

**Meeting of the Council of Governors
Thursday 28th May 2020 at 15:00 – 17:00
Microsoft Teams Meeting**

Vision: Working to Improve Lives

14:15 – CEO Briefing

PART ONE MEETING – HELD IN PUBLIC

AGENDA

1	APOLOGIES FOR ABSENCE	SS	Verbal	Noting	15:00
2	DECLARATIONS OF INTEREST	SS	Verbal	Noting	15:02
Janet Wood NED Champion					15:04
3	MINUTES OF THE MEETING (PART 1) HELD ON 13th February 2020	SS	Attached	Approval	15:19
4	ACTION LOG AND MATTERS ARISING	SS	Attached	Noting	15:22
5	TRUST UPDATES				
(a)	Performance, Finance & Quality Report	SM	Attached	Noting	15:25
(b)	Report from the Chair	SS	Attached	Noting	15:28
(c)	Care Quality Commission (CQC) Update	SM	Attached	Noting	15:31
(d)	Annual Assurance Reports from the Chairs of the Board of Directors Standing Committees (i) Charitable Funds	NT	Attached	Noting	15:34
(e)	<i>Code of Governance for FTs Review 2019/20</i>	FS	Attached	Approval	15:37
6	GOVERNANCE ITEMS				
(a)	CEO Appointment Written Resolution Outcome	SS	Attached	Noting	15:40
(b)	Learning & Development Plan 2020/21	PG	Attached	Approval	15:43
(c)	Standing Committee Assurance Reports: (i) Governance (ii) Training & Development (including Self-Certification Statement) (iii) Membership	ME PG JW	Attached Attached Attached	Noting Approval Noting	15:46 15:49 15:52
(d)	Elections to the Council of Governors	FS	Attached	Noting	15:55
(e)	Changes to the Council of Governors and membership of its Committees	FS	Attached	Noting	15:58
7	OTHER REPORTS				
(a)	Quality Visits	FS	Verbal	Noting	16:01
(b)	Lead and Deputy Lead Governor Update	JJ / BA	Attached	Noting	16:03

8	ANY OTHER BUSINESS	SS		16:06
9	QUESTION & ANSWER SESSION FROM MEMBERS OF THE PUBLIC			
10	RESOLUTION Members of the public are excluded from Part 2 Council of Governors meeting having regard to commercial sensitivity and/or confidentiality and/or personal information and/or legal professional privilege in relation to the business to be discussed			
11	DATE AND TIME OF NEXT MEETING 30 th SEPTEMBER 2020 at 16:30 – 18:30 in TR1, The Lodge, Lodge Approach, Wickford SS11 7XX. The meeting will be preceded by a briefing session with the CEO at 15:45.			
12	DATES OF FUTURE MEETINGS 25 th November 2020			

Professor Sheila Salmon
Chair

**Minutes of the Council of Governors Meeting Held in Public
On Thursday 13th February 2020
At The Lodge, Lodge Approach, Wickford SS11 7XX**

Attendees:

Prof Sheila Salmon (SS)	Chair of the Trust (Chair of the meeting)
Brian Arney (BA)	Public Governor West Essex & Hertfordshire
David Bamber (DBa)	Public Governor West Essex & Hertfordshire
Keith Bobbin (KB)	Public Governor Essex Mid & South
Laurie Burton (LB)	Appointed Governor, Southend-on-Sea Council
Peter Cheng (PC)	Public Governor North East Essex & Suffolk
Mark Dale (MD)	Public Governor Essex Mid & South
Pippa Ecclestone (PE)	Public Governor West Essex & Hertfordshire
Paula Grayson (PG)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
Dr. Ruth Jackson (RJ)	Appointed Governor, Anglia Ruskin / Essex Universities
John Jones (JJ)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
Gillian Lock-Bowen (GL-B)	Public Governor North East Essex & Suffolk
Pam Madison (PM)	Staff Governor Non-Clinical
Tracy Reed (TR)	Staff Governor Clinical
Tanya Robertson	Public Governor Essex Mid & South
Michael Waller (MW)	Public Governor West Essex & Hertfordshire
Clive White (CW)	Public Governor North East Essex & Suffolk
Judith Woolley (JW)	Public Governor Essex Mid & South
Alex Zihute (AZ)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE

In attendance:

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

001/20 APOLOGIES FOR ABSENCE

Dianne Collins	Public Governor Essex Mid & South
Marianne Evans	Staff Governor Clinical
Nosi Murefu	Staff Governor Clinical
Roy Birch	Public Governor Essex Mid & South
Sam Rakusen	Public Governor Essex Mid & South

SS welcomed everyone to the meeting. FS introduced Tanya Robertson to the meeting as a new Public Governor for Essex Mid & South Essex attending her first Council meeting. FS directed the Council to the use of microphones at the meeting as previously requested. DB commented that this was a positive improvement.

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002/20 DECLARATIONS OF INTEREST

There were no declarations of interest.

PRESENTATION: EPUT Innovations

RH delivered a presentation to the Council covering innovations in healthcare and its relationship with innovations within EPUT.

RH advised that innovation is a broader subject and is not simply about the use of technology. The use of technology is often the smallest part of the process and is often the easiest.

RH advised that historically there is a 17 year gap between new innovations being developed and being accepted as the norm. Examples were provided where innovations had taken time to be accepted following development, including the stethoscope, hand washing and health checks in severe mental health. RH detailed work undertaken by a Community Psychiatric Nurse relating to health checks in severe mental health, including issues faced, such as training, IT systems and resistance to change.

RH focused on an example of innovation relating to Central Venous Catheter Bloodstreams Infections. The project was undertaken due to the risk of Central Venous Line Infections which had a median rate at the start of 2.7 per 1,000 catheter days. After 18 months this had reduced to 0 per 1,000 catheter days. RH detailed the way the innovative practice was achieved:

- **Peer Pressure:** initially voluntary, signing up to the protocol, sharing progress and signing up “laggards”
- **Networked Community:** workshops, teleconferences, clinical leadership / autonomy, multi-stakeholder involvement.
- **“Social” Problem:** not a technical fix, telling the story, using hard data.
- **Make it Easy:** removing barriers, having checklists, using a “safe space”
- **Use Data:** central reporting function, checking variance, using anonymised benchmarking.
- **Hard Edges:** using the checklist as a record, sanctions, whistleblowing, using data.

RH confirmed that these lessons would be fed into a workshop on the 4th March 2020 as part of the Trust’s review of current innovations.

Following the presentation, RH took questions from the Council. JJ asked whether Governors would be invited to the innovation workshop on the 4th March 2020. RH confirmed that the workshop would be a high level workshop which will be focused on more technical aspects of innovations and therefore Governors would not be invited to attend. RH confirmed that the workshop would be attended by Non-Executive Directors and clinical staff.

PE asked whether all research and innovation was coming internally from the Trust or if the Trust was applying innovation provided as part of national research. RH confirmed that research is completed internally and the Trust has a Research Department, however, funding is provided to look at research and innovation from a national level. RH identified that the Trust should be looking at all areas associated with innovation, rather than only research, including projects completed by the Quality Academy as there are outcomes to be shared.

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DB commented that only 3% of research funding goes to mental health. RJ advised that the university has a research department, which includes EPUT staff. RJ confirmed that it was difficult to get funding, without having had funding previously, however, this is something that is always being worked on and there is good work taking place within EPUT.

GL-B highlighted her own interest in change management and people. GL-B commented that people had lots of different tasks and needed time to self-reflect and work with others. SM confirmed that staff that are involved in research meet via the Trust committees or other meetings. SM advised that there are examples of innovation being implemented simultaneously with research being undertaken e.g the oxehhealth pilot which offers remote patient monitoring of vital signs

SS thanked RH for an interesting presentation.

