



Essex Partnership University
NHS Foundation Trust

Council of Governors Meeting Part 1

Wednesday 6 March 2024

EPUT

COUNCIL OF GOVERNORS PART 1

Meeting to be held on 6 March 2024, 14:45

Via MICROSOFT TEAMS

AGENDA

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

1	Apologies for Absence	SS	Verbal	Noting	14:45
2	Declarations of Interest	SS	Verbal	Noting	14:46
3	Minutes of previous meeting, held on 13 December 2023	SS	Attached	Approval	14:47
4	Action Log and Matters Arising	SS	Attached	Noting	14:50

Presentation: Brighter Days Are Here To Stay

Chloe Cawston, Matron

14:52

5. STANDING REPORTS

(a)	Report from the Chair	SS	Attached	Noting	15:07
(b)	Chief Executive Officer (CEO) Report	PS	Attached	Noting	15:17
(c)	Committee Chairs Annual Report	EL / LL	Attached	Noting	15:20
	<ul style="list-style-type: none"> Audit Committee Finance & Performance Committee 				

6. ITEMS FOR DECISION

(a)	Governance Committee Annual Report & Terms of Reference	JJ	Attached	Approval	15:25
(b)	Remuneration Committee Annual Report & Terms of Reference	JJ	Attached	Approval	15:27
(c)	Training & Development Committee Annual Report & Terms of Reference	PG	Attached	Approval	15:29
(d)	Council of Governors Procedures	CJ	Attached	Approval	15:31

7. ITEMS FOR DISCUSSION

(a)	Quality of Care Strategy	AW	Attached	Discussion	15:35
(b)	Quality Account	AW	Attached	Discussion	15:55

8. ITEMS FOR NOTING

(a)	Membership / Your Voice	MD	Attached	Noting	16:05
(b)	Governor Elections	CJ	Attached	Noting	16:07
(c)	Changes to the Council of Governors and Membership of its Committees	CJ	Attached	Noting	16:10
(d)	Lead / Deputy Lead Governor Report	JJ / PM	Attached	Noting	16:12

9. ANY OTHER BUSINESS 16:14

10. QUESTIONS AND ANSWERS SESSION FROM MEMBERS OF THE PUBLIC 16:20

RESOLUTION

11. Members of the public are excluded from Part 2 Council of Governors meeting having regard to commercial sensitivity and/or confidentiality and/or personal information and/or legal professional privilege in relation to the business to be discussed.

16:30

12. DATE AND TIME OF NEXT MEETING
23 May 2024

DATES OF FUTURE MEETINGS

13. 4 September 2024
5 December 2024

Professor Sheila Salmon
Chair

**Minutes of the Council of Governors Meeting Held in Public
On 13 December 2023
Microsoft Teams**

Attendees:

Prof Sheila Salmon (SSa)	Chair of the Trust (Chair of the meeting)
Alivia Bray (AB)	Staff Governor, Clinical
Dianne Collins (DC)	Public Governor Essex Mid & South
Mark Dale (MD)	Public Governor, Essex Mid & South
Gwyn Davies (GD)	Public Governor, Essex Mid & South
Kingsley Edore (KE)	Public Governor, Essex Mid & South
David Finn (DF)	Public Governor, Essex Mid & South
Paula Grayson (PG)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
Sharon Green (SG)	Staff Governor, Clinical
Jason Gunn (JG)	Public Governor, West Essex & Hertfordshire
John Jones (JJ)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
Ibrahim Lateef (IL)	Staff Governor, Clinical
Megan Leach (ML)	Public Governor, Essex Mid & South
Pam Madison (PM)	Public Governor, Essex Mid & South
Stuart Scrivener (SSc)	Public Governor Essex Mid & South
Edwin Ugoh (EW)	Staff Governor, Clinical
Cort Williamson (CW)	Public Governor, North East Essex & Suffolk

In attendance:

Chris Jennings (CJ)	Assistant Trust Secretary
Clare Sumner (CS)	Trust Secretary's Office Administrator
Dr. Mateen Jiwani (MJ)	Non-Executive Director
Manny Lewis (ML)	Non-Executive Director
Loy Lobo (LL)	Non-Executive Director
Elena Lokteva (EL)	Non-Executive Director
Paul Scott (PS)	Chief Executive Officer
Frances Bolger (FB)	Interim Executive Chief Nurse
Nigel Leonard (NL)	Executive Director of Major Projects & Programmes
Susan Young (SY)	Interim Executive Chief People Officer
Moriam Adekunle (MA)	Director of Patient Safety (for Presentation)
Neil Beacham (NB)	Learning Lessons Facilitator (for Presentation)
Didier Stephen (DS)	Learning Lessons Analyst (for Presentation)
Pippa Ecclestone	Member of the Public

059/23 APOLOGIES FOR ABSENCE

Zisan Abedin	Staff Governor, Non-Clinical
David Norman	Public Governor, Essex Mid & South

SSa welcomed everyone to the meeting.

060/23 DECLARATIONS OF INTEREST

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MD declared an interest as a Governor for North East London NHS Foundation Trust (NELFT) which had been previously recorded.

061/23 MINUTES OF THE MEETING (PART 1) HELD ON 22 AUGUST 2023

The Committee reviewed the minutes of the meeting held on the 22 August 2023. CJ highlighted some numbering issues towards the end of the minutes and he would amend following the meeting. With these amendments, the minutes were agreed as an accurate record.

062/23 ACTION LOG AND MATTERS ARISING

The action log for the meeting held on the 22 August 2023 with two actions noted as open for future completion.

PRESENTATION: LEARNING LESSONS

MA introduced the presentation, noting the formation of the EPUT Culture of Learning Team 18 months ago. The presentation focused on the work undertaken by the team. DS / NB delivered a presentation, highlighting:

- The definition of EPUT Culture of Learning (ECOL).
- The vision of ECOL, which includes ensuring learning is an always event linked to a series of conditions and cultures.
- Details of the members of the ECOL team.
- Key resources developed and used within the Trust to communicate learning and ensure there is a clear, consistent message.
- Details of the next steps, including:
 - Development / roll-out of a safety dashboard using Power BI to provide greater insight to key performance indicators (KPI's).
 - ESLMS
 - MapSaF
 - The development of an ECOL Handbook

A video was played summarising the Trust approach to ECOL and the link with patient safety.

SSa thanked MA / DS / NB for the presentation and invited questions from the Council.

MD noted the references in the video to safety being everybody's business and was proud to be a patient safety partner for EPUT. MD asked how Governors can be part of the changes around patient safety. MA suggested providing Governors with details of the different projects being undertaken to see if any would be interested in becoming involved. SSa agreed this was a good idea and asked details to be sent to the Trust Secretary's Office for circulation to Governors.

JJ commented on the connection between safety / learning lessons and Freedom to Speak-Up and asked whether there were links with the new principle guardian at EPUT. MA advised details of freedom to speak-up were being added to the ECOL booklet, with the principle being that learning can be identified from anywhere, including freedom to speak-up. NL advised he was the lead Executive for freedom to speak-up and would speak to the

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principle guardian about ensuring the learning lessons part of speaking-up is shared with staff.

JG asked for a copy of the ECOL handbook. MA agreed to circulate this to Governors.

PM asked how identified lessons are followed-up to ensure they have been implemented. DS advised if the learning is significant, such as affecting multiple services or following a serious incident, there is a command call and a safety alert is circulated. The safety alert is sent via Datix and requires confirmation back from the service that the alert has been reviewed and implemented. An audit is completed to review what has been shared and who has responded, with results monitored as part of Quality & Safety meetings. Assurance testing is also completed across the Trust, with engagement with the team and sharing learning system-wide.

PS commented Governors complete service visits to services and there may be the opportunity to provide examples of recent learning, which can then be checked during the visit. The visiting team can ask the question of staff to test awareness and give live feedback.

JG asked how ECOL was linked with the new Quality of Care Strategy. SSa commented it was important to ensure ECOL linked with the new strategy to ensure it supported its implementation. DS advised the workshop established to develop the strategy was attended by members of the ECOL team, which contributed in the strategy development. FB advised safety is one of the three pillars for quality of care. The Trust was in the final year of the Safety Strategy and the task was now to evaluate what the safety strategy achieved and incorporating this in to the Quality of Care Strategy. SS suggested bringing an update to a NED / Governor Informal meeting to build on this further.

SS thanked MA, DS and NB for the presentation.

Action:

1. **Circulate details of safety projects taking place through the ECOL team to the Council of Governors. (MA / CJ)**
2. **Circulate copy of the EPUT Culture of Learning (ECOL) handbook to Governors. (MA)**
3. **Review feedback form for service visits to include questions regarding any recent learning. (CJ)**
4. **Provide further information / update on the Safety Strategy / Quality of Care Strategy to a future NED / Governor Informal Meeting. (FB)**

MA, DS and NB left the meeting at this point.

063/23 REPORT FROM THE CHAIR

SS presented a report providing an update to support Governors in holding the NEDs to account both individually and collectively for the performance of the board and to provide an understanding of work of the NEDs.

PG noted the update from ML around Equality, Diversity and Inclusion (EDI) and asked for more detail on this, including any learning identified. ML advised there was learning around the ability to triangulate information across a number of domains, including representation of

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BAME staff in training, development, appraisals, disciplinary and promotion to see where there were patterns for improvement. ML provided another example of learning in relation to the zero tolerance approach regarding harassment or poor behaviours, and using the same approach regardless of the environment (office, ward, staff, patient etc.).

MD commented on the link between WRES and WDES, following an intersectionality approach, where an individual can belong to multiple protected characteristics.

The Council of Governors received and noted the report.

064/23 CHIEF EXECUTIVE OFFICER REPORT

PS presented a report providing a summary of key activities and information to be shared with the Council of Governors. PS advised there had been a good discussion with Governors in the CEO Briefing.

PG commented she had seen the Patient Safety Incident Response Plan (PSIRP) at a meeting and whilst this was an excellent document, it had not been seen before by Governors. FB advised the PSIRP was being developed prior to her joining the Trust and was not sure what level of engagement there had been with Governors during the development. FB advised she would feed this back to MA, who had been the lead in developing the plan, and ensure future iterations are provided to Governors earlier in the development.

065/23 ANNUAL REPORT FROM THE CHAIRS OF THE STANDING COMMITTEES

SSa introduced a report providing a summary of work undertaken by the Quality Committee and People, Equality and Culture Committee (PECC). SS presented the report on behalf of Rufus Helm (Chair of the Quality Committee) and ML presented the report as Chair of the People, Equality and Culture Committee.

PM provided feedback as Governor Observer for the Quality Committee. PM felt the meeting was well organised, with the Chair working with Denver Greenhalgh to streamline business to ensure there was no duplication with other Standing Committees. There was always a good level of discussion. There had been concerns regarding quoracy of the meeting, however, the Chair always considers this at the beginning of the meeting and re-arranges the agenda to ensure any decisions are made whilst the meeting is quorate, if individuals need to leave early. Overall, PM felt it was a well-chaired Committee.

PG commented that there was no lessons section in the current iteration of the report, which meant reports were listed as being presented, with no information on the outcome. CJ advised he would ensure a lessons section is added to the template to prompt these to be identified in future reports.

ML presented the section of the report relating to PECC and advised it had been a progressive year for the Committee. Following PG's comments regarding learning, ML identified international recruitment as an example, where it was identified the recruitment had been successful, but also noted it could be successful to focus on recruiting local talent. In general, recruitment had been an intensive focus for the Committee and a difference had been made, such as positive recruitment for Pharmacy.

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MD commented he had noticed an increase in the work undertaken around recruitment, such as recruitment fairs, going to local areas to recruit local people. MD said he was aware of some other Trusts looking at local models of recruitment, rather than simply relying on NHS Jobs, and asked whether this was something which could be considered. ML advised this had been identified previously as part of the Chair of Sub-Committee meeting with Governors and he had fed this back to Recruitment.

The Council of Governors received and noted the report.

Action:

1. **Ensure learning section is added to the Chair of Standing Committee's report for future Council meetings. (CJ)**

066/23 MEMBERSHIP STRATEGY

CJ presented a report providing the Membership Strategy for approval. CJ advised the strategy had been shared with a number of forums and meetings as part of the development and had been approved by the Board of Directors in November 2023.

The Council of Governors received, noted the report and approved the Membership Strategy.

067/23 GOVERNOR MEETING ATTENDANCE MONITORING PROCEDURE

CJ presented a report providing the Governors Meeting Attendance Monitoring Procedure for approval.

The Council of Governors received, noted the report and approved the Governor Meeting Attendance Monitoring Procedure.

