the Council. Consideration of this performance against pre-defined objectives that support the design and delivery of the Trust's strategic priorities will also be undertaken

- 5.7 Receive annually the following year's objectives of both the Chair and Non-Executive Directors to meet the Trust's corporate aims
- 5.8 Recommend to the Council arrangements for termination of appointments of the Chair and Non-Executive Directors. The Committee is required to obtain appropriate advice
- 5.9 Establish the selection criteria, appointing and setting the terms of reference for any external consultants or advisers to the Committee
- 5.10 Receive advice from the Trust Secretary on any major changes in Chair and/or Non-Executive Director remuneration and liability issues throughout NHS Foundation Trusts and will make recommendations to the Council following consideration of the advice received.

Monitoring of Effectiveness:

- 5.11 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
- 5.12 To review the terms of reference of the Committee annually and to ensure their compliance with regulatory and other guidance.

6 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.

In order to fulfil its responsibilities, the Committee will liaise with the Council of Governors' Nominations Committee for matters relating to the Chair and Non-Executive Directors.

7 Membership:

- 7.1 Eight (8) Governors
- 7.2 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
- 7.3 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.

8 In Attendance:

- 8.1 Trust Secretary Office (minute taker)
- 8.2 The Chair of the Trust is invited to advise the Committee on matters relating to Non-Executive Directors but may not receive any papers in relation to or be present when the Chair has a conflict of interest for example, discussions about the Chair's remuneration, in which case the Senior Independent Director will be invited to attend
- 8.3 At the invitation of the Committee, the senior officer responsible for HR will attend the meeting in an advisory capacity
- 8.4 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.

9 Support to Committee:

Trust Secretary Office

The Trust Secretary Office will:

- 9.1 Notify the payroll department of any action agreed, and notify individuals of decisions taken on the instructions of the Council of Governors
- 9.2 Be responsible for ensuring that provisions regarding disclosure of remuneration and allowances, as set out in the directors' Remuneration Report Regulations 2013 and [Monitor's NHS England's Code of Governance](#), are fulfilled
- 9.3 Be responsible for reporting the frequency of, and attendance by, members at Committee meetings in the annual reports.

10 Quorum:

- 10.1 The quorum necessary for the transaction of business is **three** members.
- 10.2 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.

11 Reporting and Minutes:

- 11.1 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
- 11.2 The Committee will report in writing to the Council a minimum of annually and / or if any risks are identified by the Council of Governors.

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

11.4 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.

12 Frequency of Meetings:

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

13 Approval Dates:

August 2017, February 2018, February 2019 (Amendment April 2019), February 2020, February 2021, March 2022, February 2023, February 2024, February 2025

14 Frequency of Review:

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

15 Next Review Date:

February 2026

		Agenda Item No: 6f				
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			19 March 2025	
Report Title:		Council of Governors Training and Development Committee Report and Terms of Reference				
Executive/Non-Executive Lead:		Paula Grayson, Public Governor				
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		
The report provides the Council of Governors with details of the work of the Council of Governors Training and Development 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 Approve the Terms of Reference for the Council of Governors Training & Development Committee.

Summary of Key Issues
<p>The Council of Governors Training and Development Committee is a sub-committee to support the Council in ensuring that effective and robust training and development arrangements are in place. The purpose is to develop the skills, knowledge and capabilities of Governors enabling them to be confident, effective, engaged and informed members of the Council.</p> <p>The report provides details of the work undertaken by the Committee March 2024 – February 2025. The report also provides a reviewed Terms of Reference for consideration and approval.</p>

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

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

Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against:	
Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	
Data quality issues	
Involvement of Service Users/Healthwatch	
Communication and consultation with stakeholders required	✓
Service impact/health improvement gains	
Financial implications:	Capital £ 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):				
<ul style="list-style-type: none"> Ensuring that effective and robust training and development arrangements are in place for Governors. 				✓

Acronyms/Terms Used in the Report				

Supporting Documents and/or Further Reading
Main Report
Appendix 1: Council of Governors Training and Development Committee Terms of Reference

Lead
Paula Grayson
Public Governor
Chair of the Council of Governors Training and Development Committee

**Report from the Chair of the
Council of Governors Training and Development Committee**

1.0. PURPOSE OF THE REPORT

The report provides the Council of Governors with information about the work undertaken by the Council of Governors Training and Development Committee and presents a reviewed Terms of Reference for approval.

2.0 COMMITTEE PURPOSE AND TERMS OF REFERENCE

The Council of Governors Training and Development Committee is a sub-committee to support the Council in ensuring that effective and robust training and development arrangements are in place. The purpose is to develop the skills, knowledge and capabilities of Governors, to enable them to be confident, effective, engaged and informed members of the Council.

The Terms of Reference (attached as Appendix 1) were reviewed at the Committee meeting on the 4 February 2025. One minor amendment was made in reference to now using the term subcommittee instead of standing committee.

3.0. ANNUAL REVIEW (MARCH 2024 – FEBRUARY 2025)

The Council of Governors Training and Development Committee annual review covers the activities of the Committee for the period March 2024 – February 2025. Within this period, meetings were held on four occasions:

- 10 May 2024
- 13 August 2024
- 12 November 2024
- 3 March 2025

The meeting was chaired during the year by Paula Grayson, Public Governor, Bedfordshire, Luton, Milton Keynes and Rest of England.