003/20 MINUTES OF THE PREVIOUS MEETINGS

The minutes of the meeting held on the 13th November 2019 were agreed to be a correct record.

004/20 ACTION LOG AND MATTERS ARISING

The Action Log was reviewed. SS noted that an action remained outstanding relating to the circulation of action points to Focus Groups and Council of Governors. TB confirmed that the actions had been taken, but needed to be circulated.

SS noted that all other actions had been completed.

005/20 PERFORMANCE, FINANCE & QUALITY REPORT

SM presented the Performance, Finance and Quality Report and confirmed this was the same report presented to the Board of Directors meeting on the 24th January 2020. SM confirmed that January 2020 data would be available next week She invited Governors to ask any questions in respect of the report content.

GL-B queried the data provided on page 32-33 relating to the “Inpatient Unit Quality and Safer Staffing Scorecard”. GL-B queried the number of falls and restraints recorded for certain wards, such as Larkwood Ward, and whether these were accurate figures. SM agreed to review the figures outside of the meeting and provide a response to the Council.

PG noted that the CIP target identified in the summary report would not be met by the schemes agreed and asked whether this was likely to improve. SM confirmed the Trust is currently not likely to meet the CIP target fully for this year, but this is not a risk as the Trust would meet its control target due to underspending and additional income. SM confirmed that the Trust was able to make CIPs on a non-recurrent basis, but was finding it more difficult to meet CIP targets on a recurrent basis.

The Council of Governors received and noted the report.

Action:

- 1. Review data provided in the Inpatient Unit Quality and Safer Staffing Scorecard to confirm if the data is accurate in relation to Falls and Restraints. (SM)**

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006/20 REPORT FROM THE CHAIR

SS presented the Chair's report which gave an overview of the Chair's and Non-Executive Directors' activities since the last report to the Council in November 2019. SS highlighted that the report included an update from the Freedom to Speak-Up Guardian and hoped that the new Guardian would be able to meet with Governors at a future meeting.

The Council of Governors received and noted the report.

007/20 CARE QUALITY COMMISSION (CQC) UPDATE

SM presented the CQC update report and confirmed this report had previously been discussed at the Quality Committee and Board of Directors meeting in January 2020. The report provided details of progress made (as at December 2019) with actions identified by the CQC at previous inspections.

SM advised that the report stated that 116 actions had been completed and 12 had not been completed within the agreed timescale. However, SM confirmed that a more recent update confirmed that as at the end of January 2020 158 actions had been completed and 8 actions had not been completed within the agreed timescale, which showed that progress continues to be made.

PG noted that actions relating to restraint (Page 5-6), was reliant on the incidents being reported on Datix and whether the Trust was over-reporting incidents. PG queried whether there was an explanation as to whether EPUT is over-reporting these incidents compared to other Trusts. SM confirmed that after checking with other Trusts that it is felt that EPUT is reporting the correct number of restraints and that other Trusts are under-reporting. SM identified that there is a challenge as to whether to follow other Trusts by under-reporting or to continue to report as currently as assurance has been given that EPUT is reporting the correct way.

PE noted that the update provided relating to single-sex accommodation at Henneage Ward (Page 6) implied that Henneage Ward was the only mixed-sex ward within the Trust. SM confirmed that Henneage Ward was the only mixed-sex ward with a layout or practices that the CQC identified led to difficulties in meeting mixed-sex accommodation requirements. SM advised that this is subject to further discussion with the CQC to understand the inspectors concerns in order to ensure the appropriate action is taken.

The Council of Governors received and noted the report.

008/20 ANNUAL ASSURANCE REPORT FROM THE CHAIR OF THE AUDIT COMMITTEE

JWd, Chair of the Board of Directors Audit Committee presented a report that provided a summary of the work and key issues reviewed by the Audit Committee during the period 01 February 2019 – 31 January 2020.

The report confirmed:

- The role of the Committee.
- The membership of the Committee.
- The Committee meetings that have taken place in the past 12 months.

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- Key issues which the Committee dealt with during the year.
- Assurance that the Committee has been fulfilling its Terms of Reference.

JWd noted a recent documentary highlighting fraud in the NHS, which illustrated the important work undertaken by the Committee.

PG commented on cyber security highlighted as a key issue in the report. PG noted the cyber-attacks that had previously occurred and queried what more could be done to prevent these. JWd confirmed that the Trust takes assurance from the Cyber Security Centre Program that contains 51 requirements that need to be met by the end of December 2020. JWd confirmed the Trust is compliant with all but 3 of the requirements, each of which has a business case prepared to take forward.

The Council of Governors received and noted the report.

009/20 ANNUAL ASSURANCE REPORT FROM THE CHAIR OF THE FINANCE & PERFORMANCE COMMITTEE

ML, Chair of the Board of Directors Finance and Performance Committee presented a report that provided a summary of the work and key issues reviewed by the Finance and Performance Committee during the period 01 February 2019 – 31 January 2020.

The report confirmed:

- The role of the Committee.
- The membership of the Committee.
- The Committee meetings that have taken place in the past 12 months.
- Key issues which the Committee dealt with during the year.
- Assurance that the Committee has been fulfilling its Terms of Reference.
- Assurance that the issues and recommendations identified were escalated to other committees and the Board of Directors as appropriate and that all risks were recorded on the appropriate risk register.

ML highlighted that it had been a productive year and that the Trust was on target to meet the control total for 2019/20. The focus of the Committee was now on achieving CIP targets for 2020/21.

The Council of Governors received and noted the report.

010/20 CHIEF EXECUTIVE OFFICER (CEO) RECRUITMENT UPDATE / COUNCIL OF GOVERNOR INVOLVEMENT IN THE APPOINTMENT OF THE CEO PROCEDURE

FS presented two reports listed separately on the agenda but taken together as a single item relating to the recruitment of a new CEO. The first report provided the timetable developed and agreed by the Board of Directors Remuneration and Nomination Committee for the recruitment of a new CEO, that included involvement by the Council of Governors. The second report presented the Council of Governors Involvement in the Appointment of the CEO Procedure which provided guiding principles for the approval of the appointment of the new CEO as recommended by the Board of Directors Remuneration and Nomination Committee.

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FS confirmed that the timetable and procedure were discussed by the Council of Governors Governance Committee and concerns raised relating to Governor involvement in the process. FS confirmed that the concerns were listened to and incorporated into an updated recruitment timetable and procedure. FS asked that the Council of Governors note the recruitment timetable update provided and approve the Council of Governors Involvement in the Recruitment of the CEO procedure.

JJ thanked FS for making the changes to the process, however, raised concern that the Lead Governor would not be able to be the observer on the formal interview panel due to being the Chair of the Governor and Service User Stakeholder Group. FS highlighted that the Council of Governors Governance Committee had suggested that the observer did not need to be the Lead Governor. JJ said that he had spoken with other Lead Governors and had been told that the Lead Governor being an observer on the interview panel provided the candidates with assurance around the process. SS acknowledged this, but also felt that it should be open to all Governors so the Council could be appropriately represented.

PE commented that it would be more important having an experienced Governor as part of the Stakeholder Group rather than the Formal Interview Panel as the Stakeholder Group scoring would directly impact the candidate, whereas the observer would be there to confirm the Trust had followed the appropriate process.

CW felt that the appointment of the CEO was a critical appointment and all should be in agreement with the process. SS suggested that the issue is taken back to the Council of Governors Governance Committee for further consideration and agreement.

SM noted that the timetable in the report provided that the notice period of the successful candidate would be taken place at the same time that recruitment checks would be taking place and prior to final approval. SM confirmed that the candidate would be unlikely to give notice prior to this taking place, which pushes the timetable back by 1 month. This does not cause a significant issue as it would still provide a one month handover period.