068/23 GOVERNOR OBSERVER AT STANDING COMMITTEE PROCEDURE

CJ presented a report providing the Governor Observer at Standing Committee Procedure. CJ advised the procedure had been amended to help where Governors are not able to attend multiple committee meetings. Each Standing Committee would identify a substantive observer to attend all the meetings, and a reserve observer to attend if the substantive Governor was not available. The Reserve Observer should be kept informed of the discussions of the Committee, to ensure they are able to step into a meeting as required. The substantive and reserve would swap places after six months and a full refresh would take place after 12 months.

CJ advised Governors had discussed attending Integrated Care Board (ICB) meetings and reporting back to the Council. CJ advised this was not part of the procedure, but for discussion by the Council to confirm how it would like this to be taken forward.

PG commented it was important to clarify the time commitment as the frequency of each standing committee differed. CJ agreed to include this as part of the nomination form.

PG commented it was important for any observers of ICB meetings to complete a feedback form to ensure this was shared with Governors.

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JJ commented it was important to clarify whether meetings were virtual or face-to-face to help with time commitments. CJ advised all standing committees were virtual and would check for each ICB meeting, including this information when dates are shared.

CJ advised the next step would be to circulate a nominations form, including each standing committee and the frequency of the meetings. Governors would be asked to volunteer to observe the standing committees and provide any additional supporting information which may help if any committee becomes oversubscribed. CJ advised he would separately circulate information about ICB meetings and seek volunteers.

PG commented the procedure was very clear in setting out the expectations of the Governor observers and ensuring there is a high level of confidentiality at the meetings. PG was happy with the inclusion of this information which provided confidence in the process.

PM reiterated the importance of the time commitment, including the time to review papers which could be substantial in some cases.

The Council of Governors received, noted the report and approved the Governor Observer at Standing Committee Procedure.

069/23 CO-PRODUCTION CONFERENCE

MD presented a report providing details of the Co-Production Conference held on the 23 October 2023. MD advised 114 individuals attended the event and feedback had been gathered using the Gobby survey system, which provided real-time information. MD highlighted the excellent speakers and thanked Governors and colleagues for attending. MD also noted the pledge at the end of the report and thanked Matt Sisto and Amy Poole for supporting.

SSa commented that she had attended and found the session very interactive and positive.

The Council of Governors received and noted the report.

070/23 MEMBERSHIP / YOUR VOICE

MD presented a report providing information on the membership of the Trust as at November 2023 and details of the last Your Voice meeting and Annual Members Meeting. MD advised a staff member had raised a very specific issue at the Your Voice meeting and thanked NL for following this up with the individual immediately after the session. MD also encouraged Governors to chair future meetings.

The Council of Governors received and noted the report.

071/23 LEAD GOVERNOR ELECTION OUTCOME

CJ advised JJ had been the only candidate to come forward for the Lead Governor role and had therefore been elected unopposed. CJ advised the Lead Governor role was a two year term, which would run until 2025. CJ congratulated JJ on his re-appointment as Lead Governor.

The Council congratulated JJ on his re-appointment.

Signed Date

072/23 CHANGES TO THE COUNCIL OF GOVERNORS AND MEMBERSHIP OF ITS COMMITTEES (INCLUDING ELECTION OUTCOME)

CJ presented a report providing details of any changes to composition via the recent elections, current sub-committee membership and attendance at the Council of Governors. CJ advised the recent elections had left four vacancies across the public constituencies. CJ outlined the choice to either:

- Hold the vacancies until the next formal elections in 2025.
- Hold a by election to fill the vacancies in 2024.

CJ suggested if the decision was to hold a by election, this should take place in June 2024 to avoid elections being held at different times of the year going forward.

JJ commented it was important to ensure continuity in the Council and felt elections should take place in 2024 as there were a number of Governors who would be leaving office in 2025. JJ and SSa agreed with the elections taking place in June 2024.

CJ highlighted the vacancies at the sub-committees and encouraged volunteers to attend. PG highlighted the importance of people being able to observe a Committee meeting before fully committing. JJ provided information about the Governance and Remuneration Committees as membership was particularly low.

JG suggested developing promotional materials and / or videos to highlight the work of the sub-committees and encourage members.

The Council of Governors received and noted the report.

Action:

1. **Develop plans for undertaking elections in June 2024. (CJ)**
2. **Consider developing additional materials to promote the work of the sub-committees. (CJ/CS)**

073/23 ANY OTHER BUSINESS

MD wanted to thank the Trust Secretary's Office for all the help and support during the year. The Council also placed their thanks on record.

074/23 QUESTIONS AND ANSWERS SESSION

None.

075/23 DATE AND TIME OF NEXT MEETING

The schedule of meetings for the year was currently being developed and an update would be provided to Governors once completed.

Signed Date

In the Chair

ESSEX PARTNERSHIP UNIVERSITY NHS FT

Council of Governors Meeting
Action Log (following Part 1 meeting held on 13 December 2023)

Lead	Initials	Lead	Initials	Lead	Initials	Requires immediate attention /overdue for action	
Moriam Adekunle	MA	Clare Sumner	CS			Action in progress within agreed timescale	
Chris Jennings	CJ	Paul Scott	PS			Action Completed	
Frances Bolger	FB	Sheila Salmon	SS			Future Actions	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
December 062/23	Circulate details of safety projects taking place through the ECOL team to the Council of Governors.	MA / CJ	Mar-24	Information shared as part of Governor Update.	Closed	
	Circulate copy of the EPUT Culture of Learning (ECOL) handbook to Governors.	MA	Mar-24	The handbook is currently being reviewed and will be circulated once the review is completed.	In progress	
	Review feedback form for service visits to include questions regarding any recent learning.	CJ	Mar-24	Electronic form currently being developed for Service Visits which will include a question on learning.	In progress	
	Provide further information / update on the Safety Strategy / Quality of Care Strategy to a future NED / Governor Informal Meeting.	FB	Mar-24	Quality of Care Strategy on the agenda for the Council of Governors in March 2024.	Closed	
December 065/23	Ensure learning section is added to the Chair of Standing Committee's report for future Council meetings.	CJ	Mar-24	Section added for future reports.	Closed	
December 072/23	Develop plans for undertaking elections in June 2024.	CJ	Mar-24	Governor Election Report on the agenda for March 2024	Closed	
	Consider developing additional materials to promote the work of the sub-committees.	CJ / CS	Mar-24	This is being taken forward by the Governance Committee.	Closed	

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Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
August 046/23	Provide further details on staff who have completed Oliver McGowan training.	PS	Feb-24	The online Oliver McGowan Training compliance currently is currently 76%. The face-to-face element of the training is being developed by system partners. It is proposed this action is closed for the Council and monitored via internal monitoring processes.	Closed	
November 041/22	Develop a session with Governors to discuss the relationship between EPUT and Anglia Ruskin University.	SS / CJ	Apr-23 Oct-23 Apr-24	There have been leadership changes at ARU, with a new Dean and Pro Vice Chair in post. Therefore, this joint session will be discussed with the incoming Dean and a plan developed for holding a joint meeting.	In progress	

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

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

Recommendations/Action Required
The Council of Governors is asked to:
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** **Changes to Board of Directors**

There have been some significant changes to the Board of Directors since the last Council of Governors meeting in December. Firstly, our new members – I am pleased to formally welcome Diane Leacock and Jenny Raine as Non-Executive Directors and Dr Ruth Jackson as Associate Non-Executive Director to the Trust. Marcus Riddell has taken up the position of Interim Executive Chief People Officer and Ann Sheridan has joined us as Executive Chief Nurse. Each brings their own unique experience and perspective and are a welcome addition to our diverse and well-rounded Board of Directors.

Since the last Council of Governors meeting, we have bid a fond farewell to Non-Executive and Vice Chair Manny Lewis. Manny has been an integral member of our Board of Directors and we will miss his insight, knowledge and challenge. We wish Manny every success and best wishes for the future.

Susan Young, Interim Executive Chief People Officer has also left the Trust following the conclusion of her fixed term contract. Susan is an experienced Chief People Officer who brought stability to the directorate whilst we have been recruiting a new Chief People Officer. Whilst this process concludes, Marcus Riddell has stepped up from his position of Deputy Chief People Officer to cover the role of Executive Chief People Officer on an interim basis. We thank Susan for her leadership during this time. Frances Bolger has also left the position of Interim Executive Nurse, with Ann Sheridan joining us on 9 February. Frances brought a wealth of experience and knowledge and we thank her for her leadership during her tenure. I am pleased to say that Frances will be staying on for the next few weeks while Ann settles in to the role to ensure a smooth transition.

Service Visits

The NEDs and I continue to visit services across the geography of the Trust. This is a welcome opportunity to visit our staff on the front line to see and hear first-hand the challenges they face as well as the continuing dedication to support our patients. Since the last COG meeting, visits have included: The Lakes, Basildon Mental Health Unit, Tissue Viability Specialist Nurse, Leg Ulcer Service, South East Essex Crisis Resolution and Home Treatment Team, Vulnerable Outreach Service and Brockfield House.

MP Engagement

As reported at Board, the Trust is taking a more proactive approach to engagement with local MPs to keep them updated regularly with Trust news as well as a schedule of face to face and Teams drop in sessions. We are committed to continuing this work, which has been well received.

ii) **Loy Lobo**

In December I visited the Mental Health Emergency Department again, in the company of Public Governor Gwyn Davies and Staff Governor Ibraheem Lateef. We deliberately picked a busy time to visit the department (Friday afternoon) so we could get a sense of the pressure and flow. The staff patiently accommodated us and responded fully to our questions. The visit raised a number of issues which we were then able to raise with executive colleagues.

As we were in Basildon, we also took the opportunity to pay a surprise visit to the Hadleigh and Grange inpatient units. The refurbished Hadleigh unit comes across as a great facility. As we went around, it was clear that considerable thought had gone into the design and décor. We look forward to hearing how patients respond to the new sensory room and the redesigned de-escalation room.

iii) Manny Lewis

In the period since the last update to Council, I have contributed to two Board seminars and Finance & Performance Committee, I chaired the People, Equality & Culture Committee (PECC) and the NED/Governors informal meeting, as well as meeting with the Estates team to discuss the development of the Estates strategy and give feedback on the Trust's priorities and requirements.

I have met with Diane Leacock over the last two months for a structured handover of PECC business covering the key issues (Time to Care, Equality, Diversity & Inclusion, Recruitment & retention, International recruitment, PECC Directorate structure and performance and the People & Education Strategy requirements, employee relations management) as well as the PECC governance arrangements.

iv) Dr Mateen Jiwani

In the time since the last Council, I have attended Board, Board Seminars, Quality Committee, Audit Committee and chaired the Charitable Funds Committee. I've also attended the NED Discussion Group, Education Boards, Constituency meetings, Ward visits, Unified Board meetings for the Electronic Patient Record program, Remuneration & Nomination, Council of Governors and PECC, as well as working on helping to understand the digital strategy with our colleagues in the executive team.

My additional contributions have been attending the Unified EPR programme board between both MSE and EPUT. This is now working at pace with a programme manager to ensure delivery of the programme with integration between both organizations. Additionally, I've also attended the Anglia Ruskin University and EPUT Joint Oversight Committee which is looking to strengthen the strategic partnership - we've now focused on a third annual conference as well as potential for us to work on how to retain and recruit new talent in Essex. I am excited to let you know that this is something we are working towards and 2024 will be an important year to lay down that alliance and strategic partnership in a firm collaborative manner.

I've also worked on bringing together a new strategy and format for the Charitable Funds committee. I'm raising the ambition for the organisation to work closely with patients and users, review what a charity looks like for the Trust and understand how it can further involve users and staff to encompass larger funds and areas of work that traditionally don't get funded in health care.

I've managed a number of visits during this time, focusing more on our community services over inpatient mental health as I feel we have not done enough in those areas. I've managed to visit St. Margaret's Hospital and was pleasantly surprised at the changing culture and the uplifted environment in which staff are working in. I have also visited the Drug Alcohol and Liaison Services which have been leading the way for Essex.

In addition, my attendance at the Board Safety Oversight Group has taught me the need to bring all the committees together.

I am now also co-chair of the Lampard Inquiry Oversight Committee which is in its infancy but we are now shaping the demonstrable impact and assurance that the committee requires whilst we go through the statutory inquiry.

v) Dr Rufus Helm

It feels like something of a change of guard as we say goodbye to Manny and welcome Diane, Jenny and Ruth to the Board. A big welcome also to Ann Sheridan, our new Executive Chief Nurse.