Included in the membership were:

- Mark Dale - Public Governor - Essex Mid & South
- Gwyn Davies - Public Governor - Essex Mid & South
- David Finn - Public Governor - Essex Mid & South
- Ibraheem Lateef - Staff Governor - Clinical
- Megan Leach - Public Governor - Essex Mid & South
- Maxine Sadza – Elected Governor – Southend Borough Council
- Marie Newland – Staff Governor – Clinical

The following provides the key activities undertaken by the Committee during this period in accordance with its Terms of Reference:

Learning & Development Plan

The Committee Terms of Reference identifies a number of requirements regarding training and development, including:

- Ensuring there are effective mechanisms in place to regularly identify the training and development needs of Governors.
- Recommending to the Council an appropriate training and development programme to meet those needs.
- Identifying the most appropriate methods of delivering identified training and development modules.
- Identify and recommend appropriate resources for training and development.
- Oversee and monitor the delivery of an appropriate training and development programme.

The Committee developed a Learning and Development Plan at the beginning of the financial year for the Council of Governors, which includes different ways training can be delivered (internal session, external courses, board / council meetings etc.). The Plan was developed by reviewing the plan for the previous year and identifying all training that should be carried forward into the following year. This included any mandatory training (Governor Induction), any topics that had not been covered during the year and any topics where further learning was determined to be useful. The plan was updated throughout the year, mapping various opportunities to the relevant topics to ensure these were covered and any gaps identified.

The Committee had two standing items for Committee members to identify any new training requirements or any changes in legislation / guidance which could require further learning. Other topics were identified (but not limited to):

- Patient Knows Best
- Equality, Diversity & Inclusion / Freedom to Speak-Up
- Virtual Wards and Hospital at Home
- Lighthouse Child Development Centre
- Integrated Care Boards / System Working
- Homelessness Service
- Quality Account
- Complex Housing
- Trauma Informed Care
- Virtual Wards / Frailty
- Urgent Care Pathway
- Complex Housing Intervention Programme

The Trust Secretary's Office uses the plan to schedule learning sessions, Board / Council of Governor Training sessions, joint seminar sessions and any other learning opportunities. Committee members reviewed the plan at each Committee meeting, noting the topics covered, prioritising any subjects not yet covered or requesting further learning if a topic has not been sufficiently covered. The plan is used at year-end by the Chair of the Committee as part of the self-certification process.

NHS England Self-Certification

The Committee is required to provide assurance on Governors' training and development opportunities to the Board of Directors for the completion of NHS England self-declaration compliance statement relating to the training of Governors.

The Committee meeting on the 10 May 2024 received a report developed by the Chair of the Committee in support of the Health Social Care Act, Section 151(5) which states in paragraph 10BA :

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

NHS England/Improvement requires the Board of Directors to submit a self-certification in respect of the training of Governors as follows:

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

The report reflects on the work of the Committee throughout the previous year to ensure learning and development opportunities are provided. The report summarised the learning opportunities to support the statutory duties of Governors:

- Holding Non-Executive Directors to account for the performance of the Trust.
 - Learning and development in gaining assurance on NED appraisals.
 - Understanding NEDs contributions to the Trust.
- Improving Governance
 - Gaining knowledge from meetings, assurance and decisions.
 - Gaining knowledge from analysis.
 - Representing members and the public.
 - Listening to members and the public.
 - How to contribute to Trust plans.
 - How to contribute to inspections and assessments.
 - How to contribute to triangulating and testing of services.
- How to improve active membership.
 - How to analyse and improve membership effectiveness.
 - How to gain value from volunteers.
- Understanding the Governor role in the Trust.
 - Governor Induction.
 - Coordination of learning by the Training and Development Committee.
 - Developing skills.
 - Knowledge of the Trust and the wider health economy.
 - Governors gaining and sharing knowledge more widely.

On 10 May 2024, the Committee agreed to recommend to the Council of Governors that the requirements in relation to Governor training had been met. This was approved by the Council of Governors and reported to the Board of Directors to allow it to self-declare compliance.

Governor Induction Programme

The Council of Governor elections held in 2024 meant an Induction Programme was required for new Governors joining the organisation. The induction provided existing Governors with a refresh on key elements of the role. The Committee reviewed the induction timetable and programme, including ensuring all required learning was included as part of each of the modules. This included a full review of the Governor Induction Handbook and the addition of further information, including a list of “Must Do”, “Should Do” and “Nice to Do” meetings.

Training Feedback

The Committee is required to undertake overarching monitoring levels of attendance for sessions and to have in place a mechanism to evaluate its effectiveness

The Committee received a standing report providing details of attendance and feedback for any learning sessions completed since the previous meeting. The Committee reviewed feedback and attendance from learning sessions, which was used to inform future learning sessions. Where there was low attendance, the Committee agreed to prioritise service / patient stories, which may encourage more Governors to attend.

The use of the Mentimeter system developed in the previous year ensured there was a good level of feedback provided.

Outcome of the Effectiveness Review

As part of good governance consideration is given to training and development outcomes to inform the annual Council self-assessment reviews and ensure any training and development needs arising from these are addressed. The Committee is also required to undertake a review of its own performance.

In the Committee meeting on the 10 May 2024 the committee reviewed the effectiveness review that was filled in by 4 (66%) Governors, answering a total of 11 questions. It was noted that all questions were answered with either strongly agree or agree.

4.0 ASSURANCE

In my opinion, the Council of Governors Training and Development Committee has fulfilled its Terms of Reference during the period set out in this report. The Effectiveness Review would have provided additional assurance, however, I am satisfied from the above description of the work undertaken by the Committee that it has met its Terms of Reference.

5.0 ACTION REQUIRED

The Council of Governors is asked to:

- 1 Note the contents of the report
- 2 Approve the Terms of Reference for the Council of Governors Training & Development Committee

Report prepared by

Chris Jennings
Assistant Trust Secretary

On behalf of

Paula Grayson
Public Governor
Chair of the Council of Governors Training and Development Committee

**COUNCIL OF GOVERNORS TRAINING & DEVELOPMENT COMMITTEE
TERMS OF REFERENCE**

Overall Purpose of Committee

The Training & Development Committee has delegated responsibility to provide support to the Council of Governors in ensuring that effective and robust training and development arrangements are in place to develop Governors' skills, knowledge and capabilities enabling them to be confident, effective, engaged and informed members of the Council.