Actions:

- 1. Refer the CEO Recruitment Procedure back to the Council of Governors Governance Committee to agree the Stakeholder Panel / Observer on the interview panel process. (FS)**
- 2. Amend the Recruitment Schedule to confirm the notice period of the successful candidate will take place following recruitment checks and approvals. (FS)**

011/20 QUALITY REPORT / ACCOUNT 2019/20

FS presented a report outlining the Quality Report and Account 2018-19 process. FS confirmed that this needs to be completed each year and has to be completed to NHS regulations.

FS highlighted that the Council is required to select one local indicator to be subject to external audit. A form was included in the report (Appendix 1) to vote for the local indicator and FS asked that Governors complete and return this to the Trust Secretary's Office by close of business 19th February 2020.

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FS highlighted that there is a requirement to provide a statement from the Council of Governors to be included in the published Quality Report/ Account which will be coordinated by the Lead Governor When the draft Quality Report/ Account is developed.

PE highlighted the requirement relating to providers of mental health services being asked to include a statement on their progress in bolstering staffing in their adult and older adult community mental health services following additional investment from local CCGs' baseline funding (section 2.6). PE queried whether the new requirement meant there was a problem across the NHS in relation to this. SM confirmed that there were considerable pressures with this within mental health services nationally.

Action:

- 1. Governors to complete and return "Selection of Local Indicator for External Assurance" forms to the Trust Secretary's Office by close of business on the 19th February 2020. (Govs)**

012/20 TRUST CONSTITUTION

FS presented the Trust Constitution which had been subject to its annual review. FS confirmed that the Trust Constitution was reviewed by a Task and Finish Group held on the 9th January 2020 consisting of six Governors, two Non-Executive Directors, Trust Secretary and Assistant Trust Secretary. The group identified a number of changes / and or queried existing clauses. .

The Council of Governors (CoG) Governance Committee received the amended Trust Constitution alongside data to support a discussion in relation to the changes of the number of Governors in the Milton Keynes, Bedfordshire & Luton, and the Rest of England (MK, B&L and ROE) Constituency. The CoG Governance Committee discussed and recommended 3 key changes to the Constitution. The CoG Governance Committee also considered 4 further proposed changes but have not recommended these for approval.

FS asked the Council of Governors to approve the Trust Constitution.

PG confirmed she appreciated the slides provided to support the discussion regarding the reduction of the number of Governors in the MK, B&L and ROE constituency. PG identified that the CoG Membership Committee had agreed to write out to members reminding them of the services provided and asking whether they still wanted to be a member of the organisation. PG was concerned that a decision was being made to reduce the number of Governors when they were not written to on a regular basis and prior to this work being undertaken. PG felt there was a risk that MK, B&L and ROE constituency still represented 34% of the membership but was only to be represented by 2 Governors.

JW confirmed that a letter had been drafted and was with the Trust Secretary's Office for review prior to circulation to members. JW reminded the Council that the original cleansing exercise of the membership was completed as a letter had been sent to all members that did not have an email address. The MK, B&L and ROE constituency had a large number of members that had an email address.

JJ commented that Governors represented members and were voted for by members within the constituency. JJ confirmed he had reviewed the membership figures provided as part of the Trust Constitution review in 2019 which advised that the "cleansing" exercise had not

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been undertaken. He noted that the figures provided in this year's data had not reduced for the MK, B&L and ROE constituency since the exercise was completed. JJ urged the Council to oppose the reduction in Governors proposed and noted that a reduction in the number of Governors was a further reduction in the independence of Foundation Trusts and should be opposed.

SS acknowledged the comments made by JJ. TB clarified the point made by PG by confirming members in MK, B&L and ROE were written to, however, not as regularly as other constituencies due to less services provided in the area. TB confirmed that Your Voice meetings are not undertaken in the constituency as there are fewer services for discussion.

CW confirmed that the comments made by JJ and the membership numbers quoted had been considered by the CoG Governance Committee and a recommendation had been made to reduce the number of Governors in the MK, B&L and ROE constituency.

JW confirmed that a decision in principle had been made last year by the Council to reduce the number of Governors in this constituency. JW felt that Governors did not just represent the members, but also the people using the services. JW felt that people from the MK, B&L and ROE constituency may have joined when more local services were provided by the Trust.

PG said she had spoken to people who confirmed they had stayed as members as they wanted EPUT back to provide services as they did not like the current provider.

PE commented that the number of Governors should be based on the services provided at this time and the number of Governors could be changed if an increased volume of service were to be provided in the future.

SS confirmed that as there was not a consensus that a vote would be taken on each of the 3 recommendations from the CoG Governance Committee. SS verbalised each of the proposed changes detailed in the report and asked Governors to vote by a show of hands:

Section 15.5: *Governors requested that the provision for when there is a vacancy within the first year of their term of office that the Trust Secretary offers the next highest polling candidate the opportunity to assume the vacancy be increased to 24-months. This will reduce the cost of having additional elections and carrying vacancies. The legal advice confirmed that it was possible to extend the period to 24-months and therefore the CoG Governance Committee recommended this is amended in the Trust Constitution.*

A vote was taken by a show of hands and the Council unanimously voted in favour of the amendment.

Annex 1: The Public Constituencies and Annex 4: Composition of the Council of Governors: *It was agreed in principle following the review of the Trust Constitution in 2019 to reduce the number of Governors in Milton Keynes, Bedfordshire & Luton, and Rest of England to 2 in 2020. A proposal was made to keep the number of Governors in this constituency at 4. Following discussion by the CoG Governance Committee using the data provided, a vote was taken with a clear majority recommending to reduce the number of Governors to 2 for this constituency.*

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A vote was taken as a show of hands with the following result:

- 12 in favour
- 3 against
- 1 abstained.

SS confirmed the amendment was carried by a majority vote.

Annex 6: Section 4.1.10: A proposal was made to remove the provision relating to Governors not being able to stand for election if they have resigned from the Council of Governors in the last 12-months. Legal advice confirmed that the clause was not a mandated and that it is legally possible to have an approval process for such nominations. A vote was taken by the CoG Governance Committee and a clear majority recommended the removal of the clause.

A vote was taken by a show of hands and the Council unanimously voted in favour of the amendment.

The Council of Governors approved the Trust Constitution.

013/20 STANDING COMMITTEE ASSURANCE REPORTS

i) Governance

FS presented a report on behalf of Marianne Evans, Chair of the Governance Committee summarising discussions of the Council of Governors Governance Committee held on the 23rd January 2020.

The report detailed discussions held in relation to:

- Trust Constitution
- Council of Governors Procedures
- SID Review Action Plan
- Council of Governors Composition
- Outcome of the Efficacy Task and Finish Group

The report also confirmed that the Committee had reviewed its Terms of Reference and requested approval of these by the Council of Governors.

The Council of Governors received and noted the report and approved the Committee Terms of Reference.

ii) Membership

FS presented a report on behalf of Roy Birch, Chair of the Membership Committee summarising discussions of the Council of Governors Membership Committee held on the 23rd January 2020.

The report detailed discussions held in relation to:

- Chair of the Committee
- Your Voice Meetings
- Member Validation
- Outcome of the Efficacy Task and Finish Group.

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The Council of Governors received and noted the report.

iii) Remuneration

As Chair of the Remuneration Committee, JJ presented a report summarising discussions of the Council of Governors Remuneration Committee held on the 22nd January 2020.

The report detailed discussions held in relation to:

- Chair and Non-Executive Director Performance Review Process 2019/20
- Outcome of the Efficacy Task and Finish Group

JJ highlighted a verbal update provided at the Committee in relation to the *Structure to align remuneration for chairs and non-executive directors of NHS trusts and NHS foundation trusts*. JJ confirmed this was still being debated by NHS Providers and JJ will continue to raise this with them.