The Quality Committee continues to prepare for the new governance structures driven by the Quality of Care strategy and I have had a number of meetings with Denver and representatives of the ICBs to ensure this goes smoothly.

In addition to the usual meetings, I also had the pleasure of conducting a couple of service visits to the Community Adult Eating Disorder Service based in Pitsea and the Southend Primary Care Mental Health Team. I was particularly impressed by the way the team there has reached out to a wide range of local voluntary and community services and established a network of services to support local people.

vi) Elena Lokteva

There were no meetings of the Audit Committee during the reporting period. My focus as the Committee Chair has therefore been on planning for the 2024/25 financial year and welcoming new members.

The Lampard Inquiry Oversight Committee has met twice, and I had the honour of chairing its first meeting. The time between the two meetings was spent working with my co-chair Mateen Jiwani and executive leader Nigel Leonard on the work plan and agenda for the next financial year.

In my capacity as NED, I actively participated in the Board Development session and Board meeting, completed all mandatory training, and attended Council of Governors, worked at Board sub-committees, including Board Safety Oversight Group, Finance & Performance and The Lampard Inquiry Oversight Committees.

To keep abreast of governance best practices, I have attended the NHS Providers seminar on risk appetite for boards. This helped me to learn best practices and better understand a Board role in setting risk appetite and embedding it into an organisation's day to day work.

vii) Jenny Raine

In my first month of appointment as a NED I have been focusing on induction and orientation. I have had 1:1 induction meetings with Executive and Non-Executive board members. I have also spent time reading key Trust documents and some past Board and Committee papers and minutes to get up to speed with current issues. I have attended a Board meeting and Board development session as well as Finance and Performance Committee meeting and NED and CEO updates. I am looking forward to commencing regular service visits next month.

viii) Diane Leacock

I am delighted to join the board of EPUT. Since joining, I have met with the Chair, Chief Executive and Executive Directors, the Director of Employee Experience and the Freedom to Speak Up Guardian. I have attended and contributed to the Remuneration & Nomination Committee, NED Discussion Group Meetings, the January Board meeting, the People, Equality and Culture Committee (PECC), Finance & Performance Committee, and the Lampard Inquiry Oversight Committee. I have also attended a Board seminar, All Staff updates, and briefing meetings with the CEO.

During the past two months, I have been working closely with Manny Lewis as he hands over the role of PECC Chair to me. I would like to take this opportunity to thank Manny for his sterling leadership of this committee and for all that he has done to progress workforce issues within the Trust.

In addition, my other contributions have been:

- NED service visit to St Margaret's Community Hospital, Epping, with the Chief Operating Officer, where I visited and observed the Epping Forest Unit outpatients area, and the Plane & Poplar inpatient rehabilitation wards.
- NED service visit to The Lakes, Colchester, with the Chair visiting the acute adult inpatient wards, where I met staff and patients and observed safety improvements in both wards, and the colourful and inviting gardens with spaces for planting and leisure.
- Member of the panel interviewing the candidates for the Executive Chief People Officer role.

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				Agenda Item: 5b		
					6 March 2024		
Report Title:		Chief Executive Officer (CEO) Report					
Executive/ Non-Executive Lead:		Paul Scott, Chief Executive Officer					
Report Author(s):		Paul Scott, Chief Executive Officer					
Report discussed previously at:		N/A					
Level of Assurance:		Level 1	✓	Level 2		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 Issues
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

CEO	Chief Executive Officer		
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Supporting Reports/ Appendices /or further reading

Main Report

Lead

Paul Scott
Chief Executive Officer

CHIEF EXECUTIVE OFFICER REPORT

1. UPDATES

1.1 Visit from Home Secretary James Cleverley

I was delighted to welcome Home Secretary and MP for Braintree, James Cleverley on a visit to the Trust recently. Mr Cleverley visited The Gables in Braintree where he heard about the range of services we run in Braintree and the local area. Mr Cleverley's visit also coincided with NHS England's announcement on 9 January of further enhancements to Op COURAGE, the NHS's dedicated support service for armed forces veterans and their families and loved ones. EPUT delivers the Op COURAGE service in partnership with other organisations across the east of England.

Mr Cleverley is an Army Reservist, and our Armed Forces Champion David Powell was able to brief him about Op COURAGE, the services offered and how it is helping veterans manage their wellbeing, both when they leave the Forces and in the months and years after.

Thank you to everyone who was involved in making the visit a success.

1.2 Engagement with local MPs

As part of our continuing commitment to for more engagement with local MPs, the Chair, myself and members of the Executive Team recently held a 'drop in' session in Westminster. This session gave the opportunity to discuss any concerns or issues that MPs may wish to raise and also to showcase some of the outstanding work that is taking place across the Trust. A regular newsletter is also circulated to all Essex MPs with a roundup of the latest news from the Trust.

1.3 Sexual safety

Staff and patient safety, including sexual safety, remains a high priority for the Trust. I was delighted to open and attend the Sexual Safety Conference held in February. The conference was an opportunity to hear from renowned guest speakers and learn about what we are doing to enhance safety across the Trust, as well as take part in a series of workshops led by EPUT staff and partners focussing on safety.

1.4 Changes to our Executive Team

As reported at the last Board of Directors meeting, Ann Sheridan has been appointed as Executive Chief Nurse and joined the Trust in February.

With regards to the Executive Chief People Officer role, I can advise that Marcus Riddell has been appointed as Interim Executive Chief People Officer following the conclusion of the fixed term contract for this role held by Susan Young. The recruitment for the substantive Executive Chief People Officer continues, with some interesting and exciting candidates. Further updates will be provided in due course.

1.5 Thurrock Council

Alex Green and I attended a meeting of Thurrock Council's Health and Wellbeing Overview and Scrutiny meeting on 11 January, along with Rita Thakaria, our Partnership Director for community services in Thurrock. This was a routine attendance as part of our programme of working with local authority overview and scrutiny functions. We updated the committee on progress and key issues since our last attendance at Thurrock a year ago. Committee members welcomed the information provided and were pleased to hear of the progress the Trust has made in key areas of patient safety, experience of care and staffing levels.

				Agenda Item No: 5c						
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1				6 March 2024				
Report Title:		Annual Report from the Chairs of the Standing Committees: <ul style="list-style-type: none">Audit CommitteeFinance & Performance Committee								
Report Lead:		Elena Lokteva Chair of Audit Committee Loy Lobo Chair of Finance & Performance Committee								
Report Author(s):		Carol Riley PA to Executive Chief Finance Officer Emma Bullard EA to Senior Director of Corporate Governance								
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
<p>The Trust Standing Committees are an integral part of the Trust's corporate governance arrangements and committee structure, which has been established in line with statutory and regulatory requirements.</p> <p>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.</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:		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

Agenda Item: 5c
Council of Governors Part 1
6 March 2024

**BOARD STANDING COMMITTEE REPORT
AUDIT COMMITTEE AND FINANCE & PERFORMANCE COMMITTEE
1 FEBRUARY 2023 – 31 JANUARY 2024**

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 2023 – 31 January 2024, 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 from July 2023. ○ Rufus Helm (Non-Executive Director), Mateen Jiwani (Non-Executive Director) Janet Wood (Chair of Audit Committee) until July 2023. ○ In attendance is: Trevor Smith (Executive Chief Finance Officer), Simon Covill, (Director of Finance Commercial), Clare Barley (Head of Financial Accounts), Denver Greenhalgh (Senior Director of Corporate Governance Affairs). • 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 bi-monthly. • 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 Carol Riley, PA to Executive Chief Finance Officer. 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 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 January 2023 – January 2024.

Items the Committee dealt with during the period January 2023 –January 2024:

- Internal Audit (including Counter Fraud)
- External Audit
- Cyber Security and Information Governance Assurance Report
- Sustainability Assurance and Compliance
- Governance Update
- Losses and Special Payments
- Waiver of Standing Order
- Review of Finance Procedures
- Conflict of Interest
- Directors Expenses – Month 12
- Fraud Survey
- Charitable Fund Accounts 2022/23
- Workplan and Future Agenda Items
- Whistleblowing
- Lampard Inquiry oversight

Annual Reports:

- Claims Assurance Score Card 2022/23
- Clinical Audit - Assurance on Process and Delivery
- Risk Management & Assurance Framework – Annual Report (2022/23)
- Audit Committee Chair's Annual Report
- Annual Review of Standing Orders
- Annual Review of Scheme of Reservation & Delegation (SoRD)
- Annual Review of SFIs and Detailed Scheme of Delegation

Policies:

Until November 2023 the Committee also provided ratification of relevant finance procedures. This function has now been transferred to the new Policy Oversight and Ratification Group (constituted by the Board of Directors), releasing meeting capacity.

Items of learning identified by the Chair of the Committee during the period 1 February 2023 – 31 January 2024:

- Ensuring correct skill-set for the committee
- Greater challenge to the external and internal auditors to drive maximum value for their service
- Aligning oversight activity with the other committees
- Making time for 'soft' subjects by introducing the reflection time towards the end of each meeting

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 2023 – 31 January 2024

- All items were covered, with flexibility to allow presenters to attend.
- A clear understandable set of papers. Assurance was provided in the papers with risks highlighted. Presenters were asked to provide information in future about how risks have been changing overtime.
- Questions were raised by NEDs and the Associate NED and Chair demonstrated a sufficient level of probity and professional curiosity, clearly underpinned by an active interest in improving clinical outcomes ensuring patients/service user safety and improving good governance.

- It was clear who was chairing the meeting and introductions were given at the beginning of the meeting. The Chair asked many governance questions. The Chair maintained control, probed risk issues and summarised actions and set timescales.
- Reports from Internal Audit were regularly reported to the Committee, with positive assurances and outcomes noted by the Committee. The Committee also considered where areas for improvement were identified and the Chair sought assurance on action being taken where it was appropriate.
- Discussions were held regarding any overlaps in papers being considered by both the Audit and Finance & Performance Committees.
- Positive discussions included consideration of which papers should be discussed at Audit committee or at Finance and Performance committee. NEDs noted that for the Claims Annual Score Card 22/23 Clinical Negligence update NHS Resolution Score Card, greater learning would be derived if this report was compared with the annual report on Complaints to understand the behavioural links.

The feedback from our governor colleagues is welcomed.

3.0 FINANCE & PERFORMANCE COMMITTEE

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 ○ Elena Lokteva, Non-Executive Director ○ Manny Lewis, Non-Executive Director ○ Jenny Raine, Non-Executive Director ○ Alexandra Green, Executive Chief Operating Officer ○ 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 and Paula Grayson, Public Governors. • Meetings were held monthly. • All meetings, with the exception of 25 January 2024, 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 the PA to the Executive Chief Operating Officer until November 2023, and the Board Sub 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 2023 – 31 January 2024.

Items the Committee dealt with during the period 1 February 2023 – 31 January 2024:

- Accountability Framework Update
- Analysis of Ligature Risk Programme's impact
- Board Assurance Framework
- Business Cases for Electronic Patient Record, Electronic Prescribing and Medicine Administration, and other Transformation Programmes
- Contracting Assurance Report
- Cyber & Information Governance Assurance Report
- Digital Strategy Refresh
- Estates & Facilities Assurance Report
- Finance Position Assurance Report
- Mental Health Urgent Care Department Unit Update
- MSE ICS Medium & Long Term Plan
- National Cost Collection Pre-Submission Report
- NHS England Self-Assessment Report
- Quality & Performance Assurance Report
- Strategic Impact Report
- Strategy Impact & Transformation Delivery Framework
- Strategy Risk Assessment
- Transformation Update

Items of learning identified by the Chair of the Committee during the period 1 February 2023 – 31 January 2024:

The past 12 months of oversight through the Finance and Performance Committee provide the following highlights:

1. Improvements to the Integrated Performance Report (IPR) to quickly highlight improving and deteriorating Key Performance Indicators (KPIs).
2. Segmentation of KPIs by Accountability Domains and a drill down by Operating Units to enable a more fine-grained analysis of performance.
3. Recent re-allocation of KPIs to respective Board sub-committees to improve alignment and oversight, reduce unnecessary overlap in oversight and assurance, while retaining visibility of the bigger picture where required.
4. Oversight of the development of the business case for the Unified Electronic Patient Record (UEPR), from the Outline Business Case to the recently submitted Full Business Case, providing assurance of the adequacy of the process and the evidence supporting the decision. The UEPR is a strategic investment for EPUT to enable its future improvements in performance.
5. Despite a challenging year due to industrial action, EPUT remains on target to deliver on the commitments made as part of the financial reset, which relates to additional funding and recalculation that was necessary to account for the effect of the strikes.