The Training & Development Committee will provide support to the Council of Governors in ensuring that the Council as a body remains fit for purpose and is developed to ensure continued delivery of its responsibilities effectively.

The functions of the Training & Development Committee will support the Board of Directors in meeting its statutory duty to provide Governors with the necessary training to ensure they are equipped with the skills and knowledge needed to undertake their role.

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 Training & Development Committee |
| 2 Chair: | <p>2.1 The Committee will elect a Chair from its membership the role of Chair will be reviewed annually.</p> <p>2.2 In the absence of the Training & Development Committee Chair, the remaining members present will elect one of their number to chair the meeting.</p> |
| 3 Reporting to: | The Council of Governors (Council) |
| 4 Authority: | <p>4.1 The Training & Development Committee (Committee) is constituted as a sub 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 Committee</p> <p>4.3 The Committee will act in accordance with the <i>Code of Governance for NHS Providers</i> and current best practice</p> |

- 44 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 Ensure that there are effective mechanisms in place to regularly identify the training and development needs of Governors to enable them to effectively fulfil their statutory duties and other responsibilities
- 5.2 Recommend to the Council an appropriate training and development programme to meet those needs for access on a modular basis by all Governors, to include:
 - induction on commencement of term of office; and
 - continuous knowledge and skills development throughout their term of office
- 5.3 Identify the most appropriate methods of delivering identified training and development modules, including national programmes (such as *Governwell*) and in-house opportunities
- 5.4 Identify and recommend appropriate resources for training and development (e.g. financial, officer time, etc) liaising with the Chair and/or relevant Executive Director for approval in line with the Trust's Scheme of Delegation and Standing Financial Instructions
- 5.5 Oversee and monitor the delivery of an appropriate training and development programme
- 5.6 Ensure there are appropriate processes in place for Governors to access internal and external training and development opportunities; and that access is fair and equitable for all Governors
- 5.7 Ensure there are mechanisms in place for Governors to share learning from external training and development opportunities attended; and that these are implemented
- 5.8 Undertake overarching monitoring of levels of attendance at Governors training and development sessions and make recommendations in terms of any follow up action necessary
- 5.9 Ensure there are mechanisms in place to regularly evaluate the effectiveness of training and development interventions, assess the outcomes of these evaluations and recommend remedial action where necessary
- 5.10 Consider training and development specific outcomes of the annual Council self-assessment reviews and ensure that any training and development needs arising from

these are addressed as part of the training and development programme

- 5.11 Consider any changes to legislation/national guidance which might result in changes to role of the Council or a requirement for additional knowledge and put in place appropriate actions to address these training and development needs
- 5.12 As appropriate, facilitate a system for Governors to support Governors and to help build relationships and ensure team building
- 5.13 Provide assurance on Governors' training and development opportunities to the Board of Directors for completion of NHS Improvement's self-declaration compliance statement relating to the training of Governors (if required)
- 5.14 Working with the Chair of the Trust, to consider the outcomes of the annual self-assessment of effectiveness of the Council and make proposals to the Council in terms of any necessary actions. Support the Council in the monitoring of implementation of any actions arising from self-assessment
- 5.15 Carry out other tasks relating to its functions as required from time to time by the Council.

Monitoring of Effectiveness:

- 5.16 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
- 5.17 To review the terms of reference of the Committee annually and to ensure their compliance with regulatory and other guidance.

6 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.

7 Membership:

- 7.1 Eight (8) Governors
- 7.2 Other co-opted members to attend by invitation (including the Chair, Non-Executive and Executive

- Directors)
- 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.
- 8 In Attendance:**
- 8.1 Trust Secretary Office (minute taker)
- 8.2 Other persons may be invited to attend a meeting to assist in deliberations.
- 9 Support to Committee:**
- The Trust Secretary Office.
- 10 Quorum:**
- 10.1 The quorum necessary for the transaction of business is three (3) members
- 10.2 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.
- 11 Reporting and Minutes:**
- 11.1 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
- 11.2 The Committee will report in writing to the Council after each meeting
- 11.3 The Committee will provide to the Council an annual self-assessment report which highlights areas for improvement
- 11.4 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.
- 12 Frequency of Meetings:**
- The Committee will meet a minimum of quarterly and then as required to fulfil its responsibilities.
- 13 Approval Dates:**
- August 2017, February 2019, April 2019 (minor amendment), February 2020, February 2021, February 2022, February 2023, February 2024
- 14 Frequency of Review:**
- Terms of Reference are to be reviewed annually and reported to the Council of Governors for ratification.
- 15 Next Review Date:**
- February 2025

Agenda Item No: 8a

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		19 March 2025				
Report Title:		Membership Strategy: Implementation Plan					
Report Lead:		Jason Gunn – Public Governor					
Report Author(s):		Teresa Bradford – CoG and Membership Administrator					
Report discussed previously at:		Membership Committee 3 March 2025					
Level of Assurance:		Level 1	<input type="checkbox"/>	Level 2	<input type="checkbox"/>	Level 3	✓

Purpose of the Report		
This report provides the Council of Governors with an update on the progress made with Year One of the Membership Strategy Implementation Plan and introduces the plan for Year Two.	Approval	<input type="checkbox"/>
	Discussion	✓
	Information	✓

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

Summary of Key Issues
The Membership Strategy was approved by the Board of Directors (November 2023) and Council of Governors (December 2023). The Strategy set-out three priorities to be achieved over the course of three years. There were a number of priority delivery milestones identified for each year and this report provides an update on the action taken to achieve these milestones in year one and introduces the implementation of the year two strategy.