The report also confirmed that the Committee had reviewed its Terms of Reference and requested approval of these by the Council of Governors.

The Council of Governors received and noted the report and approved the Committee Terms of Reference.

iv) Nominations

As Chair of the Nomination Committee, SS presented a report summarising discussions of the Council of Governors Nomination Committee held on the 28th January 2020.

The report detailed discussions held in relation to:

- Appointment of the Trust Chair and Non-Executive Directors of the Board.
- Re-Appointment of the Trust Chair and Non-Executive Directors of the Board.

The Council of Governors received and noted the report.

v) Training and Development

As Chair of the Training & Development committee, PG presented a report summarising discussions of the Council of Governors Training & Development Committee held on the 23rd January 2020.

The report detailed discussions held in relation to:

- Learning and Development Programme
- Induction programme
- Outcome of the Efficacy Task and Finish Group

PG highlighted the development of the Learning and Development Programme included in the report, which had allowed her to confirm that there had been 151 learning opportunities that Governors had been able to participate in. She was very pleased that of these just 4 had incurred a direct cost to the Trust.

The report also confirmed that the Committee had reviewed its Terms of Reference and PG requested approval of these by the Council of Governors.

Signed Date

The Council of Governors received and noted the report and approved the Committee Terms of Reference.

014/20 CHAIR / NON-EXECUTIVE DIRECTORS APPOINTMENT / RE-APPOINTMENT

SS requested that this item be deferred as this was not ready to be presented to the Council. SS confirmed that the terms and conditions still needed to be worked through, including a review of the Trust approach to the remuneration guidance published by NHS Improvement / England. In addition, the appraisal process for the Chair and Non-Executive Directors needed to be completed before decisions are made. SS confirmed this item would be brought back to the next Council of Governors meeting in May 2020.

The Council of Governors agreed to defer this item.

015/20 ELECTIONS TO THE COUNCIL OF GOVERNORS

FS presented a report setting out the proposed process that will be undertaken during 2020 for elections to the Council of Governors. FS confirmed that the approval of the Trust Constitution earlier in the agenda means that the election process can now move forward.

FS highlighted that Prospective Governor Workshops will be held and that these would be strengthened to encourage a wider range of members to put themselves forward for election. FS asked the Council to note the election dates included in the report.

The Council of Governors received and noted the report.

016/20 EFFICACY REVIEW ACTION PLAN

FS presented a report that provided the actions agreed by the Task and Finish Group established to review the outcome of the Efficacy Review completed in October / November 2019. FS confirmed that the action plan had been considered by Council of Governors Sub-Committees and it was agreed the actions will be monitored by the Council of Governors Governance Committee.

The Council of Governors received and noted the report.

017/20 YOUR VOICE

TB provided a verbal update on the Your Voice meetings that had taken place in the last month. TB highlighted that the Your Voice at Basildon was well-attended and received positive feedback. The Your Voice at Epping was less well-attended, but good links were made between clinical services and individuals in attendance. TB confirmed that feedback from the meetings will be brought to the next Council of Governors meeting.

SS commented that people in attendance had liked the content of the Your Voice meetings and it was a good opportunity to connect.

The Council of Governors received and noted the verbal update.

018/20 ARRANGEMENTS FOR MANAGING THE ABSENCE OF THE CHAIR

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FS presented the “arrangements for managing the absence of the Chair, including the appointment of the Vice Chair and Acting Chair” procedure for approval.

FS highlighted that the Standing Orders For The Council Of Governors were amended following the SID review of the process for appointing the Vice Chair and legal advice received from Hempsons (the Trust legal advisors) for the articulation of the difference between the Vice Chair and Acting Chair. The amended Standing Orders were approved by the Council of Governors on the 13th November 2019 and an action agreed for the Trust to develop a procedure to support the process of appointing an Acting Chair.

FS confirmed that the procedure had been considered by the Council of Governors Governance Committee and recommended for approval by the Council of Governors.

PG asked that the word “normally” be added to Section 4.8 to clarify the usual process before section 4.9 which sets-out the process if the Council of Governors rejects the recommendation.

The Council of Governors approved the Arrangements for Managing the Absence of the Chair procedure.

019/20 CHAIR AND NON-EXECUTIVE DIRECTOR PERFORMANCE REVIEW PROCESS 2019-20

SS presented a report that setout the proposed process for performance review of the Chair and Non-Executive Directors for the year April 2019 to March 2020. SS confirmed the process incorporates guidance published by NHS/E. AD confirmed that she would be using a new feedback template provided in NHS/E guidance to gather feedback in respect of the performance of the Chair.

JW queried whether the appraisal for Alison Rose-Quirie had been finalised as she was not able to attend the face-to-face appraisal on the 15th May 2020. SS confirmed she would follow this up.

The Council of Governors received and noted the report.

Action:

- 1. Confirm the arrangements for the appraisal date for Alison Rose-Quirie (SS)**

020/20 CHANGES TO THE COUNCIL OF GOVERNORS AND MEMBERSHIP OF ITS COMMITTEES

FS presented a report which identified changes to the composition of the Council of Governors, details of Committee membership and attendance at Council of Governor meetings. FS highlighted the current vacancies in the membership of Committees and requested any volunteers for these Committees to contact the Trust Secretary’s Office.

The Council of Governors received and noted the report.

021/20 GOVERNOR SKILLS AND EXPERIENCES

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SS welcomed AZ who had volunteered to present this item. AZ delivered a presentation outlining his personal experiences, interests and skills.

SS thanked AZ for his presentation.

022/20 QUALITY VISITS

CJ presented a report outlining the Quality Visits that had taken place at:

- Eating Disorders Service, Colchester
- Beech Ward, Rochford Hospital

CJ confirmed that no actions requiring a response from the service were identified and that one comment relating to providing details of local parking arrangements for future visits will be incorporated into the booking process for future visits.

The report also provided an update on action taken since the last meeting.

The calendar of visits booked until May 2020 was provided and Governors were advised that there are spaces remaining for Quality Visits in April and May 2020.

The Council of Governors received and noted the report.

023/20 LEAD AND DEPUTY LEAD GOVERNOR UPDATE

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

The Council of Governors received and noted the report.

024/20 NHS PROVIDERS GOVERNOR ADVISORY COMMITTEE UPDATE

JJ presented a report updating the Council on the work of the NHS Providers Governor Advisory Committee (GAC). JJ highlighted that the report contained ideas taking place nationally for the Council and Trust to consider.

The Council of Governors received and noted the report.

025/20 ANY OTHER BUSINESS

SS advised that the meeting was the last full meeting for PM as a Staff Governor as she would be retiring at the end of April. SS presented PM with a basket of flowers as a thank you for her work and contribution as a Staff Governor.

SS asked the Council of Governors for feedback on the new layout of the meeting and the use of microphones. The Council provided positive feedback on the new layout, with JJ commenting it was good to be able to see people from the front. JW requested name plates for future meetings. SS confirmed these would be made available for future meetings.

CW commented that a trial of video conferencing had been attempted at the meeting, but had not seemed to work. SS confirmed that this was a work in progress and would continue to trial and implement video conferencing for future meetings.

Signed Date

Action:

1. Ensure name plates are available at future meetings. (TSO)

026/20 DATE AND TIME OF NEXT MEETING

The next meeting of the Council of Governors will take place 27th May 2020 at 16.30 in TR1, The Lodge, Lodge Approach, Wickford, Essex, SS11 7XX

The meeting will be preceded by a briefing session with the CEO at 15:45.