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 Chair of the meeting ensured all items were covered sufficiently.
- Papers were clear and understandable. Some questions were asked by the Chair and NEDs to seek clarity and how they could be assured about good governance.
- Assurance was provided in the papers with risks highlighted and their mitigations.
- The Chair ensured everyone at the meeting had a voice. The questions and comments from the NEDs and the Chair demonstrated a sufficient level of probity and professional curiosity, clearly underpinned by an active interest in improving clinical outcomes, ensuring service user safety and improving good governance.
- The NEDs and the Chair asked governance questions on each substantive item. The Chair maintained control, probed risk issues, summarised actions and set timescales.
- The Power BI dashboard report provides real time KPI information.

The feedback from our governor colleagues is welcomed.

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			6 March 2024		
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 standing 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 February 2023 – February 2024. 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 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 6 February 2024. Minor amendments were made, mostly around references to the Code of Governance for NHS Providers and these are presented to the Council for approval.

3.0. ANNUAL REVIEW (FEBRUARY 2023 – FEBRUARY 2024)

The report covers the activities of the Committee for the period February 2023 – February 2024. Within this period, meetings were held on three occasions:

- 9 May 2023
- 9 August 2023
- 6 February 2024

The Committee had been due to meet in November 2023, however, the meeting was not quorate and therefore it was agreed to cancel the meeting and defer items to February 2024.

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:

- Keith Bobbin, Public Governor, Essex Mid & South (until August 2023)
- Lara Brooks, Staff Governor, Non-Clinical (until August 2023)
- Jason Gunn, Public Governor, West Essex & Hertfordshire.
- Pam Madison, Public Governor Essex Mid & South
- Councillor Maxine Sadza, Appointed Governor, Southend-on-Sea Council (until May 2023)

The key activities undertaken by the Committee:

Monitor's Code of Governance for Foundation Trust's Review

The Committee is required to review compliance with national governance / regulatory documents including Monitor's Code of Governance for Foundation Trusts.

The Committee meeting on 9 May 2022 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 2022-2023.

The Committee noted the review was completed against the Code of Governance in place for the previous financial year and the next review would be against the *Code of Governance for NHS Providers*.

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 9 May 2023. The Constitution had been extended to allow the new *Code of Governance for NHS Providers* to come into effect, which would impact the impact the review. The Committee were advised a review had been undertaken by Capsticks (Legal Firm) against the new code and considered by a Task and Finish Group including Governors, NEDs and Executive Directors.

The Committee reviewed the proposed changes from Capsticks and the Task & Finish Group and agreed the changes to be recommended to the Council of Governors. The Council of Governors received and approved the revised Trust Constitution at its meeting on the 22 May 2023.

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 9 August 2023 reviewed the document, considered and suggested amendments to the document. The documents had been reviewed by Capsticks as part of the overall review against the new Code of Governance. The revised Standing Orders, were presented and approved by the Council of Governors at its meeting on the 24 August 2023.

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 Council of Governors had been advised at its meeting on the 22 May 2023 that there had not been a sufficient response to the effectiveness review and therefore any sub-committee meetings with sufficient response rates would receive results, but the overall review of the Council was not able to provide any assurance.

The Committee meeting on the 9 August 2023 received the results of its own effectiveness review, noting the positive outcome and identifying no further actions.

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:

- Council of Governors Engagement with the Board of Directors (August 2023)
- Significant Transactions (February 2024)
- Appointment of the External Auditors (February 2024)

Other Matters

The Committee meeting considered the process for the election of the Lead Governor and a work plan to discharge its responsibilities in line with Terms of Reference.

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 standing committee of the Trust's Council. Its constitution and terms of reference are set out below and are subject to regular review and approval by the Council</p> <p>4.2 The Committee is authorised by the Council to act within its terms of reference. All members of the Council 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 standing committee structure on an ongoing basis and recommend any action to the Council
- 5.10 To coordinate the annual effectiveness review of the standing 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 standing 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 2025 (annually).

		Agenda Item No: 6b						
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1					6 March 2024		
Report Title:		Council of Governors Remuneration 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:								
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 February 2023 – February 2024. 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:	<p>Capital £ Revenue £ Non Recurrent £</p> <p>Nil</p>

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 Public 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 27 February 2024. Minor amendments, relating to references to Monitor and NHSE/I. In addition, Section 5.3, Point 3 has been removed:

in accordance with Monitor's Code of Governance, ensure that a market testing exercise has been undertaken by external professional advisers at least once every three years.

This is not a requirement in the current Code of Governance and 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 (FEBRUARY 2023 – FEBRUARY 2024)

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 three occasions:

- 29 April 2023 (NED – Governor Appraisal Reviews)
- 9 August 2023
- 27 February 2024

The Committee meeting scheduled for November 2023 was cancelled as it was not quorate. The Committee also completed a virtual approval process for an item outside of the usual Committee schedule which is detailed below.

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:

- Lara Brooks, Staff Governor Non-Clinical (until August 2023)
- Dianne Collins, Public Governor, Essex Mid & South (until August 2023)
- Pippa Ecclestone, Public Governor, West Essex & Hertfordshire (until August 2023)
- Paula Grayson, Public Governor, Milton Keynes, Bedfordshire, Luton and Rest of England
- Pam Madison, Public Governor, Essex Mid & South
- Tracy Reed, Staff Governor Clinical (until August 2023)

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 28 and 29 April 2023 met with individual Non-Executive Directors in order to:

- Receive assurance on the satisfactory performance of the Chair / NEDs for the year 1 April 2022 to 31 March 2023 following appraisal (including progress against personal and development objectives).
- Receive the objectives for 2023/24
- 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 22 May 2023.

The Committee meeting on the 27 February 2024 considered the process and timetable for 2023/24. This is to be presented to Part 2 of the Council of Governors on the 6 March 2024. .

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 27 February 2024 received benchmarking information for similar and nearby NHS Trusts for the remuneration paid to Chairs and Non-Executive Directors. The Committee noted the information was gathered from annual reports for 2022/23 and therefore the information was considered within this context.

The Committee noted the Trust was not a significant outlier in terms of current remuneration for the Chair and NEDs. The Committee agreed for a further exercise to be completed during the year to consider more current information and to support the Chair / NED recruitment process. The Committee also asked for information on the number of expected days to be provided if available.

Committee Effectiveness Review

The Committee meeting on the 9 August 2023 received the outcome of the Effectiveness Review completed for the Committee. The Committee received a response rate of 86% 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 completed a virtual process following advice that Loy Lobo had been appointed as a NED of another NHS Body. The Committee considered all information and agreed there was no conflict and therefore made a recommendation to the Council of Governors for Loy Lobo to continue as a NED at EPUT.

The recommendation was submitted to the Council of Governors as a written resolution process and became a formal decision of the Council on the 22 February 2024.

The Committee also received an update at its meeting on the 9 August 2023 regarding the ongoing sickness absence of a Non-Executive Director.

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 standing committee of the Trust's Council. Its constitution and terms of reference are set out below and are subject to regular review and approval by the Council</p> <p>4.2 The Committee is authorised by the Council to act within its terms of reference. All members of the Council and/or staff are requested to co-operate with any request made by the 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 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

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: 6c					
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1				6 March 2024		
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 April 2023 – February 2024. 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 £ Revenue £	Nil

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 13 February 2024. One minor amendment was made in reference to the new Code of Governance for Councils of Governors and these are presented to the Council for Approval.

3.0. ANNUAL REVIEW (MARCH 2023 – FEBRUARY 2024)

The Council of Governors Training and Development Committee annual review covers the activities of the Committee for the period April 2023 – February 2024. Within this period, meetings were held on four occasions:

- 9 May 2023
- 14 August 2023
- 12 December 2023
- 13 February 2024

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:

- Keith Bobbin, Public Governor, Essex Mid & South (until August 2023)
- Mark Dale, Public Governor, Essex Mid & South
- Gwyn Davies, Public Governor, Essex Mid & South (from February 2024)
- Councillor Mark Durham, Appointed Governor, Essex County Council (until August 2023)
- David Finn, Public Governor, Essex Mid & South (from February 2024)
- Ibraheem Lateef, Staff Governor, Clinical (from February 2024)
- Megan Leach, Public Governor, Essex Mid & South
- Tracy Reed, Staff Governor, Clinical (until August 2023)
- David Short, Public Governor, North East Essex & Suffolk (until August 2023)

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):

- Bullying & Harassment
- Complaints Process
- Equality, Diversity & Inclusion / Freedom to Speak-Up
- First Response / Urgent Care Service
- Health Inequalities
- Integrated Care Boards / System Working
- Pharmacy Service
- Quality Account
- Restorative Supervision
- Trauma Informed Care
- Virtual Wards / Frailty

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 9 May 2023 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 9 May 2023, 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 2023 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 oversaw the development of feedback forms using Mentimeter, which allowed for the live gathering of

feedback at the end of learning sessions. This saw a consistent response rate throughout the year, which was higher than when using manual emailed forms.

The Committee also oversaw the introduction of a You Tube channel for Governors, which has allowed Governors not able to attend the sessions to watch the training at a later date. This was in response to low attendance at some learning sessions throughout the previous year. The Committee received a regular report which provides attendance and video views to understand the true number of Governors accessing learning sessions.

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.

The Committee meeting on the 9 May 2023 were informed there had not been sufficient responses from members to provide assurance to the Committee on its processes and practices. The Chair of the Committee made efforts to ask members to complete the effectiveness review, however, this did not see a significant increase in responses and the response level remained too low to provide sufficient assurance. This coincided with a turnover of Committee membership following the elections, which meant those who had not responded were no longer part of the governing body.

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 standing committee of the Trust's Council. Its constitution and terms of reference are set out below and are subject to regular review and approval by the Council</p> <p>4.2 The Committee is authorised by the Council to act within its terms of reference. All members of the Council and/or staff are requested to co-operate with any request made by the 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: 6d					
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1				6 March 2024		
	Report Title:		Council of Governors Procedures				
Report Lead:		Chris Jennings, Assistant Trust Secretary					
Report Author(s):		Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:		Governance Committee 6 February 2024					
Level of Assurance:		Level 1	✓	Level 2		Level 3	

Purpose of the Report		
This report provides two reviewed procedures for approval by the Council of Governors.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1. Note the contents of this report. 2. Approve the Significant Transactions Procedure. 3. Approve the Appointment of External Auditors Procedure

Summary of Key Issues
<p>Significant Transactions Procedure</p> <p>The Trust Constitution provides that the Trust may only enter into a significant transaction if more than half of the members of the Council of Governors of the Trust voting approve entering into the transactions. (49.2). The Standing Orders For The Council Of Governors provides that one of the Council of Governors roles and responsibilities is to approve entering into any significant transaction as defined by Annex 9 of the Trust Constitution.</p> <p>The Significant Transactions Procedure provides the process to be undertaken to identify and take forward any significant transaction to ensure approvals are rendered in line with the constitution and standing orders. The procedure was last reviewed in September 2020.</p> <p>The procedure has been reviewed by the Assistant Trust Secretary, with minor amendments made relating to job titles. The procedure was also reviewed by Finance and Contracts, with minor amendments made. The revised procedure was considered by the Council of Governors Governance Committee on the 6 February 2024 and agreed to recommend to the Council of Governors for approval.</p> <p>Appointment of External Auditors</p> <p>The Standing Orders For The Council Of Governors (10.1) provide for the Council to take the lead in agreeing with the Audit Committee the criteria for appointing, re-appointing and removing external auditors.</p> <p>The Standing Orders provide that the Council will need to have the skills and knowledge to choose the right external auditor and monitor their performance, but should be supported by the Trust Audit Committee which will provide information to the Governors on the external auditor's performance.</p> <p>The Trust Standard Financial Instructions (2.1.4) provide that the Audit Committee shall make a recommendation to the Council of Governors with respect of the appointment and re-appointment of the external auditors.</p>

The Trust Constitution (4.2.2) states that “The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors”

The Appointment of the External Auditors Procedure provides the process to be undertaken for the regular re-appointment / full appointment of the External Auditor in line with the aforementioned corporate documents. The procedure was last reviewed in September 2020.

The procedure has been reviewed by the Assistant Trust Secretary and Finance, with minor amendments made to clarify the contract period beginning in April of each year. The revised procedure was considered by the Council of Governors Governance Committee on the 6 February 2024 and agreed to recommend to the Council of Governors for approval.