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

Which of the Trust Values are Being Delivered	
1: We care	<input type="checkbox"/>
2: We learn	✓
3: We empower	✓

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

Non Recurrent £			
Governance implications			✓
Impact on patient safety/quality			
Impact on equality and diversity			
Equality Impact Assessment (EIA) Completed	YES/NO	If YES, EIA Score	

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

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

Supporting Documents and/or Further Reading
Main Report

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

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

MEMBERSHIP STRATEGY IMPLEMENTATION PLAN

1.0 PURPOSE OF REPORT

This report provides the Council of Governors with an update on the progress made with Year One of the Membership Strategy Implementation Plan and introduces the plan for Year Two.

2.0 KEY ACHIEVEMENTS (YEAR ONE)

The Membership Strategy was approved by the Board of Directors (November 2023) and Council of Governors (December 2023). The Strategy set-out three priorities to be achieved over the course of three years. There were a number of priority delivery milestones identified for each year and this report provides an update on the action taken to achieve these milestones.

Priority 1: Establish a Membership that is representative of the population served by EPUT.

Key Objective: *Understand the demographics of the population served by EPUT and compare against the membership of the Trust.*

Priority Delivery: Establish an accurate source of demographical information for the population served by EPUT, which can be regularly updated.

Key Achievements:

- Completed a phone audit of postal members to determine if individuals wished to remain as members. This helped improve the analysis of demographical data by reducing the number of inactive members.
- Researched available demographical data to best represent the population served by EPUT. The most accurate source of data available was the Census 2021 data.
- Reviewed and amended demographical information collated via the Civica Membership database to ensure data could be directly compared with the census, where categorisation was different.
- Incorporated data into regular metric reports to the Membership Committee and Council of Governors to allow analysis in any gaps in membership for targeted communication.

Priority 2: Communicate effectively with members and ensure their views are represented within EPUT

Key Objective: *Develop a membership communications strategy*

Priority Delivery: Develop a communications plan to establish different channels of communication.

Priority Delivery: Establish a who, what, where, when of communication as part of the communications plan.

Key Achievements:

- Communication Plan developed providing a plan for the next financial year on the communication with members, including regular newsletters and engaging with local groups.
- Communication Plan divided into sections to provide clear detail of the “who, what, where, when” of the plan.

Key Objective: *Establishes regular communication between Governors and members / members of the public.*

Priority Delivery: Identify opportunities for Governors to communicate directly with members and members of the public, ensuring we are providing them with the right information and resources needed.

Key Achievements:

- Governor pack developed providing key information for Governors to use when engaging with members outside the Trust. This included a leaflet providing details of the services provided by

EPUT and membership business cards, providing individuals with details of how to become a formal member.

- PowerPoint presentation developed to allow Governors to present key information at any local groups or events. This is due to be formally approved by the Committee in March.
- List of key EPUT-led events developed and shared with Governors, to provide opportunities for Governors to attend and engage with members.
- Identified opportunities to liaise with local residents, schools and colleges, with initial contact made.

Priority 3: Membership in the context of system working

Key Objective: Understand the role of Foundation Trust's and Membership as part of system working.

Priority Delivery: Understand the role of a Foundation Trust and Membership as part of system working and be able to articulate this to Governors and Members.

Key Achievements:

- Further guidance has not been published by NHS England to allow better understanding of the role of Governors and Members in relation to system working. This will be carried-forward into the Year Two plan to make contact with the ICB's.
- Initial learning work undertaken with Governors to provide a better understanding of system working and the progress towards breaking down barriers between organisations.

3.0 IMPLEMENTATION PLAN (YEAR TWO)

Following completion of the first year of the Implementation Plan, the Trust can now move forward with the priorities for the second year of the Membership Strategy. The following provides the priority delivery milestones for Year Two:

Priority 1 (Key Objective): Understand the demographics of the population served by EPUT and compare against the membership of the Trust.

- Once the data is established, analyse the information to identify gaps in membership representation to focus engagement.
- Undertake focused engagement with members of the public to increase membership in any areas that are not fully represented.
- Continually review membership against demographical data to determine if engagement is having a positive effect on membership.
- Review and alter any engagement depending on the outcome of the analysis.

Priority 2 (Key Objective): Communicate effectively with members and ensure their views are represented within EPUT

- Implement Communication Plan

Priority 2 (Key Objective): Establishes regular communication between Governors and members / members of the public.

- Governors regularly engage with members and gather their views.
- Develop a process for ensuring the views of the members are represented and this captured and fed-back to them.

Priority 3 (Key Objective): Membership in the context of system working

- Establish processes to ensure any views expressed by members are represented to ICBs and throughout the wider system.
- Regularly engage with ICBs and ICS on a regular basis and ensure this information is shared with Governors and members,

Report prepared by

Teresa Bradford, Council of Governors and Membership Administrator

On behalf of

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

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	Agenda Item: 8b			
		19 March 2024			
Report Title:	CQC Assurance Report				
Executive Lead:	Denver Greenhalgh, Senior Director of Governance				
Report Author(s):	Denver Greenhalgh, Senior Director of Governance				
Report discussed previously at:	NA				
Level of Assurance:	Level 1	✓	Level 2		Level 3

Purpose of the Report		
The purpose of this report is to provide the Council of Governors with an update on the following: <ul style="list-style-type: none"> • CQC Improvement Plan • Clifton Lodge CQC Report (published February 2025) • Quality Assurance Visits 	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required
The Council of Governors is asked to: <ol style="list-style-type: none"> 1. Receive and note the report.