The meeting closed at 19.36

DRAFT

Signed Date

In the Chair

ESSEX PARTNERSHIP UNIVERSITY NHS FT

**Council of Governors Meeting
Action Log (following Part 1 meeting held on 13th February 2020)**

Lead	Initials	Lead	Initials	Lead	Initials
Tina Bixby	TB	Sam Rakusen	SR	Natalie Hammond	NH
All Governors	Govs	Trust Secretary	TS		
John Jones	JJ	Ruth Jackson	RJ		

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

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
Nov 083/19 (ii)	TB to circulate Action points to Focus Group and Council of Governors.	TB	Feb-20	Action points circulated.	Closed	
Feb 005/20	Review data provided in the Inpatient Unit Quality and Safer Staffing Scorecard to confirm if the data is accurate in relation to Falls and Restraints.	SM	May-20	11/02: This was investigated and confirmed that the query set-up for the report was pulling incorrect information from the Datix system. This was amended in the report and re-circulated to Council of Governors.	Closed	
Feb 010/20	Refer the CEO Recruitment Procedure back to the Council of Governors Governance Committee to agree the Stakeholder Panel / Observer on the interview panel process.	FS	May-20	Update 26.02.20: Email correspondence provided to CoG Governance Committee amending the procedure presented at Council and Chairs action by CoG Governance Committee Chair to agree process. Email sent to CoG confirming process. Revised procedure agreed and taken forward.	Closed	
Feb 010/20	Amend the Recruitment Schedule to confirm the notice period of the successful candidate will take place	FS	May-20	CEO Recruitment schedule amended.	Closed	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
	following recruitment checks and approvals.					
Feb 011/20	Governors to complete and return "Selection of Local Indicator for External Assurance" forms to the Trust Secretary's Office by close of business on the 19 th February 2020.	Govs	19 th Feb	Completed. Note: NHSE subsequently made significant amendments to the Annual Reporting Requirements in light of COVID19 pandemic. This included removing the requirement for External Audit to audit the Quality Report/ Account which included audit of the Governor selected local indicator.	Closed	
Feb 19/20	Confirm the arrangements for the appraisal date for Alison Rose-Quirie	SS	Apr-20	The appraisal date for Alison Rose-Quirie has been arranged for the 29 th April 2020. Note: changes were subsequently made to the process for the COG RemCo appraisal of NEDs in light of COVID19 pandemic. All NEDs completed a paper based questionnaire which was considered by the RemCo 18 May 2019.	Closed	
Feb AOB	Ensure name plates are available at future meetings.	TSO	May-20 Revised to Sep 20	Meetings are currently being held virtually. Nameplates will be available once physical meetings re-start.	Open	

		Agenda Item No: 5a				
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			28 May 2020	
Report Title:		Performance, Finance and Quality Re port				
Report Lead:		Sally Morris Chief Executive				
Report Author(s):		Jan Leonard Director of ITT				
Report discussed previously at:		Executive Operational Steering Committee Finance and Performance Committee Board Of Directors				
Level of Assurance:		Level 1		Level 2	✓	Level 3

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

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

Summary of Key Issues
<p>Introduction</p> <p>Due to the current COVID-19 pandemic full performance reporting has been suspended leaving focus on hotspots and national indicators. Indicators have been suspended during this time due to a large staff redeployment programme and the reduction of resource for validation and reporting.</p> <p>Information for all suspended indicators continues to be captured and monitored by other teams and services, and where possible via live dashboards and reports. With the continued monitoring of these indicators through other means, any risks identified will continue to be highlighted to the organisation.</p> <p>Full reporting is expected to resume in July 2020.</p> <p>Hot Spots</p> <p>Six hotspots (variance against target/ambition) have been identified as at the end of April 2020 and are summarised in the Hotspots Scorecard:</p> <ul style="list-style-type: none"> • Timeliness of Data Entries (MH Mobius) • 12 Month CPA Reviews • Inpatient MH Capacity (Adults & PICU) • Inpatient MH Capacity (Older Adults)

- Continued Reduction in Out of Area Placements
- Sickness Absence

Safer Staffing

EPUT safer staffing has been identified as a potential risk by the CQC. In April there were no hotspots identified in the Safer Staffing scorecard.

Oversight Framework

This is a summary of performance in respect of all metrics monitored by NHS Improvement (via the Oversight Framework) as at April 2020, previously this was known as the Single Oversight Framework.

In the Oversight Framework Scorecard two hotspots have been identified;

- Sickness Absence
- Out of Area Placements

Quality Account Scorecard

There are three Quality Accounts priorities identified for 2020/21. These are;

- Transformation
- Innovation
- Improvement

The full Quality Account action plan is being developed and will be reported against after the end of Q1, however the April scorecard outlines the 2020/21 priorities and their ambition.

Finance Scorecard

One hotspot has been identified within the Finance scorecard:

- Cost Improvement Programmes

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

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

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

1: Open	✓
2: Compassionate	
3: Empowering	✓

Relationship to the Board Assurance Framework (BAF)

Are any existing risks in the BAF affected?	Yes
If yes, insert relevant risk	BAF9 BAF10 BAF13 BAF20 BAF31 BAF32 BAF33 BAF34 BAF35 BAF36
Do you recommend a new entry to the BAF is made as a result of this report?	No

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

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

Acronyms/Terms Used in the Report			
ALOS	Average Length Of Stay	FRT	First Response Team
AWoL	Absent without Leave	FTE	Full Time Equivalent
CCG	Clinical Commissioning Group	IAPT	Improving Access to Psychological Therapies
CEO	Chief Executive Officer	MHSDS	Mental Health Services Data Set
CHS	Community Health Services	NHSI	NHS improvement
CIP	Cost Improvement Programme	OBD	Occupied Bed days
CPA	Care Programme Approach	OP	Older People
CQC	Care Quality Commission	OT	Outturn
CRHT	Crisis Resolution Home Treatment Team	PbR	Payment by Results
CWP	Connecting with People	PD	Personality Disorder
CYPHS	Children and Young People Health Service	PHSO	Public Health Service Ombudsman
DDS	Daily Diary Sheets	PICU	Psychiatric Intensive Care Unit
DIST	Dementia Intensive Support Team	RAG	Red-Amber-Green
ECPA	Electronic CPA	RTT	Referral to Treatment
EIP	Early Intervention in Psychosis	RWB	Recovery & Well-Being Team
FEP	First Episode of Psychosis	YTD	Year To Date
FFT	Friends and Family Test		

Supporting Documents and/or Further Reading

Scorecard – Hotspots
Scorecard – Safer Staffing
Scorecard – Oversight Framework
Scorecard – Quality Accounts
Scorecard – Finance

Lead

Sally Morris
Chief Executive

Council of Governors

EPUT Integrated Quality and Performance Score Cards

April 2020



Report Guide

Use of Hyperlinks

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

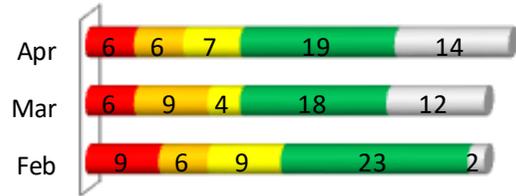
How is data presented?