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

Holding the NEDs to account for the performance of the Trust	
Representing the interests of Members and of the public	
Appointing and, if appropriate, removing the Chair	
Appointing and, if appropriate, removing the other NEDs	
Deciding the remuneration and allowances and other terms of conditions of office of the Chair and the other NEDs	
Approving (or not) any new appointment of a CEO	
Appointing and, if appropriate, removing the Trust's auditor	✓
Receiving Trust's annual accounts, any report of the auditor on them, and annual report	
Approving "significant transactions"	✓
Approving applications by the Trust to enter into a merger, acquisition, separation, dissolution	✓

Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose or performing its other functions	
Approving amendments to the Trust's Constitution	
Another non-statutory responsibility of the Council of Governors (please detail):	

Acronyms/Terms Used in the Report			
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CoG	Council of Governors		
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Supporting Documents and/or Further Reading			
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Appendix 1: Significant Transactions Procedure

Appendix 2: Appointment of the External Auditors Procedure

Lead			
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Chris Jennings

Assistant Trust Secretary

ESSEX PARTNERSHIP UNIVERSITY NHS FT

Council of Governors

Significant Transactions Procedure

VERSION NUMBER	002
KEY CHANGES FROM PREVIOUS VERSION	n/a
AUTHOR	Trust Secretary's Office
CONSULTATION GROUPS	CoG Governance Committee
IMPLEMENTATION DATE	September 2020
AMENDMENT DATE(S)	February 2024
LAST REVIEW DATE	March 2024
NEXT REVIEW DATE	March 2027
APPROVAL BY COUNCIL OF GOVERNORS	TBC – March 2024

SUMMARY

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

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST
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**Council of Governors
Significant Transactions Procedure**

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ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

Council of Governors Significant Transactions

1.0 INTRODUCTION

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

2.0 DEFINITION OF A SIGNIFICANT TRANSACTION

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

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

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

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

3.0 PROCESS FOR IDENTIFYING A SIGNIFICANT TRANSACTION

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

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

4.0 PROCESS FOR APPROVING A SIGNIFICANT TRANSACTION

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

END

ESSEX PARTNERSHIP UNIVERSITY NHS FT

Appointment of the External Auditors Procedure

VERSION NUMBER	002
KEY CHANGES FROM PREVIOUS VERSION	n/a
AUTHOR	Trust Secretary
CONSULTATION GROUPS	Finance Department CoG Governance Committee
IMPLEMENTATION DATE	September 2020
AMENDMENT DATE(S)	September 2020, March 2024
LAST REVIEW DATE	March 2024
NEXT REVIEW DATE	March 2027
APPROVAL BY COUNCIL OF GOVERNORS	TBC – March 2024

SUMMARY

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

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST**CONTENTS**

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ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

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

1.0 INTRODUCTION

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

2.0 APPOINTING THE EXTERNAL AUDITOR**2.1 Appointing the External Auditor for the Trust**

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

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

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

2.2 Monitoring Performance

- 2.2.1 The Chair of the Audit Committee will meet with the External Auditors prior to each Audit Committee to discuss the contract and review work performance.
- 2.2.2 The Chair of the Audit Committee will report any performance related issues with the External Auditor to the Audit Committee on an exception basis.
- 2.2.3 The Chair of the Audit Committee will report any performance related issues with the External Auditor to the Council of Governors on an exception basis.

2.3 Re-Appointment of the External Auditor for the Trust

- 2.3.1 The External Auditor will undertake an annual work plan which will be completed by May of the following year.
- 2.3.1 Following the completion of the annual work plan, the Finance Department will commence a review of the work undertaken by the External Auditors over the previous year. The review will include the timeliness of reporting, attendance at meetings and the quality & value of the work completed. The Finance Department will also undertake a comparison of the fees charged by the External Auditor with other organisations.
- 2.3.2 The results of this review will be discussed by the Audit Committee. The Audit Committee will agree a recommendation to appoint the External Audit for a further 12 months.
- 2.3.3 The Chair of the Audit Committee will present a paper to the Council of Governors setting-out the outcome of the review and the recommendation to re-appoint the External Auditor for a further 12 months.
- 2.3.4 The Council of Governors will consider and approve the re-appointment recommended by the Audit Committee. The Contract Department will take forward the necessary contract arrangements for the re-appointment of the External Auditor.
- 2.3.5 The Council of Governors may not approve the appointment of the External Auditor based on the Audit Committee's recommendation due to the following:
- The Trust has not followed the correct procedure when recommending the re-appointment of the External Auditor.
 - The recommended preferred bidder does not meet the criteria established as part of the review.
- 2.3.6 If the Council of Governors do not approve the re-appointment of the External Auditor the process set-out in Section 2.1.18 – 2.1.21 will be followed.

2.4 Removal of the External Auditor

- 2.4.1 The Chair of the Audit Committee will identify any performance related issues with the External Auditor and report this to the Audit Committee on an exception basis.
- 2.4.2 The Audit Committee will review any performance related issues and agree a process for the formal monitoring of the performance of the External Auditor. This process will include the involvement of the Contracts Department and the External Auditor.

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

END



NHS

Essex Partnership University
NHS Foundation Trust

QUALITY OF CARE STRATEGY

**PEOPLE TOGETHER CREATING SAFETY,
EFFECTIVENESS AND EXPERIENCE**

People with lived experience created our vision for Quality of Care for EPUT

Context for this strategy

We are adopting a 'Start with People' approach, we asked people of Essex with lived experience of EPUT services to tell us what quality of care means to them. We've used this to create our vision for Quality of Care for EPUT.

People will feel in control and hopeful for their future

Treatment with **understanding, compassion, kindness** and without stigma or discrimination.

Listening and responding, receptive to people and their comments.

Actively seeking and valuing feedback and listening to people and making changes as and when we need to.

Shared decision making with **empowered people**, their families, loved ones and supporters.

Consistently timely, **proactive, understandable and accessible communication** with families, loved ones and supporters.

Reliable and **consistent** provision of **evidence-based** care.

Three key components of quality of care

We are adopting the NHS constitution and WHO definition of quality of care. Care is evidence-based to ensure it is safe, effective and provides positive experiences.

SAFETY

Defining the next phase of our safety journey commencing January 2024, following on from Safety First, Safety Always 2020-2023.

EFFECTIVENESS

How our services ensure care is evidenced based and effective, building towards greater consistency, reliability, equity and driving improved outcomes for all.

EXPERIENCE

Those who we care for, their friends, families and carer's experiences are vital indicators of quality of care. Our workforce's experience is also an essential factor to create a culture of quality.

QUALITY OF CARE

This strategy is part of a streamlined suite of enabling strategies

EPUT's core business is to provide care services. The Quality of Care strategy **drives** care quality principles as a foundation for other enabling Trust strategies. The interdependencies of these strategies will together deliver our Trust strategic vision.

TRUST STRATEGIC VISION

Our Care Unit delivery strategies

to ensure that our Care Unit operational delivery plans are achieved with place based and service need prioritisation

Our professional strategies

to ensure that professional strategies such as medical, psychological, Pharmacy and Collaborating of care, which brings which brings Nursing and Allied Health Professional practice together.

Our Estates strategies

to ensure that our physical environments are conducive to high quality care and we achieve our Green Plan.

Our clinical model strategies

to ensure that clinical excellence is built with the core principles of quality. Our Pharmacy strategy which provides medicine optimisation for EPUT.

Our Data strategies

to ensure quality interventions are directed to areas of greatest need.

Our Workforce, People and Culture and Education strategies

to ensure we are empowering staff to achieve their potential, and ensuring our strategy for Working in Partnership with People and Communities is achieved.

QUALITY OF CARE STRATEGY

SAFETY

EFFECTIVENESS

EXPERIENCE

Quality of Care Strategy Vision at a Glance



People will feel in control and hopeful for their future



People will work together to support listening, learning and continuous improvement



Trust, consistency, reliability and pride will be our building blocks.

PEOPLE TOGETHER CREATING SAFETY, EFFECTIVENESS AND EXPERIENCE



We will consistently improve patient safety through involvement and insight.



Culture and systems will be our key foundations to improve patient safety.



We will enhance care by understanding people's experiences and collaborating with them and their loved ones.



The care we provide will be beneficial, evidence-based, and effective.



Care will be provided by staff that are confident, competent, and Knowledgeable.

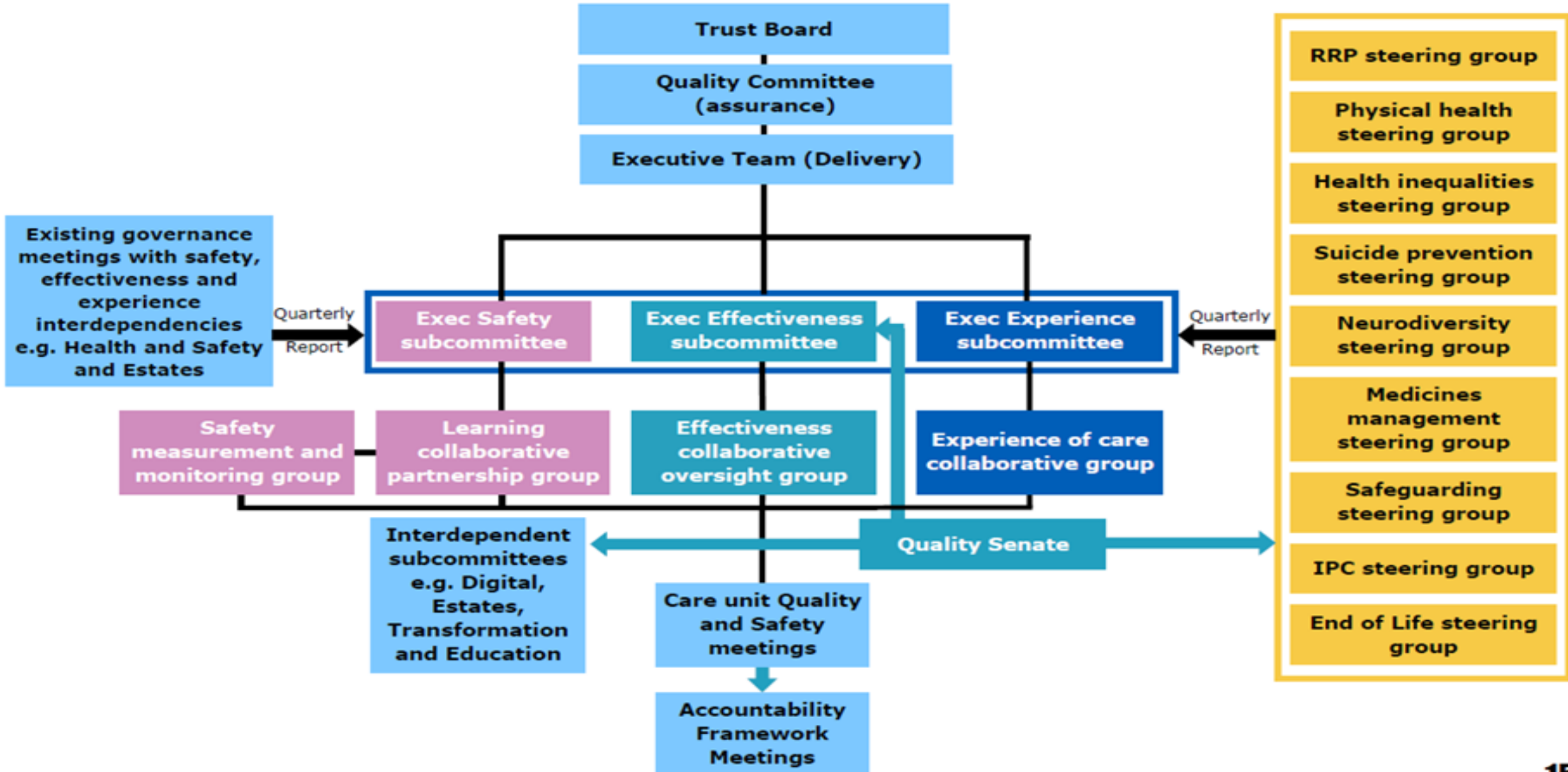


We'll start with people, ensuring valuable processes for care, celebrating achievements, and facilitating improvement.

<https://vimeo.com/883200033>

The proposed governance structure for Quality of Care

Reporting lines to Quality Committee of the Board





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Safety

at EPUT

Senior Responsible Officer

Moriam Adekunle, Director of Safety, Patient Safety Specialist

Executive Sponsor

Frances Bolger, Interim Chief Nurse

Ann Sheridan, Executive Chief Nurse 2024

Safety at EPUT

Senior Responsible Officer
Moriann Adekunle, Director of Safety, Patient Safety Specialist

Executive Sponsor
Frances Bolger, Interim Chief Nurse
Ann Sheridan, Executive Chief Nurse from 2024

Our vision is to continuously improve patient safety, built on two foundations set out in the NHS National Patient Safety Strategy: A patient safety culture and a patient safety system.