Summary of Key Points
<ul style="list-style-type: none"> • The Trust has established good governance to support robust action taken in response to concerns raised by external regulators (CQC) • The Trust continues to make good progress with ICB colleagues in closing completed actions. • Completed the pilot for the new Quality Assurance Visits and now looking forward to the 2025/26 programme • Share the proposed Quality priorities for 2025/26

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

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


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

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

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

Acronyms/Terms Used in the Report			

Supporting Reports and/or Appendices
CQC Assurance Report

Non-Executive Lead:
 Denver Greenhalgh Senior Director of Governance

CQC Assurance Report

1. Introduction

The purpose of this report is to provide the Council of Governors with an update on the following:

- CQC Improvement Plan
- Clifton Lodge CQC Report (published February 2025)
- Quality Assurance Visits

2. CQC Improvement Plan

2.1 The Council of Governors will recall, we put in place new governance to support our improvement journey following the CQC inspections in 2022 and to respond effectively to the recommendations within the core services and well led inspection report (published July 2023). (Appendix A: Schematic of Governance)

The new process utilises SEIPS (System Engineering Initiative for Patient Safety) approach. This approach in conjunction with weekly progress meetings is grounded in local engagement to ensure causes and process challenges are understood in order to develop improvement actions that are both corrective and sustainable. This approach has also over the 18-months enhanced local ownership for improvement.

The governance now brings together all inspection reports and associated actions (and recently actions arising from Prevention of Future Death Reports issued by HM Coroner) into one master tracker. From this we are able to produce weekly progress reports. The following are included within the master tracker:

- Section 29A plan (Willow and Galleywood Ward – October '22) and subsequent inspection report published April 2023.
- Intra-inspection feedback acute wards for adults and PICU (November '22)
- CQC inspection report core services and well led published July '23
- CQC report Rawreth Court published November '23
- CQC report Clifton Lodge published February '25

At the time of writing the Trust is awaiting the following two reports from inspection activities:

- Forensic inpatient and secure wards
- Acute wards for adults and PICU

The governance has a two level action closure process. One being internal review and then the second being presentation and oversight by our Integrated Care Board (ICB) colleagues who test our actions for impact on patient care and for sustainability (through meeting known as EAG – Evidence Assurance

Group). Feedback from our ICB colleagues is that they welcome the transparency of the Trust and involvement in the process.

2.2 Current Status

As of the 5 March '25: 39 (50%) of our improvement plan have been closed following the EAG process. Of the other actions pending this process, 75 (96%) have been reported as complete by our acre unit leaders.

We have two actions past their original stated timelines, both of which are additional actions proposed by the Trust and not directly linked to the CQC findings:

1. The review with ICB colleagues of the service specification and aligned CQC registration for our nursing homes. This was an action the Trust took rather than a direct result of the CQC inspection to clarify whether the registration under social care was the correct one. Discussions continue.
2. The replacement of the current CCTV retrieval process to one that is more accessible to designated staff at each site to improve the access time. This requires a change over from an external contract to an in-house solution utilising new IT software. The software has passed our cyber security tests and is now part of business planning prioritisation.

2.3 Clifton Lodge CQC Inspection Report

The CQC published its inspection report for Clifton Lodge Care Home in February '25. The CQC rated the service as **GOOD**. This is an improvement from the previous inspection in 2019 where the service was rated as 'requires improvement'.

Overall Rating: Good ●

The service is performing well and meeting our expectations.

Summary	
Safe	Good ●
Effective	Good ●
Responsive	Good ●
Well-led	Good ●

Attached is a link to the CQC website for those that would like to read the full report - [Clifton Lodge HTML report for assessment AP7149 - Care Quality Commission](#)

3 Quality Assurance Visits

3.1 In support of our new governance and proactively deliver on our commitments to deliver safe and effective care we developed the Quality Assurance Framework. The framework consists of four quadrants:

- Quality Planning
- Quality Improvement
- Quality Control
- Quality Assurance

In 2024, we piloted our new Quality Assurance Visit Framework, with the aim of implementing a programme of joint Quality Assurance Visits between EPUT and our ICBs. The pilot has now concluded and an evaluation session held (attended by ICB, NED, and Governor Representatives with members of the Compliance Team who coordinate the programme). Further comments were received verbally / via emails which was also taken into the evaluation.

Overall, the feedback from the pilot is that this a positive approach to seeking assurance from patients, their families and staff. It also, reduced duplication of visit from both internal and ICB colleagues separately. As with all new processes continuous reflection and adaptation is required, with some feedback received felt that there needed to be clearer understanding of roles and responsibilities for leading a visit and to guard against being conducted as a 'tick box' approach.

Changes to the process for the 2025/26 programme:

- To ensure an information pack is consistently provided in advance of a visit
- Inclusion of training and supervision data within the information pack and to ensure there is a balance of both positive and areas of challenge for the service
- A review of the Framework to ensure it sets the correct tone with a focus on assurance and make clear roles and responsibilities
- RAG to be added to the visit tool for capture opinions, with a clear definition being developed to support this request
- Liaising with the Patient Experience Team to discuss inclusion of lived experience ambassadors (being mindful of the initial feedback to keep the size of attendees to a minimal as to avoid raising tensions within service users and disruption to staff duties)
- Developing feedback measure for the impact of visits on services

3.2 Recommendations from visits are provided back to teams and then followed up via the Accountability Framework meetings. Once we have completed a significant sample of visits we will undertake a thematic review which we would be happy to share with Council members.

3.3 Also as part of the Quality Assurance Framework the Executive Nurse has undertaken a process to set the Quality Priorities for 2025/26 and thanks to Governors for their participated in the event held

on the 26 February 2025. (Appendix B: Proposed Headline Priorities for 2025/26 these will be fully work up for inclusion within the Quality Account).