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

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

SECTION 1 - Performance Summary

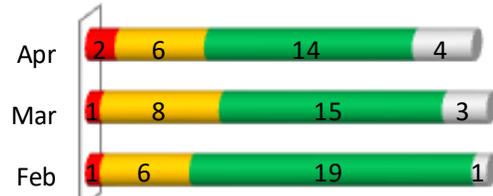
Hotspots Summary of Quality and Performance Indicators (Pg 7)



April Hotspots

- 2.1 Timeliness of Data Entry (Pg 6)
- 2.3 CPA 12 Month Reviews (Pg 7)
- 2.9 Inpatient MH Capacity – Adult & PICU (Pg 7)
- 2.10 Inpatient MH Capacity – Older Adult (Pg 8)
- 4.5 Out of Area Placements (Pg 9)
- 5.3 Sickness Absence (Pg 9)

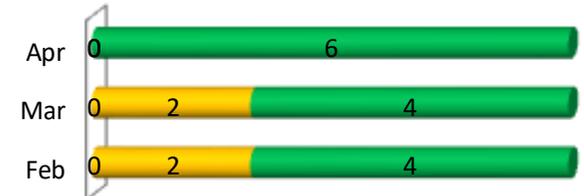
Summary of Oversight Framework Indicators (Pg 11)



April Hotspots

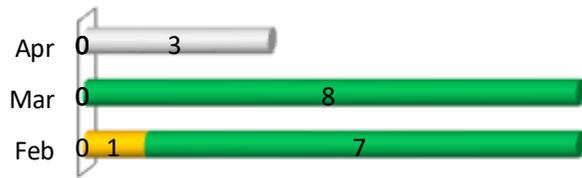
- Out of Area Placements
- Sickness Absence

Summary of Safer Staffing Indicators (Pg 20)



No hotspots identified within the Safer Staffing scorercard.

Summary of Quality Account Indicators (Pg 22)

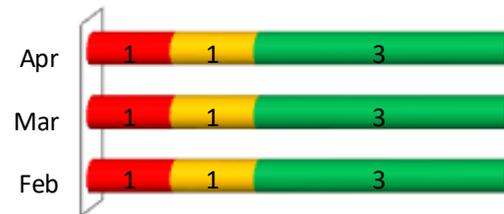


EPUT has set three new Quality Priorities for 2020/21:

- Improvement
- Transformation
- Innovation

The full Quality Account action plan is currently under development.

Finance Summary (Pg 23)



April Hotspots

- Cost improvement Programmes

SECTION 2 - EPUT Quality and Performance Reporting Hot Spots Scorecard

For Note:

- 1.2.1 Serious Incidents – MH and Specialist EPUT has again set an ambition to have a reduction in SIs in 2020/21 compared to 2019/20. In April there were eight Mental Health serious incidents within the Trust, this represents an increase from our position in March but overall EPUT is continuing to see a reducing trend.
- 1.2.2 SIs – CHS Zero Community Health serious incidents were reported in April and there is no significant trend following analysis.

[Click here to return to Summary](#)

RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
<p>2.1 Timeliness of Data Entry</p> <p>●</p> <p>Committee: FPC Indicator: Local Data Quality RAG: TBC</p>	<p>Hotspot</p> <p>Timeliness of Data Entry is highlighted as a hotspot as Mobius MH data remains below target in April 20. <u>Data Entry MH services (on Mobius)</u> achieved 90.1% in April 20 against the target of 95%. Trend analysis shows no sustained improvement has been made against this target. In April there were seven (out of 11) MH Services and two (out of two) Specialist services below target. With the following services below 90%:</p> <ul style="list-style-type: none"> • Crisis Home Treatment • Recovery Wellbeing • Other Teams • Forensic Community • Learning Disability Community <p>Late data entry has a significant impact on trust reported performance and internal figures being at variance with national figures.</p>						
	<p>2.2.2 Timeliness of data entry - Continuation Sheets Completed (Mobius)</p> <p>Target 95%</p>	90.1%	●	<p>Above Target = Good</p>	●	No trend noted	TBC

RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
<p>2.3 CPA Review</p> <p>●</p> <p>Committee: Quality Indicator: National Data Quality RAG: TBC</p>	<p>Hotspot</p> <p>CPA Reviews have been highlighted as a hotspot as there is a significant declining trend noted and compliance for April 20 remains below 95% target at 88.9%. There were eight Teams in the South, four Teams in Mid, five Teams in NE and eight Teams in West below target. This indicator has been steadily falling since July 2019 and is affecting other indicators including Care Plan Reviews and Section 117 Reviews. This decline has been noted by all commissioners.</p>						
	<p>People on CPA will have a formal CPA review within 12 months</p> <p>Target 95%</p>	88.9%	●	<p>Above Target = Good</p>	●	<p>Special Cause Variation of concerning nature due to decline in performance</p>	
<p>2.9 Inpatient Capacity Adult & PICU MH</p> <p>●</p> <p>Committee: Quality Indicator: Local Data Quality RAG: TBC</p>	<p>Hotspot</p> <p>Adult & PICU Inpatient Capacity MH have been highlighted as a hotspot due to parts of the indicator being at variance with EPUT ambition:</p> <p><u>2.9.1 ALOS Adults</u> has increased from the position reported in March (52.7 days) to 66.6 and remains above National Benchmark of <31.6. Special Cause Variation showing sustained increase in ALOS.</p> <p><u>2.9.5 ALOS PICU</u> is above target in April at 50.6 days against target of <42 days, this is a reduction on the position reported in March (60.9 Days)</p> <p>A Flow & Capacity risk based assessment is currently being undertaken. It should be noted that due to the COVID19 pandemic a dmissions have been restricted and clients are being discharged and wards closed and merged to create capacity and support staffing issues.</p>						
	<p>2.9.2 Adult Mental Health ALOS on discharge less than NHS benchmark</p> <p>Target: 31.6</p>	66.6	●	<p>Below Target = Good</p>	●		

RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
	2.9.5 PICU Mental Health ALOS on discharge less than NHS benchmark Target: 42	50.6	●	<p>Below Target = Good</p>	●		
2.10 Inpatient Capacity Older People MH Committee: Quality Indicator: Local Data Quality RAG: TBC	<p>Hotspot Older Adult Inpatient Capacity MH has been highlighted as a hotspot due to parts of the indicator being at variance with EPUT ambition: 2.10.1 <u>ALOS Older Adults Discharged</u> remains above target in April, 76.4 days against a target of <76.4 days. 2.10.2 <u>ALOS Older Adults Current</u> is above target in April, 111.3 days against a target of <80 days. A Flow & Capacity risk based assessment is currently being undertaken. It should be noted that due to the COVID19 pandemic admissions have been restricted and clients are being discharged and wards closed and merged to create capacity and support staffing issues.</p>						
	2.10.1 Older People Mental Health ALOS on discharge less than NHS benchmark excluding leave Target: 70.3	76.4	●	<p>Below Target = Good</p>	●		
	2.10.2 Older People Mental Health ALOS Current inpatients Target: <80	111.3	●	<p>Below Target = Good</p>	N/A		

RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
4.5 Out of Area Placements ● Committee: FPC Indicator: Oversight Framework Data Quality RAG: Amber	Hotspot Out of Area Placements has been highlighted as a hotspot due to trend analysis showing Special Cause Variation of concerning nature with an increasing number of OOA placement Occupied Bed Days. In April EPUT placed zero new clients out of Area, three remained OOA from prior placements (14 were repatriated in April). The total Occupied bed days for all out of area placements in April was 322. As at 18 th May 2020 there remain two clients in private out of area beds, one of these has however been moved to a General Hospital with suspected COVID-19 symptoms. Action plan is in place to address OOA placements in addition to the Flow & Capacity principals and daily SITREPS.						
	Reduction in Out of Area Placements Target: Reduction to achieve 0 OOA by 2021	322	●	Below Target = Good 	●	Special cause variation of concerning nature due to increasing trend.	
5.3 Sickness Absence ● Committee: FPC Indicator: Oversight Framework Data Quality RAG: TBC	Hotspot Sickness absence has been highlighted as a hotspot due to three months above target. The draft April figure is 6.7%, this suggests there remains potential late entry of sickness absence. Increase in Sickness is due to Covid-19.						
	5.3.1 Sickness Absence consistent with MH Benchmark 6% EPUT Target <5.0%	11.1% March	●	Below Target = Good 	●	* Please note sickness is reported in arrears. Special Cause or Concerning nature or higher pressure due to (H)igher values.	