There are three strategic principles that will support our development. Our ambition is to have no avoidable patient harm within the organisation by the end of 2026.

1 Insight

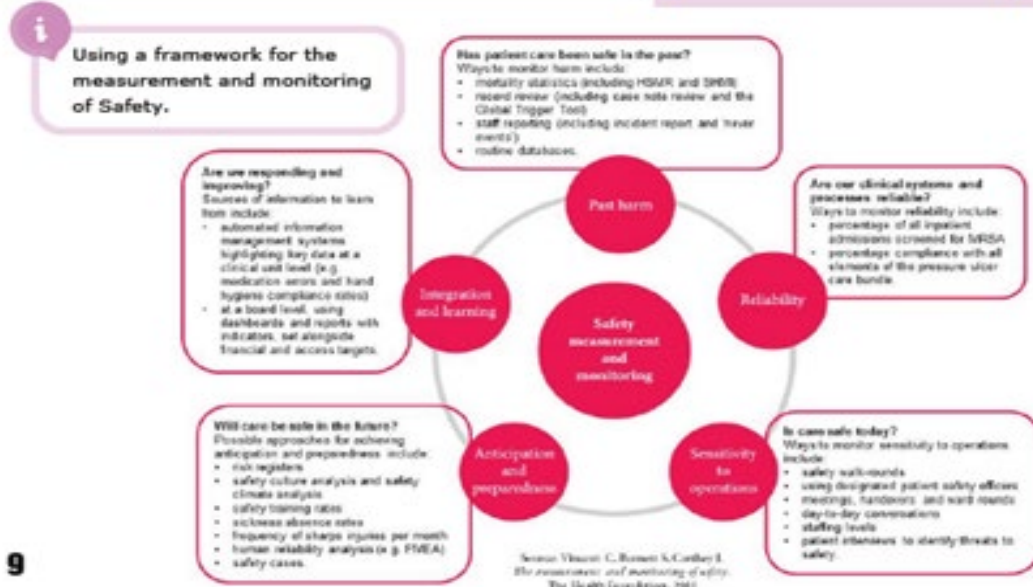
Improving understanding of safety by drawing intelligence from multiple sources of patient safety information.

2 Involvement

Equipping patients, staff and partners with the skills and opportunities to improve patient safety throughout the whole system.

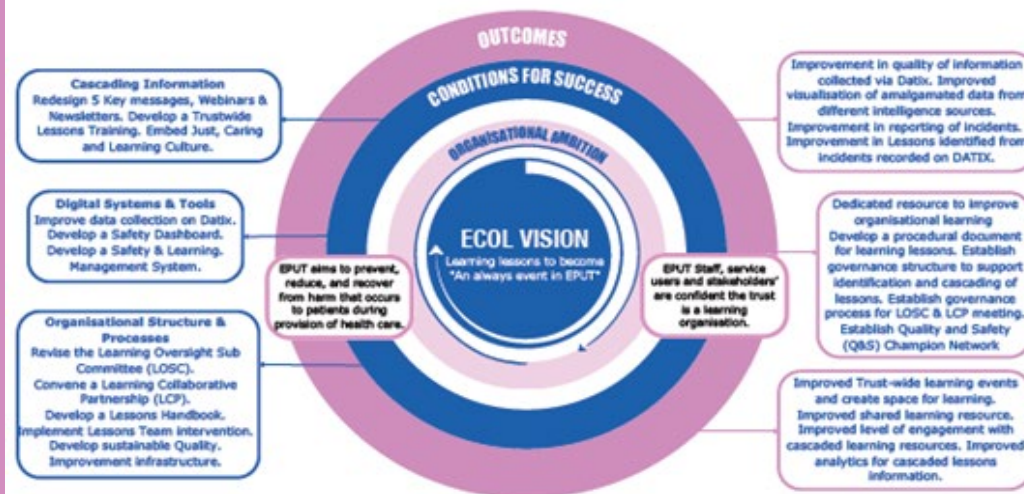
3 Improvement

Designing and supporting programmes that deliver effective and sustainable change in the most important areas.

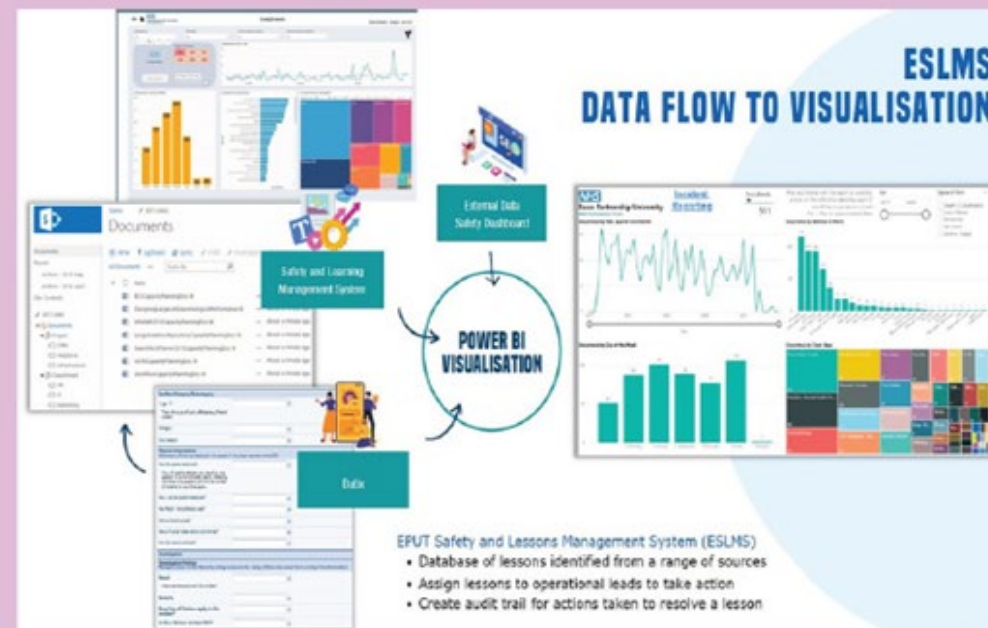


EPUT Culture of Learning Quality Benefit Realisation

Ensuring our culture of learning creates conditions for success and realises safety benefits.



Develop EPUT's Safety and Lessons Management System to ensure all care providing teams can access data to support learning.





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Effectiveness

at EPUT

Senior Responsible Officer

Angela Wade, Director of Nursing, Infection Prevention and Control

Executive Sponsor

Dr Milind Karale, Executive Medical Director

Effectiveness at EPUT

Senior Responsible Officer

Angela Wade, Director of Nursing, Infection Prevention and Control

Executive Sponsor

Dr Milind Karale, Executive Medical Director

There will be five main approaches to support our effectiveness ambition

Our vision is to ensure that everyone receives the care they need which is beneficial, evidence based and effective. Provided by teams who are confident, competent and knowledgeable within a culture of quality care. Our aim: To build consistency, reliability, equity and driving improved outcomes for all.

Evidence based sources	Quality Senate	Quality Assurance Framework	Quality outcome measures	Work in partnership with peers
<ul style="list-style-type: none"> National publications. Professional publications and guidance. Structured literature review of published research. Historic Trust learning. Expert presentation. Local and system learning and audit. Regulatory quality statements. 	<ul style="list-style-type: none"> Collaboration and partnership. Provide expert and trusted advice for agreed priority topics. Accountable for clinical guidelines. Create a space of professional curiosity. Promote quality and equality impact assessments. 	<ul style="list-style-type: none"> Create a robust methodology for quality planning, controls, assurance and improvement. Drives Trust quality priorities. 	<ul style="list-style-type: none"> Create a suite of measures in partnership with our people. Reflect national and system tools to measure agreed outcomes. Data dashboard. Report into the Executive Effectiveness Sub-Committee. 	<ul style="list-style-type: none"> Always consider experience and safety. Governance structures to provide assurance and evidence from ward to Board.

Quality Senate

Creation of a Quality Senate designed to:

- Enable the care we provide to be best practice and evidenced based
- Create space for collaboration and partnership
- Create a trusted reputation of supportive advice to guide and enable care delivery across our organisation and integrated care systems
- Build on National Quality board principles
- Provide expert advice to the organisation for agreed priority topics
- Be accountable for clinical guidelines
- Create a space of professional curiosity, shared ownership and psychological safety where collaborative partners want to be
- Promote quality and equality impact assessments.

The Quality Senate will provide the Trust with a new process to enable, support and endorse effectiveness through collaborative partnerships. It will review current evidence in priority areas and undertake gap analysis of current practice, providing recommendations and clinical advice to the Trust Board. The quality senate process will result in the formulation of topic advice templates which will be received into the relevant subcommittees and operational Care Unit accountability framework meetings to influence care service change. The Trust board will also be advised of all senate decisions to provide them with assurance EPUT care services have the most current evidence based recommendations available to drive improvement.

We will replace Clinical Governance & Quality Sub-Committee and be the new source of multi-professional and collaborative partnership recommendations and clinical advice to the Trust.

The senate Terms of Reference have been agreed.	The senate membership and minimum quoracy confirmed.	Processes to ensure the effectiveness of the senate meetings developed.
The creation of evidence evaluation and Trust advisory templates designed.	The frequency of senate has been agreed at eight per year with clear rationale.	Through facilitated discussion the senate members have proposed the first eight topics.
Recognition of working within the financial context and available NHS provision.	What needs to stop as no evidence of effectiveness and could be more harmful.	To have the "golden thread" of person centeredness.
Recognises the importance of coproduction and partnerships, informed choices, honesty and openness.		Trust wide collegiate approach of clinical support and reduce custom and practice due to fear and resulting risk aversion.



The Quality Assurance Framework will provide a Trust wide cyclical methodology to support the Trust's quality of care principles.



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NHS Foundation Trust

Experience

at EPUT

Senior Responsible Officer

Matt Sisto, Director of Patient Experience, People Participation and Lived Experience

Executive Sponsor

Zephan Trent, Executive Director of Strategy, Digital and Transformation

Experience at EPUT

Senior Responsible Officer
Matt Sisto, Director of Patient Experience, People Participation and Lived Experience

Executive Sponsor
Zephah Trent, Executive Director of Strategy, Digital and Transformation



Starting with people is key to the successful delivery of the Trust's Strategic Plan and, as a guiding principle, we will adopt national best practice in accordance with statutory guidance, taking a coproduction first approach.

It is also important to recognise, however, that engagement, consulting and informing people are still value-adding activities which we will continue to do.

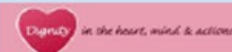
Our vision is to fully understand people's experience of care in order to improve. Working in partnership with the people we care for, their loved ones and their supporters. To do this, we are committed to adopting the 10 principles as set out in the national statutory guidance from NHS England and the Department for Health and Social Care.

We will adopt learning from principles of "what it feels like..."



We will adopt the National Dignity Council's 10 dos to support our culture of respect: www.dignityincare.org.uk

- 1 Have a zero tolerance of all forms of abuse.
- 2 Support people with the same respect you would want for yourself or your family.
- 3 Treat each person as an individual by offering a personalised service.
- 4 Enable people to maintain the maximum level of independence, choice and control.
- 5 Listen and support people to express their needs and wants.
- 6 Respect people's right to privacy.
- 7 Ensure people feel able to complain without fear of retribution.
- 8 Engage with family members and carers as care partners.
- 9 Assist people to maintain confidence and a positive self-esteem.
- 10 Act to alleviate people's loneliness and isolation.



Staff experience of care



We will improve staff experience of care they deliver by listening, supporting, learning, and developing a confidence, competence and pride through role development.

- Restorative supervision
- Team forums
- Professional forums
- Education and training
- You said, we did opportunities
- Pulse surveys
- Annual surveys
- Freedom to Speak Up
- Celebration and recognition.

First year Quality Senate topics

Quality senate members considered the first year priority topics. There were many suggestions, it was agreed that there opportunities for alignment and grouping to achieve 8 main proposed topics.



Carers' experience was suggested as a topic. This will require consideration under every topic and therefore requires both the senate membership of lived experience and literature searches to ensure carers' experience is always available to inform the senate's work

AI was also felt to be a consideration across all topics with close alignment to any senate support of the Digital Strategy and clinical leads' requests.



Strategic Delivery Success Measures

Adopting a Quality measurement system approach will support our ability to evidence success.