4 Summary

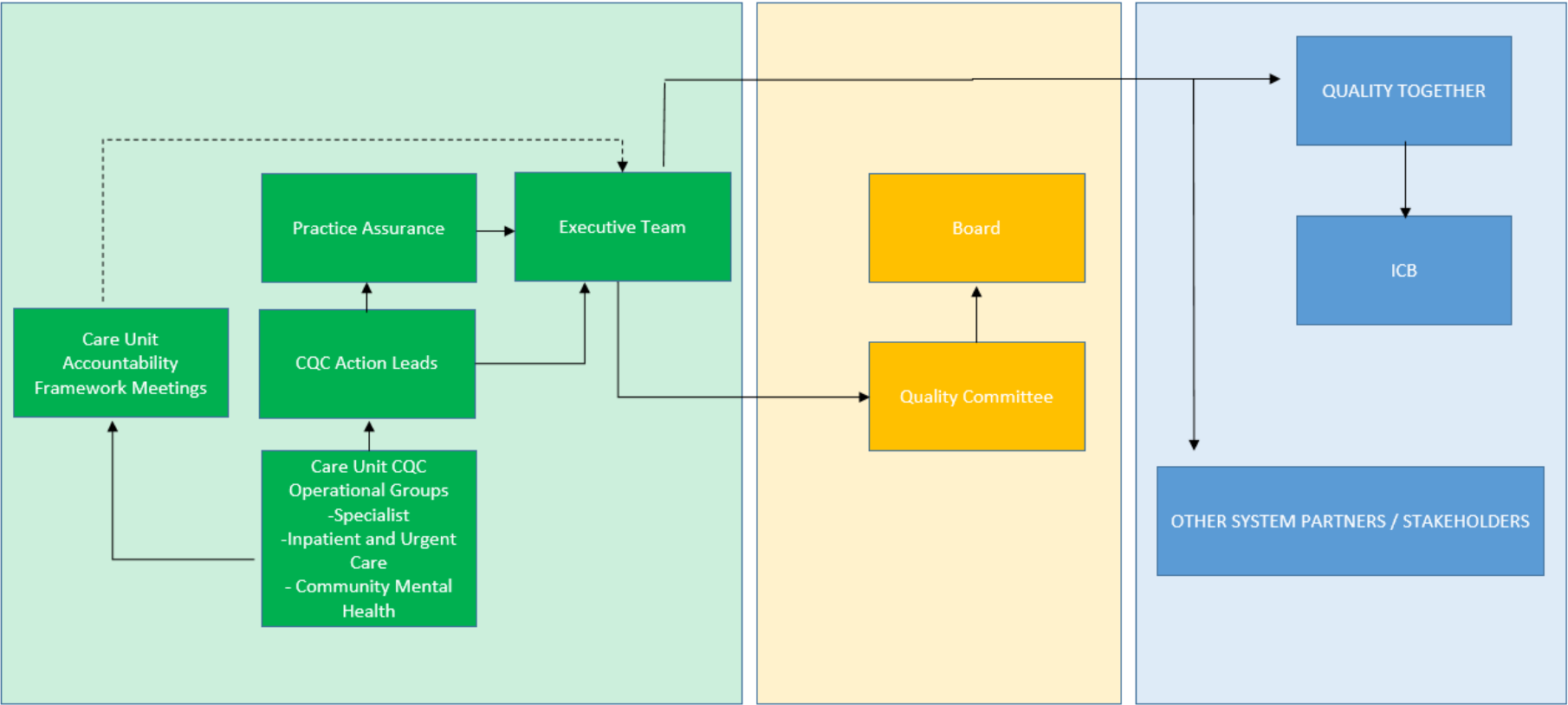
The Council of Governance are asked to receive and note the report.

Appendix A - Governance

EPUT Management Groups

Board Level Review (Assurance)

External Review (System Oversight)



Appendix B – Proposed Quality Priorities

Our Approach

What will we do?

The approach to delivering QP objectives will be to apply a Quality Improvement Framework (QAF) throughout to structure and measure success. This work will be in conjunction with a quality improvement (QI) approach to understand what works best to make our services better for our service users and staff.

How will we evaluate success?

Using appropriate QI tools, identified through each step of the QAF, to enable a structured QI approach and monitoring of sustainability and impact of changes, and sharing widely throughout EPUT.

Patient Experience

Quality Priority 1: Reducing Health Inequalities

Why is this a priority?

The NHS Long Term Plan articulated a need to take a more systematic approach to reducing health inequalities. EPUT's - Working in Partnership with People and **Communities' Strategy** was developed and agreed in 2023. It aims to address health inequalities across our services, whilst at the same time, building longer-term capability to promote the reduction of health inequalities and improved population health through working with partners in the local systems, developing population health management, and recognising our role as an anchor institution. This quality priority builds on the progress made to date to embed the Trust's approach to health inequalities.

Quality Priority 2: Patient Experience with PSIRF

Why is this a priority?

We will develop an improvement plan for compassionate engagement of patients, families and carers who have been involved in a high level patient safety learning response. This will be based on the NHSE / HSIB / Learn Together document outlining the 9 principles of engaging and involving patients, families and staff following a patient safety incident. We will co-produce with Patient Safety Partners and suitable tools to capture patient experience and improve our understanding of this part of the patient's journey.

Quality Priority 3: Experiences of Neurodivergent Young People, Families and Carers using Inpatient Care

Why is this a priority?

Behaviours that challenge can be stressful, upsetting and pose risks to the person and to those who provide their care and support. A good Behaviour Support Plan (BSP) gives families and staff a set of strategies to use that help reduce these risks when challenging behaviours occur, along with many more strategies to help people behave in non-challenging ways and reduce the need to use restrictive practices.