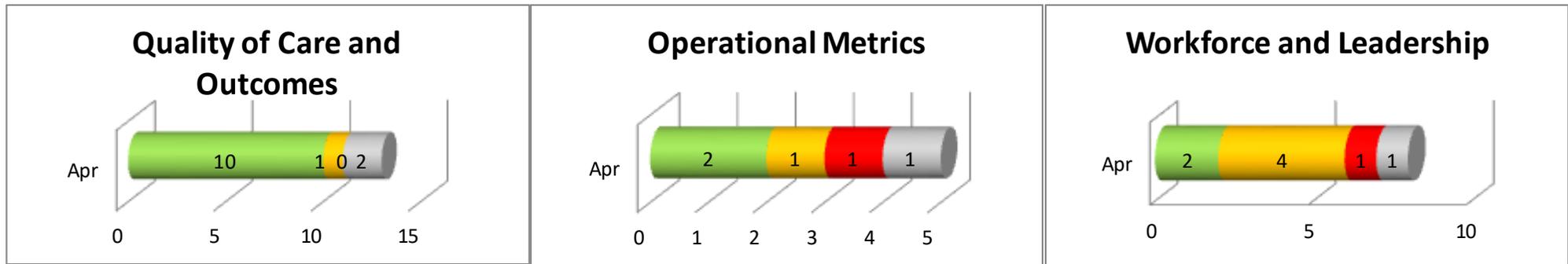
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SECTION 3 – Oversight Framework

[Click here to return to Summary](#)

Summary

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



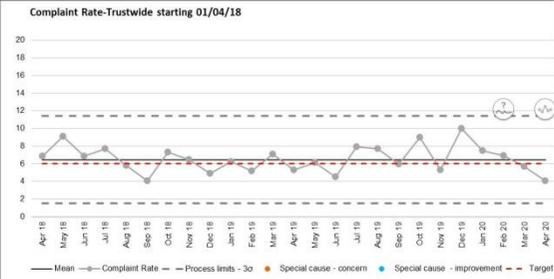
Hotspots (2 hotspots)

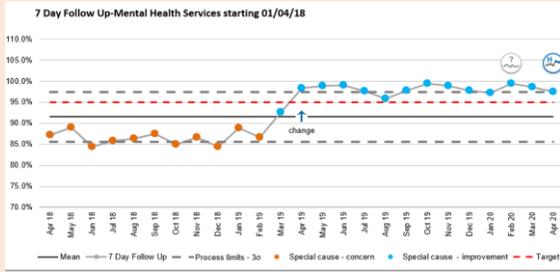
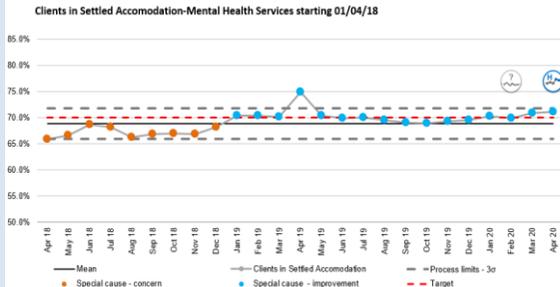
- Out of Area Placements
- Sickness Absence

Emerging Risks (6 emerging risks)

- Potential Under Reporting of Patient Safety Incidents
- IAPT Moving to Recovery
- Staff Survey indicators

Quality of Care and Outcomes							
RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
●	5.1 CQC Rating CQC rating of Good or above (no target set) Committee: FPC	Good	●	Achieved overall "Good" with Outstanding for Caring Oct 2019			

Quality of Care and Outcomes							
RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
<p>4.1 Complaints</p> <p>●</p> <p>Committee: FPC</p>	<p>Written Complaint Rate (no target set)</p>	4.08	●	<p>Below Target = Good</p> 	●		
<p>5.6 Staff FFT</p> <p>●</p> <p>Committee: FPC</p>	<p>Staff Friends and Family Test % recommended – care (extremely likely or likely to recommend) (no target set)</p>		●		●	<p>FFT is currently suspended nationally</p>	
<p>1.1 Never Event</p> <p>●</p> <p>Committee: Quality</p>	<p>Occurrence of a Never Event in last 6 months (no target set)</p>	0	●	<p>Year to Date 0</p>	●	<p>Monitored over six-month rolling period</p>	
<p>3.1 Patient MH Survey</p> <p>●</p> <p>Committee: Quality</p>	<p>CQC community mental health survey (no target set)</p>		●	<p>EPUT achieved the same or better in all 11 domains in the 2019 survey</p>	●	<p>Action plan in place and all actions within timescales</p>	

Quality of Care and Outcomes							
RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
● Committee: Quality	3.3.1 Patient FFT MH Mental health scores from Friends and Family Test – % positive (extremely likely or likely to recommend) (no target set)		●			FFT is currently suspended nationally	
● Committee: Quality	3.3.2 Patient FFT CHS Community scores from Friends and Family Test – % positive (extremely likely or likely to recommend) (no target set)		●		●	FFT is currently suspended nationally	
● Committee: Quality	2.8.1 7 Day Follow Up 95% of people on Care programme approach (CPA) are followed up within 7 days of discharge from hospital Target 95%	97.4%	●	Below Target = Good 	●	Special Cause of improving nature	
● Committee: Quality	2.4 Settled Accomodation % clients in settled accommodation (no target set) LA Target 70%	71.1%	●	Trend above Target = Good 	●		

Quality of Care and Outcomes							
RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
<p>2.5 Employment</p> <p>●</p> <p>Committee: Quality</p>	<p>% clients in employment (no target set)</p> <p>LA Target 7%</p>	40.5%	●	<p>Trend above Target = Good</p>	●	<p>Assurance indicates consistently meeting target.</p> <p>Investigating spike in performance in April.</p>	
<p>1.8 Patient Safety Incidents</p> <p>●</p> <p>Committee: Quality</p>	<p>Potential under-reporting of patient safety incidents</p> <p>Target >44.33</p>	35.8	●	<p>Trend above Target = Good</p>	●	<p>Special cause of concerning nature due to (L)ower values.</p>	
<p>1.15 Under 16 Admissions</p> <p>●</p> <p>Committee: FPC</p>	<p>Admissions to adult facilities of patients under 16 years old</p>	0	●	<p>Zero admissions in April.</p>	●		

[Click here to return to Summary](#)

Operational Metrics							
RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
<p>4.6 First Episode Psychosis</p> <p>●</p> <p>Committee: Quality</p>	<p>>56% of people with a first episode of psychosis (FEP) begin treatment with a NICE-recommended care package within two weeks of referral</p>		●	<p>Trend above Target = Good</p>	●		
<p>2.2 DQMI</p> <p>●</p> <p>Committee: FPC</p>	<p>Data Quality Maturity Index (DQMI) – MHSDS dataset score above 95%</p> <p>Target 95%</p>	96.7%	●	<p>Trend above target = good</p>	●		
<p>2.16.3/4 IAPT Recovery Rates</p> <p>●</p> <p>Committee: FPC</p>	<p>Improving Access to Psychological Therapies (IAPT) /talking therapies 50% of people completing treatment who move to recovery</p> <p>Target 50%</p>	CPR 0.6%	●	<p>Trend above target = Good</p>	●	<p>In April the IAPT service saw a higher than usual rate of self-discharges mid therapy. This was due to patient concerns around Covid-19.</p>	

Operational Metrics							
RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
		SOS 0.9%	●	Trend above target = Good 	●	In April the IAPT service saw a higher than usual rate of self-discharges mid therapy. This was due to patient concerns around Covid-19.	
2.16.5/6 IAPT Waiting Times Committee: FPC ●	Improving Access to Psychological Therapies (IAPT)/talking therapies b. waiting time to begin treatment: i) 75% within 6 weeks ii) 95% within 18 weeks	i) 100%	●	Trend above target = Good 	●	Consistently passing target	
		ii) 100%	●	Trend above target = Good 			

Operational Metrics							
RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
<p>4.5 Out of Area Placements</p> <p style="text-align: center;">●</p> <p>Committee: FPC</p>	Continued reduction in Out of Area Bed days to 0 by 2020/21	322	●	<p>Below Target = Good</p>	●	Special cause variation of concerning nature due to achieving Higher values.	