Yr. 1 - Establish baseline data in order to demonstrate future impact of the strategy. Year 1 will focus on a quality reset with a socialisation programme to drive a movement of change through people partnership, competence, leadership and evidence base and creating the methodologies to measure quality outcomes for our people. Utilise the NHS Improving Patient Care Together (IMPACT) self assessment baseline data as a systematic approach to evidence continuous improvement into years 2 and 3.

Yr. 2 Benchmark against ourselves and incrementally improve on year 1 baseline setting. Set board approved Incremental % improvement trajectory. Commence measurement of People reported quality outcome sets using the overarching strategy vision and its principles. Commence staff experience measures and developmental evaluation that is adopted and used to continually assess implementation.

Yr. 3 Benchmark against ourselves and incrementally improve on year 2 baseline setting. Set board approved Incremental % improvement trajectory. Incrementally improvement of People reported quality outcomes and staff experience measures baselined in yr.2 using the overarching strategy vision and its principles.

Qualitative evaluation - Review vision statements for Safety, Effectiveness and Experience for end of year 3 to demonstrate strategic impact. Has the vision been realised? Evaluate using a five stage maturity matrix.



2024-2026 EPUT Quality of Care Programme Plan

Pre Strategy Launch		Year 1		Year 2		Year 3	
Review and align system partner and national strategies and plans. Evaluate Safety First, Safety Always 2023.	Evaluate	Evaluate Year 1, check alignment with corporate strategy. Sustainability Check.		Evaluate Year 2, check alignment with corporate strategy. Sustainability Check.		Evaluate Year 3, check alignment with corporate strategy. Benefits Plan Review & Sustain Plan.	
Lived Exp. Staff and public workshops and Survey for engagement and co production. Focus Gps. Board seminar, ET, Quality Committee. NHS Impact care unit self assessment workshops and a pre-mortum for quality of care reset.	Engage	Launch socialisation programme trust and system wide: key focus of quality reset, creating a cultural 'people together' movement of change. Establish Team forums, Professional forum, You said, we did opportunities, align interdependencies, Freedom to speak up, celebration and recognition events. Establish quality of care programme of events annually.					
		Review quality account and complete new quality account priorities. Propose and agree trust wide corporate lead quality priorities with engagement and governance steering groups.		Review Quality account and complete new Quality account priorities. Propose and agree trust wide corporate lead quality priorities with engagement and governance steering groups.		Review Quality account and complete new Quality account priorities. Propose and agree trust wide corporate lead quality priorities with engagement and governance steering groups.	
Workshop with ELAs to agree approach for quality outcomes measurement which evidence achievement of ELA developed vision.	Outcomes	Review and design Quality outcome measure suite using coproduced approach with Digital team.	Launch new Care Plan with GBOs and GAS OMs. Develop support and education systems and processes for use of Quality outcome data and the outputs from outcome measures including a full review of expected clinical outcomes against NICE and other guidance.	Launch digital PROMS, REQOL, DIALOG+, POEM, GBO's, CORE 10, LEA QOC, standardised across all quality governance.		Review Quality outcome suite for Impact and refinement.	Build contracting and service specification model based on outcome commission and provision and launch formally in contract.
Review safety governance structure. Set vision, aims and deliverables. Continue which existing work programme for 2023.	Safety	Launch new PSIRF policy and New PSIRP. Continue with ECOL structure. Hold Annual Safety Conference. Launch new Governance meeting structure. Socialise safety annual work plan and safety framework. Complete development and launch Safety and Lessons management system.		Operationalise three strategic principles of Insight, involvement and improvement Hold Annual Safety Conference.		Hold Annual Safety Conference Launch new safety and learning Research & Innovation systems and process for care staff.	
Review and Propose Effectiveness governance structure. Set vision, aims and deliverables. Establish TOR, quorum and 1st year topics for senate.	Effectiveness	Board approve 8 topics. Hold 8 Quality Senates with Gap analysis and recommendations. Develop new EQIA. Establish process for clinical guideline review. Launch QAF trust wide Design Effectiveness element of BI dashboard. Launch new governance meeting structure. Socialise effectiveness annual work plan. Hold annual effectiveness grand round.		Board approve 8 topics. Hold 8 Quality Senates with Gap analysis and recommendations. Review effectiveness of QAF for Continuous Improvement against quality outcome data analysis complete build and then launch Interactive effectiveness dashboards – Power BI. Hold effectiveness grand round.		Board approve 8 topics. Hold 8 Quality Senates with Gap analysis and recommendations. Demonstrate 360 Cycle of Improvement to deliver effective care following QAF principles. Hold effectiveness grand round. Evaluate impact of quality senate and review.	
Review experience governance structure. Set vision, aims and deliverables. Continue which existing work programme for 2023.	Experience	Launch new Governance meeting structure. Socialise experience annual work plan. Hold coproduction event. Launch the National Dignity Council's 10 Do's. Update IWGC to include feels like and dignity.		Deliver a trauma informed care service trust wide. Ensure LEA care unit leadership partners. Hold experience conference. Launch restorative supervision through PNA programme and psychological services.		Demonstrate culture based people first experience across care units and monitor impact. Hold experience event. Launch care accreditation process for all care unit services which are led by LEAs.	
		Review and redesign T&D programme.	Coproduced and delivered T&D programme rollout across care roles. Leadership and culture OD programme and evaluation review. Re Launch Schwartz rounds. Develop process for recruitment for care roles with LEAs.				

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Questions ?

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1				Agenda Item: 7b					
					6 March 2024					
Report Title:		Quality Account 2023/24								
Executive/ Non-Executive Lead:		Ann Sheridan, Executive Nurse								
Report Author(s):		Angela Wade, Director of Nursing								
Report discussed previously at:		Executive Team and Quality Committee								
Level of Assurance:		Level 1			Level 2		✓	Level 3		

Purpose of the Report

This report provides the Council of Governors with: <ul style="list-style-type: none"> Information relating to the preparation of the Trust's Quality Account 2023/24 	Approval	
	Discussion	✓
	Information	✓

Recommendations/Action Required

The Council of Governors is asked to:	
1	Note the contents of the report
2	Agree 3 quality priorities to recommend for the 24/25 Quality Account

Summary of Key Issues

Organisations are required under the Health Act 2009 and subsequent Health and Social Care Act 2012 to produce Quality Accounts if they deliver services under an NHS Standard Contract, have staff numbers over 50 and NHS income greater than £130k per annum. Providers above this threshold are usually required to publish their Quality Accounts by 30 June each year.

The guidance for 2023/24 has not yet been published by NHS England and is awaited. However, in order to ensure we have scheduled sufficient time for completion, we are commencing planning for production assuming that the guidance will remain broadly unchanged from last year. Should the guidance once released include significant changes, the approach will be adapted.

The attached report presents the proposed timetable for production, approval and publication of the Quality Account 2023/24:

DATE	ACTION
6 March 2024	COG to select quality priorities to include in 24/25 Quality Account
23 April 2024	Draft Quality Account to be updated to take account of any amends agreed by Executive Team
25 April 2024	Following approval by the Executive Team on 23 April, the final draft Quality Account to be sent to BOD, COG and partners for comments / statements for inclusion – deadline for return (30 days)
9 May 2024	Quality Committee to receive final draft Quality Account for comment (minus Q4 data)
23 May 2024	Executive Team to receive Q4 data items (and any amendments requested / suggested by partners to date)
25 May 2024	Deadline for statements for inclusion received from COG and partners
5 June 2024	Final draft Quality Account to be presented to Board of Directors for approval alongside annual report
13 June 2024	Quality Committee to receive final Quality Account as approved by Board of Directors with any subsequent amends
30 June 2024	Final typesetting of Quality Account into public facing document and publication

The Trust Board has approved the Quality of Care Strategy (2024-2026) which sets the Trust's vision and aims for quality for the next three years; through the provision of a framework of Safety, Effectiveness and Experience, a delivery programme, a new governance structure, an organisational Quality Assurance Framework (QAF) and impact delivery success measures. There are nine quality priorities identified, each having steering groups with Quality Assurance Frameworks and quarterly reporting lines to the Quality Committee of the Board.

It is proposed that the Council of Governors will review the Quality Assurance Framework, annual quality planning summaries provided by the Quality Priority Steering Groups, to select which will be included in the Quality Account for 2024/25.

The summary of the quality plans for the nine Quality Priority Steering Groups will be presented to the Council of Governors on 6 March 2024 to support this. The Quality of Care Strategy Delivery Programme covers 3 years. It is therefore suggested that 3 steering groups will be focused on per year for the Quality Account. The Quality Priority Groups are as follows:

Reducing Restrictive Practice
Physical Health
Health Inequalities
Suicide Prevention
Neurodiversity
Medicines Optimisation
Safeguarding
Infection Prevention and Control
End of Life

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:

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

Impact on Statutory Duties and Responsibilities of Council of Governors

Holding the NEDs to account for the performance of the Trust	
Representing the interests of Members and of the public	

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

Acronyms/Terms Used in the Report

COG	Council of Governors	QAF	Quality Assurance Framework
NHSE	National Health Services England		
BOD	Board of Directors		

Supporting Reports/ Appendices /or further reading

Lead

Ann Sheridan

Ann Sheridan
Executive Nurse

					Agenda Item No: 8a		
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1				6 March 2024		
	Report Title:		Membership / Your Voice				
Report Lead:		Mark Dale, Public Governor					
Report Author(s):		Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:		CoG Membership Committee 16 January 2024					
Level of Assurance:		Level 1		Level 2		Level 3	✓

Purpose of the Report		
This report provides information on the current Membership of the Trust as at January 2024. The report also provides details of upcoming Your Voice meetings.	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required
The Council of Governors is asked to:
1 Note the contents of the report
2 Request any further information or action.

Summary of Key Issues
This report provides information on the current Membership of the Trust as at 11 January 2024. The report also provides details upcoming Your Voice meetings.

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors
--

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

Acronyms/Terms Used in the Report
--

CoG	Council of Governors	Comms	Communication Team
BoD	Board of Directors		

Supporting Documents and/or Further Reading
--

Main Report

Lead

Mark Dale, Public Governor Chair of the Council of Governors Membership Committee
--

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST
--

MEMBERSHIP / YOUR VOICE

1.0 PURPOSE OF REPORT

This report provides information on the current Membership of the Trust as at January 2024. The report also provides details of upcoming Your Voice meetings.

2.0 MEMBERSHIP METRICS

2.1 Membership Composition

According to the Civica Membership Database, the following is the current membership:

Member Type	No. members as at November 2023	No. members as at January 2024	Difference
Public Members	4,844	4,840	-4
Staff Members	9,319	9,319	0
Total Members	14,163	14,159	-4

Reasons for Leaving

The Trust Secretary's Office have started a process of recording reasons for leaving the Public Membership for any direct requests to be removed from the database. The following provides reasons for leaving the previous meeting:

No longer interested	2
Unknown	1

By Public Constituency

The following table provides a breakdown of public members by Constituency:

Constituency	No. members as at November 2023	No. members as at January 2024	Difference
Essex Mid & South	1,899	1,896	-3
Milton Keynes, Bedfordshire, Luton & Rest of England	1,689	1,689	-
West Essex & Hertfordshire	684	682	-2

Constituency	No. members as at November 2023	No. members as at January 2024	Difference
North East Essex & Suffolk	572	573	+1
Total Members	4,844	4,840	-4

2.2 Demographics Groups

The following information provides a breakdown of demographics available on the Civica database system. Please note, members themselves populate the information and there may be gaps if not fully completed.

By Gender

Gender	No. members as at November 2023	No. members as at January 2024	Percentage
Public Members			
Female	2,873	2,871	59%
Male	1,845	1,843	38%
Not Stated	126	126	3%

By Age

Age	No. members as at November 2023	No. members as at January 2024	Percentage
Public Members			
60-74	1,044	1,038	21%
30-39	1,024	1,032	21%
50-59	799	802	16%
40-49	661	659	14%
Not Stated	555	554	12%
75+	515	525	11%
22-29	246	230	5%
0-16	0	0	0%
17-21	0	0	0%

It should be noted that whilst the figures in the above table have changed, the percentages of the overall membership have not significantly changed.