Clinical Effectiveness

Quality Priority 4: Suicide Prevention

Why is this a priority?

The Trust will move away from the current risk assessment that uses RAG ratings to demonstrate acuity, to personalised safety planning. This is in response to the Health Services Safety Investigation Body (HSSIB) Interim Report (2024) on Learning from Deaths and Near Misses in Mental Health Services, which recommends the implementation of suicide risk and safety planning by March 2026. The Trust has identified, during thematic analysis of incidents and from Coroners, outcomes of individuals who died due to suicide had been risk assessed as green in the lead up to the event, or were deemed not clinically appropriate for admission. The Trust has mandatory risk assessment training in place with Skills Training in Suicide Prevention and Self-Harm Mitigation (STORM) offered in addition. STORM is an evidence based course, which enhances the skills necessary for staff to effectively support individuals in a more personalised approach who self-harm, and who may also present with suicidal ideation. The Trust is now working with colleagues in NELFT and ELFT, who have already implemented safety planning to learn lessons, before full implementation and to assist it plans with this change.

Quality Priority 5: Reducing Inpatient Falls

Why is this a priority?

Inpatient falls are an important and potentially preventable cause of morbidity and mortality, especially as a cause of femoral fractures among the elderly. Key to reducing the risk of falls in hospital, is a multifactorial risk assessment followed by action to address each falls risk factors identified. Early assessment with a suspected serious injury is also important following a fall to ensure timely and appropriate analgesia, investigations and management. This quality priority focusses on strengthening training and implementation of the multifactorial falls risk assessment, addressing key areas for improvement identified in the National Audit of Inpatient Falls, and strengthening assessments and information sharing following a fall.

Quality Priority 6: The Management of the Deteriorating Patient

Why is this a priority?

The deteriorating patient is a quality priority as early identification and timely intervention can significantly reduce harm, prevent avoidable deaths, and improve patient outcomes. Recognising and responding to deterioration is critical across all care settings, including hospitals, primary care, and community services. This priority will focus on inpatient settings across both physical and mental health wards.

PATIENT SAFETY

Quality Priority 7: The Development of a Patient Safety Culture

Why is this a priority?

The National Patient Safety Incident Response Framework (PSIRF) sets out how we develop effective systems and processes to respond to patient safety incidents in a meaningful way, with our focus now in furthering the development of a patient safety culture. Safety culture has been a reoccurring theme in recent reports where poor care was identified, such as the Francis Report, Morecombe Bay, East Kent and Ockenden Report. The importance is further highlighted in responses from the Berwick and Winterbourne Review (NHSE 2023). Following a review of health and safety, it has been agreed to introduce the use of the safety culture toolkit which will strengthen our current safety culture profile. Enabling staff to speak openly about and raise patient safety concerns, without fear of blame, reprimand or intimidation, cultivating the required space to learn from these events to make care safe.

Quality Priority 8: Transformation of Community Mental Health Teams

Why is this a priority?

Community Mental Health services play a crucial role in delivering mental health care for adults and older adults with severe mental health needs as close to home as possible. The NHS Long Term Plan and NHS Mental Health Implementation Plan 2019/20 -2023/24 set out that the NHS will develop new and integrated models of primary and community mental health care. A new community-based offer will include access to psychological therapies, improved physical health care, employment support, personalised and trauma informed care, medicines management and support for self-harm and coexisting substance use.

Quality Priority 9: Reducing Restrictive Practices

Why is this a priority?

The use of restrictive practices can have a significant impact on a person's mental health, physical health, and their emotional wellbeing. The use of restrictive interventions should reduce over time with effective Positive Behaviour Support leading to a better quality of life. This priority is part of a three year programme of work that in 2020-25 focused on listening to patients, families and staff around testing different strategies with clear governance in place, and links with both regional and national forums to discuss and agree best practice. This year, the Trust will focus on the implementation and evaluation of Safewards. This is an evidence-based model designed to improve safety in mental health wards and reduce the need for restrictive practices, such as seclusion, restraint, and rapid tranquilisation. By fostering a calmer, more therapeutic environment, Safewards helps de-escalate tensions and manage conflict proactively.

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		19 March 2025			
Report Title:	Governor Composition and Attendance					
Report Lead:	Chris Jennings, Assistant Trust Secretary					
Report Author(s):	Teresa Bradford, Council of Governors & Membership Administrator					
Report discussed previously at:						
Level of Assurance:	Level 1	✓	Level 2		Level 3	

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

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

Summary of Key Issues
<p>Composition</p> <p>Oladipo Ogedengbe has joined as a new Staff Governor (Clinical), following the stepping-down of Alivia Bray.</p> <p>Committee Membership</p> <p>The following sub-committees have vacancies:</p> <ul style="list-style-type: none"> • Governance Committee (1 x vacancies) • Remuneration Committee (2 x vacancy) • Membership Committee (2 x vacancy) • Training & Development Committee (1 x vacancy) <p>The Nominations Committee currently has no vacancies.</p> <p>Governor attendance</p> <p>Governor attendance at general meetings is reviewed in line with the agreed procedure for monitoring attendance. A summary of attendance to date is attached at Appendix 1.</p> <p>There are two Governors that have missed the last three Council meetings. The Lead Governor has been advised to make contact in line with Stage One of the Meeting Attendance procedure.</p>

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

Which of the Trust Values are Being Delivered

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

CoG	Council of Governors		
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Supporting Documents and/or Further Reading

Appendix 1: Council of Governors Meeting Attendance

Lead

Chris Jennings Assistant Trust Secretary

Governor	Notes	06 March 2024		23 May 2024		04 September 2024	12 November 2024	05 December 2024		Total Meetings Attended	Total Meetings
		Part 1	Part 2	Part 1	Part 2	Part 1	Part 2	Part 1	Part 2		
Zisan Abedin		√	√	√	√	√	√	A	A	4	5
Joanna Androulakis		x	x	x	x	x	x	NR	NR	0	5
Alivia Bray		√	√	√	√	√	√	NR	NR	5	5
Dianne Collins		√	√	√	√	√	A	√	A	5	5
Mark Dale		√	√	√	√	√	NR	NR	NR	3	3
Gwyn Davies		A	√	√	√	√	A	√	x	4	5
Kinglsey Edore		x	x	x	x	x	x	√	√	1	5
Nat Ehigie-Obano	From Sep 2024	NR	NR	NR	NR	√	x	√	√	2	3
David Finn		√	√	√	√	√	√	√	√	5	5
Paula Grayson		√	√	√	√	√	√	√	√	5	5
Sharon Green		√	√	NR	NR	NR	NR	NR	NR	3	3
Jason Gunn		A	A	√	√	A	√	√	√	4	5
John Jones		√	√	√	√	√	√	√	√	5	5
Ibrahim Lateef		√	√	A	A	√	x	x	x	2	5
Megan Leach		√	A	√	x	√	√	√	A	5	5
Pam Madison		A	A	√	√	√	√	√	√	4	5
Nicky Milner		√	√	x	x	A	A	A	A	1	5
Marie Newland	From Sept 2024	NR	NR	NR	NR	√	A	x	x	1	3
David Norman		√	√	√	√	√	x	A	A	3	5
Maxine Sadza	From Sept 2024	NR	NR	NR	NR	√	√	A	A	2	3
Stuart Scrivener		A	A	√	√	√	√	√	√	4	5
Helen Semoh	From Sept 2024	NR	NR	NR	NR	√	√	√	√	3	3
Neil Speight	From Sept 2024	NR	NR	NR	NR	√	x	√	x	2	3
Susan Tivy-Ward		x	x	x	x	x	x	x	x	0	5
Edwin Ugoh		x	x	√	√	x	x	x	x	1	5
Holly Whitbread		NR	NR	NR	NR	NR	x	A	A	0	1
Cort Williamson		√	√	√	x	√	√	√	√	5	5
Bilaminu Yesufu		x	x	√	√	x	x	x	x	1	5

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

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	19 March 2025
Report Title:	Lead and Deputy Lead Governor Report	
Report Lead(s)	John Jones, Lead Governor and Stuart Scrivener, Deputy Lead Governor	
Report Author(s):	John Jones, Lead Governor and Stuart Scrivener, Deputy Lead Governor	
Report discussed previously at:		
Level of Assurance:	Level 1	<input checked="" type="checkbox"/> Level 2
		Level 3

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

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

Summary of Key Issues
The report attached provides information in respect of: <ul style="list-style-type: none"> • Our role as your Lead and Deputy Lead Governor • The Regional Network of Lead Governors • Observers at Board Sub-Committees • Membership Strategy • Progress on Initiatives • Associate NEDs • Board of Directors Meeting • Meeting with the Chair • Other Matters

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

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

Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against:
Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives
Data quality issues
Involvement of Service Users/Healthwatch

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

NEDs	Non-Executive Directors	CoG	Council of Governors
NHSE	NHS England	FT	Foundation Trust

Supporting Documents and/or Further Reading

Main Report

Lead



John Jones
Lead Governor



Stuart Scrivener
Deputy Lead Governor

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

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

2 Summary**2.1 Background**

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

2.2 Our role as your Lead and Deputy Lead Governor

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

2.3 The Regional Network of Lead Governors

Colleagues may recall that this group was established by myself in early 2017 and meets every 3 months, and the last meeting was held virtually on 20th February 2025, when the following items were discussed:

2.3.1 Observers at Board sub-committees

This issue was again discussed as it is still not universal that there are Governor observers at Board sub-committees. Practice across the region varies, from having 3 observers at each sub-committee, and at one FT there is competition to be an observer. Reporting back also varies, some reporting back in private to Governors only and others (most\l) reporting to CoG.

2.3.2 Membership Strategy

An interesting gem came from this discussion in that volunteers are auto-enrolled (similar to staff) as members. At two FTs there was a 'volunteer' Governor.

2.3.3 Progress on Initiatives

The current NHS Strategy of moving from Treatment to Prevention, from Hospital to Community and from Analogue to Digital was discussed and the degree to which individual FTs were progressing along this path.

2.3.4 Associate NEDs

A lively discussion was held concerning the advantages of having associate NEDs and the resulting contribution to succession planning. Also, the level of remuneration given to Associate NEDs. Some FTs in the region do not yet have any associate NEDs but might consider doing so given the clear advantages of taking this step.

2.4 Board of Directors Meeting.

We were pleased to be able to attend the December 2024 and February 2025 meetings of the Board and to ask questions on behalf of our members.

2.5 Meeting with Chair

We held our usual scheduled meeting to discuss the Agenda for this CoG meeting on 18th February 2025. Additionally, we raised other issues which as Governors, we felt should be aired with the Chair, as well as the matters raised at the Governor Informal. We are grateful for the open and receptive way in which these meetings are conducted.

2.7 Other Matters

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

May we also thank colleagues for their co-operation with the Trust as we attempt to carry on using a mixture of virtual and face-to-face meetings.

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

3 Action Required


The Council of Governors is asked to:

- 1 Note the contents of the report.

Report prepared by



John Jones
Lead Governor
Public Governor
19th March 2025



Stuart Scrivener
Deputy Lead Governor
Public Governor
19th March 2025