By Ethnicity

Ethnicity	No. members as at November 2023	No. members as at January 2024	Percentage
Public Members			
White Scottish, Welsh, Northern Ireland British	3,435	3,431	71%
Not Stated	405	404	8%
Black or Black British African	181	181	4%

Ethnicity	No. members as at November 2023	No. members as at January 2024	Percentage
Asian or Asian British Indian	158	158	3%
Asian or Asian British Pakistani	124	124	3%
White - Other	113	113	2%
White Irish	80	80	2%
Black or Black British Caribbean	79	80	2%
Asian or Asian British Bangladeshi	78	78	2%
Mixed White - Black Caribbean	42	42	<1%
Asian or Asian British Other Asian	33	33	<1%
Mixed - Other	30	30	<1%
Asian or Asian British Chinese	24	24	<1%
Other Ethnic Group	17	17	<1%
Black or Black British Other Black	16	16	<1%
Mixed White - Asian	14	14	<1%
Mixed White - Black African	13	13	<1%
Other Ethnic Group Arab	0	0	0%
White-Irish Gypsy Irish Traveller	0	0	0%

2.3 Membership Communication

The following table provides information on any communication circulated by the Trust to members electronically using the membership database:

Electronic Communication	Members Emailed	Percentage Opened
Christmas Wishes 2023	3,525	22%

3.0 YOUR VOICE MEETINGS

There have been no further Your Voice meetings since the last report. The Membership Committee focused on planning the Your Voice sessions for the upcoming year.

3.1 Your Voice Meeting (March / April 2024)

The next Your Voice meetings are due to take place the week commencing the 26 March 2024, with the subject the Quality of Care Strategy. Following a request from Governors to hold the virtual sessions by constituency, four meetings have been booked:

Date / Time	Constituency	Governor Chair
25 March 2024 (14:00)	West Essex & Hertfordshire	Jason Gunn
26 March 2024 (14:00)	North East Essex & Suffolk	Cort Williamson
28 March 2024 (12:00)	Milton Keynes, Bedfordshire, Luton & Rest of England	Paula Grayson
3 April 2024 (14:00)	Essex Mid & South	Vacant

Governors are asked to volunteer to chair the Essex Mid & South Your Voice meeting.

3.2 Your Voice Schedule

The Membership Committee discussed and agreed the schedule of meetings for the year:

- Spring (May 2024 – Face-to-Face – Physical Health)
- Summer (July / August 2024 – Face-to-Face – Immunisations / Vaccinations / Children's Services)
- Autumn (October 2024 – Virtual – Young People)

Report prepared by
Chris Jennings,
Assistant Trust Secretary

On behalf of
Mark Dale
Chair of the Council of Governors Membership Committee

					Agenda Item No: 8b			
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1				6 March 2024		
Report Title:		Elections to the Council of Governors 2024						
Report Lead:		Chris Jennings, Assistant Trust Secretary						
Report Author(s):		Chris Jennings, Assistant Trust Secretary						
Report discussed previously at:								
Level of Assurance:		Level 1	✓	Level 2		Level 3		

Purpose of the Report		
The report provides details of the Governor Election programme and timetable for 2024.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
The Council of Governors is asked to:
1. Note the content of the report
2. Support 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. The Governor Elections in 2023 left vacancies across constituencies and therefore, the Council agreed to hold additional elections in 2024 to fill the remaining vacancies.
The accompanying report provides details of the current vacancies and the proposed timetable for the Governor Elections 2024.

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	
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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 2024

1.0 INTRODUCTION

The report provides details of the Governor Election programme and timetable for 2024.

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. The Governor Elections in 2023 left vacancies across constituencies and therefore, the Council agreed to hold additional elections in 2024 to fill the remaining vacancies

The elections will take place to for new Governors to begin their term in June 2024, 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
CoG informed of Election Plans	Trust Secretary's Office	6 March 2024
Advertise Prospective Governor Workshops for members / prospective members.	Communications	March / April 2024
Advertise Prospective Governor Workshops to members via Membership Database	Trust Secretary's Office	18 March 2024
Email to Governors to advise of Prospective Governor workshops to share.	Trust Secretary's Office	18 March 2024
Prospective Governor Workshops	Trust Secretary's Office	April / May 2024
Trust to send nomination material and data to Civica Election Services (CES)	Trust Secretary's Office	3 April 2024
Notice of Election / nomination open	Civica	17 April 2024
Reminder for deadline of nominations sent to Members.	Trust Secretary's Office	29 April 2024
Nominations deadline	Civica	17 May 2024
Summary of valid nominated candidates published	Civica	20 May 2024
Final date for candidate withdrawal	Civica / Candidates	22 May 2024
Electoral data to be provided by Trust	Trust Secretary's Office	24 May 2024
Notice of Poll published	Civica	6 June 2024
Notice of Poll published on Trust Website	Communications	7 June 2024

Action	Responsibility	Date
Voting packs despatched	Civica	7 June 2024
Reminder email sent to members to vote	Trust Secretary's Office	14 June 2024
Advertising reminding people to vote	Communications	14 June 2024
Reminder email sent to members to vote and close of voting	Trust Secretary's Office	21 June 2024
Advertising reminding people to vote close of voting	Communications	21 June 2024
Close of election	Civica	27 June 2024
Declaration of results	Civica	28 June 2024
Candidates informed of vote	Trust Secretary's Office	28 June 2024
EPUT Website updated with the results	Communications	28 June 2024
Advertise new Governors	Communications	24 June 2024

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:

Constituency	Total Vacancies for Election
North East Essex & Suffolk	1
West Essex & Hertfordshire	2
Staff Non-Clinical	1
Total	4

3.0 RECOMMENDATION AND ACTION

The Council of Governors is asked to:

- Note the content of the report
- Support and promote the elections amongst the Trust Membership.

**Report prepared by
Chris Jennings
Assistant Trust Secretary**

Agenda Item: 8c

SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			6 March 2024		
Report Title:		Governor Composition and Attendance					
Report Lead:		Chris Jennings, Assistant Trust Secretary					
Report Author(s):		Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:		Governance Committee 6 February 2024					
Level of Assurance:		Level 1	✓	Level 2		Level 3	

Purpose of the Report

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

Approval

Discussion

Information

✓

Recommendations/Action Required

The Council of Governors is asked to:

1. Note the contents of the report

Summary of Key Issues

Composition

There have been no changes to the Council of Governors since the Council meeting in December 2023.

Committee Membership

The following sub-committees have vacancies:

- Governance Committee (5 x vacancies)
- Remuneration Committee (5 x vacancies)
- Membership Committee (2 x vacancies)
- Training & Development Committee (3 x vacancies)
- Nominations Committee (2 x vacancies)

The membership of the Remuneration Committee is now becoming urgent as the low membership will begin to affect certain processes, including the NED-Governor appraisal reviews. The Committee is one of the two statutory committees (the other being Nominations) which the Trust is required to have.

The Governance Committee also has low membership. The urgency is less as the Committee is not statutory and any significant work items (Constitution Review etc.) could be undertaken as a working group if quoracy remains an issue. However, further action will still be undertaken to try to increase membership to avoid this needing to take place.

Governor attendance

Governor attendance at general meetings is reviewed in line with the agreed procedure for monitoring attendance. A summary of attendance to date is attached at Appendix 2. There are currently two Governors who have missed at least two meetings in succession (not including Part 2 extra-ordinary meeting).

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

CoG	Council of Governors		
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Supporting Documents and/or Further Reading

Council of Governors Meeting Attendance (Appendix 1)

Lead

Chris Jennings
Assistant Trust Secretary

Governor	Notes	22 May 2023		23 August 2023		15 November 2023	19 December 2023
		Part 1	Part 2	Part 1	Part 2	Part 2	Part 1
Zisan Abedin		NR	NR	NR	NR	√	A
Joanna Androulakis		NR	NR	NR	NR	x	x
David Bamber		A	A	NR	NR	NR	NR
Keith Bobbin		√	√	√	√	NR	NR
Alivia Bray		NR	NR	NR	NR	√	√
Lara Brooks		√	√	√	A	NR	NR
Owen Carty		x	x	NR	NR	NR	NR
Dianne Collins		√	√	√	√	A	√
Mark Dale		√	√	√	√	√	√
Jared Davis		x	x	x	x	NR	NR
Gwyn Davies		NR	NR	NR	NR	√	√
Mark Durham		√	√	NR	NR	NR	NR
Kinglsey Edore		NR	NR	NR	NR	A	√
Pippa Ecclestone		√	√	√	√	NR	NR
David Finn		NR	NR	NR	NR	√	√
Paula Grayson		√	√	√	√	√	√
Sharon Green		√	√	√	√	√	√
Jason Gunn		√	√	A	A	√	√
Julia Hopper		√	√	A	A	NR	NR
John Jones		√	√	√	√	√	√
Ibrahim Lateef		NR	NR	NR	NR	A	√
Megan Leach		√	A	√	A	√	√
Pam Madison		√	√	A	A	√	√
James Moyies		NR	NR	NR	NR	x	x
Jaymey McIvor		NR	NR	NR	NR	A	x
Nicky Milner		√	√	A	A	A	x
David Norman		NR	NR	NR	NR	√	A
Tracy Reed		A	A	√	√	NR	NR
Stuart Scrivener		√	√	√	√	√	√
Kate Shilling		x	x	NR	NR	NR	NR
David Short		√	√	√	√	NR	NR
Susan Tivy-Ward		x	x	x	x	x	x
Edwin Ugoh		x	x	A	A	√	√
Paul Walker		√	A	A	A	NR	NR
Cort Williamson		√	√	√	√	√	√
Bilaminu Yesufu		NR	NR	NR	NR	A	x

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

Total Meetings Attended	Total Meetings
1	2
0	2
0	1
2	2
2	2
2	2
0	1
3	4
3	4
0	2
2	2
1	1
1	2
2	2
2	2
4	4
4	4
3	4
1	2
4	4
1	2
4	4
3	4
0	2
0	2
1	4
1	2
1	2
4	4
0	1
2	2
0	4
2	4
1	2
4	4
0	2

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1				6 March 2024		
Report Title:	Lead and Deputy Lead Governor Report						
Report Lead(s)	John Jones, Lead Governor and Pam Madison, Deputy Lead Governor						
Report Author(s):	John Jones, Lead Governor and Pam Madison, Deputy Lead Governor						
Report discussed previously at:							
Level of Assurance:	Level 1	✓	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:

- Our role as your Lead and Deputy Lead Governor
- The Regional Network of Lead Governors
- Fit and Proper Persons Test for Governors
- Links with ICB
- Lead Governors election or appointment
- Board of Directors Meeting
- Meeting with the Chair
- NHS Providers Governor Advisory Committee

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	LGs	Lead Governors
NHSE/I	NHS England / Improvement	FT	Foundation Trust

Supporting Documents and/or Further Reading
Main Report

Lead
 <div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div> John Jones Lead Governor </div> <div> Pam Madison Deputy Lead Governor </div> </div>

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

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

2 Summary**2.1 Background**

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

2.2 Our role as your Lead and Deputy Lead Governor

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

2.3 The Regional Network of Lead Governors

Colleagues may recall that this group was established by myself in early 2017 and meets every 3 months, and the last meeting was held virtually on 8th December 2023, when the following items were discussed:

2.3.1 Fit and Proper Persons Test for Governors

This issue was raised because Directors are required to be subject to this Test. It was generally agreed that it would not be appropriate also to apply it to Governors who are elected (or appointed in the case of Local Authorities) and it is for their electorates to make the decision. In any event Governors are subject to (and sign up to) the Code of Conduct so that provides a degree of assurance that Governors are acting in the best interests of the Trust.

2.3.2 Links with ICB

The position is patchy in our region. One of the Trusts (in combination with 3 others) meets quarterly with the CEO of their ICB. Another ICB is currently looking at the issue of improving communications with Trusts. Another Trust reported that it had recently been subject to a Well Led Review by CQC and the Governors had been asked what contact they had with their ICB (answer none). Three Trusts regularly send observers to the Board meetings of their ICBs.

2.3.3 Lead Governor election or appointment

One FT reported that the issue of election or appointment had been raised and asked for guidance from the Network. Also whether self-nomination was usual. The overwhelming response was that Self-nomination was the normal process, that the appointment term varied and at some Trusts there is no Deputy Lead Governor.

2.4 Board of Directors Meeting.

We were pleased to be able to attend the January 2024 meeting of the Board and to ask questions on behalf of our members.

2.5 Meeting with Chair

The scheduled meeting with the Chair to discuss and adjust the Agenda for this Council meeting was held virtually on 5th February 2024. Additionally, we raised other issues which as Governors, we felt should be aired with the Chair. We are grateful for the open and receptive way in which these meetings are conducted.

2.6 NHS Providers Governor Advisory Committee

We can report that the NHS Providers GAC held its last meeting on 15th January 2024. The decision has been made by the Board of NHSP that it may be beneficial to ask for views on issues by creating Task and Finish groups populated by Governors who are nominated for the role by the Trusts. It is still to be determined how that will work in practice.

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
6th March 2024

Pam Madison
Deputy Lead Governor
Public Governor
6th March 2024



#WhatWeDoTogetherMatters