Workforce and Leadership							
RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
<p>5.3.1 Staff Sickness</p> <p style="text-align: center;">●</p> <p>Committee: FPC</p>	Staff Sickness Rates (no target set) MH Benchmark 6%	11.1% March	●	<p>Below Target = Good</p>	●	<p>* Please note sickness is reported in arrears.</p> <p>Increase in Sickness is due to Covid-19. The draft April figure is 6.7%.</p> <p>Special Cause or Concerning nature or higher pressure due to (H)igher values</p>	N/A
<p>5.2.2 Turnover</p> <p style="text-align: center;">●</p> <p>Committee: FPC</p>	Staff turnover rates (no target set) Local Target 12%	11.1%	●	<p>Below Target = Good</p>	●	<p>N/A</p> <p>Special Cause Variation showing improving trend</p>	N/A

Workforce and Leadership							
RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
5.7.3 Temporary Staff  Committee: FPC	Proportion of temporary staff Agency staff costs (no target set)	7.6%		Below Target = Good 			N/A
5.5 Staff Survey  Committee: FPC	Place to Work of Receive Treatment	Recommendation of the organisation as a place to work or receive treatment					
		Staff Survey 2019		EPUT	Average	Comments	
		C21a Care of patients / Service users is my organisations top priority		74.3%	73.6%	Better than last year.	
		C21c I would recommend my organisation as a place to work		58.9%	62.4%	Worse than average	
	C21d If a friend or relative needed treatment I would be happy with the standard of care provided by this organisation		60.8%	67.52%	Below average		
	Harassment, Bullying and Abuse	Support and compassion average rating of:					
		<ul style="list-style-type: none"> • % experiencing harassment, bullying or abuse from staff in the last 12 months • % not experiencing harassment, bullying or abuse at work from managers in the last 12 months • % not experiencing harassment, bullying or abuse at work from managers in the last 12 months 					
		Staff Survey 2019		EPUT	Average	Comments	
		Safe Environment – Bullying & Harassment (high is better)		7.9	8.2	Below Average	
	Well Being and Safety at Work – Harassment, bullying or abuse at work from managers (low is better)		12%	10.8%	Above Average		
Well Being and Safety at Work – Harassment, bullying or abuse at work from other colleagues (low is better)		18.4%	16.3%	Above Average			
Team Work	Teamwork Average of:						
	<ul style="list-style-type: none"> • % agreeing that their team has a set of shared objectives • % agreeing that their team often meets to discuss the team’s effectiveness 						
	Staff Survey 2019		EPUT	Average	Comments		
	Q4h The Team I work in has a set of shared objectives		75.4%	73.7%	Better than average and better than last year.		
Q4i The Team I work in often meets to discuss the team’s effectiveness		68.5%	69.1%	Below Average better than last year			
Trusts in lowest third across the sector will represent a concern							

Workforce and Leadership																					
RAG	Ambition / Indicator	Position M1		Trend	Nat	Narrative	Recovery Date														
		Perf	RAG		RAG																
	Inclusion	Inclusion (1) Average of • % staff believing the trust provides equal opportunities for career progression or promotion • % experiencing discrimination from their manager/team leader or other colleagues in the last 12 months																			
		<table border="1"> <thead> <tr> <th>Staff Survey 2019</th> <th>EPUT</th> <th>Average</th> <th>Comments</th> <th></th> </tr> </thead> <tbody> <tr> <td>Q14 Does your organisation act fairly with regard to career progression / promotion, regardless of ethnic background, gender, religion, sexual orientation, disability or age</td> <td>82.4%</td> <td>85.1%</td> <td>Below Average</td> <td>●</td> </tr> <tr> <td>Q15b Discrimination at work from manager / team leader or other colleagues in last 12 months</td> <td>8.1%</td> <td>6.4%</td> <td>Above average</td> <td>●</td> </tr> </tbody> </table>					Staff Survey 2019	EPUT	Average	Comments		Q14 Does your organisation act fairly with regard to career progression / promotion, regardless of ethnic background, gender, religion, sexual orientation, disability or age	82.4%	85.1%	Below Average	●	Q15b Discrimination at work from manager / team leader or other colleagues in last 12 months	8.1%	6.4%	Above average	●
Staff Survey 2019	EPUT	Average	Comments																		
Q14 Does your organisation act fairly with regard to career progression / promotion, regardless of ethnic background, gender, religion, sexual orientation, disability or age	82.4%	85.1%	Below Average	●																	
Q15b Discrimination at work from manager / team leader or other colleagues in last 12 months	8.1%	6.4%	Above average	●																	
		Trusts in lowest third across the sector will represent a concern Inclusion (2) The BME leadership ambition (WRES) re executive appointments. Trusts in lowest third across the sector will represent a concern This indicator will form part of the Workforce Race Equality Action Plan (This is due to be devised in the summer 2020 when new set of WRES results become available).																			

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

SECTION 4 – Safer Staffing Summary

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

Safer Staffing							
RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
●	Day Qualified Staff We will achieve >90% of expected day time shifts filled.	105.9%	●	Trend above target = good 	●	The following wards were below target in April: Adult: Ardligh, Basildon MHAU & Peter Bruff Nursing Homes: Rawreth Court & Clifton Lodge CAMHS: Poplar	N/A
●	Day Un-Qualified Staff We will achieve >90% of expected day time shifts filled.	142.8%	●	Below Target = Good 	●	The following ward was below target in April: Older: Kitwood	N/A
●	Night Qualified Staff We will achieve >90% of expected night time shifts filled	104.0%	●	Trend above target = good 	●	The following wards were below target in April: Adult: Thorpe Older Adult: Kitwood & Meadowview Nursing Homes: Clifton Lodge & Rawreth Court CAMHS: Longview Specialist: Dune PICU: Hadleigh	N/A

Safer Staffing							
RAG	Ambition / Indicator	Position M1		Trend	Nat RAG	Narrative	Recovery Date
		Perf	RAG				
●	Night Un-Qualified Staff			Below Target = Good	●		
	We will achieve >90% of expected night time shifts	178.5%	●	<p>>90% Shifts Filled Unregistered Night - Trustwide starting 01/04/18</p>	●	There were no wards below target in April	N/A
●	Fill Rate			Trend above target = good	●		
	We will monitor fill rates and take mitigating action where required		●	<p>< 13 wards with fill rates below 90% - Trustwide starting 01/04/18</p>	●	<p>Fill rates are reviewed twice daily through bed management sit rep calls and mitigating action taken when required.</p> <p>The following wards had fill rates of <90% in April:</p> <p>Adult: Ardleigh, Basildon MHAU, Peter Bruff & Thorpe</p> <p>Older Adult: Kitwood & Meadowview</p> <p>Nursing Homes: Clifton Lodge & Rawreth Court</p> <p>CAMHS: Longview & Poplar</p> <p>Specialist: Dune</p> <p>PICU: Hadleigh</p>	N/A
●	Shifts Unfilled			Below Target = Good	●		
	We will monitor fill rates and take mitigating action where required		●	<p>< 13 wards with shifts unfilled - Trustwide starting 01/04/18</p>	●	<p>The following wards had more than 10 days without shifts filled in April:</p> <p>Adult: Ardleigh, Basildon MHAU, Gosfield, Peter Bruff & Thorpe</p> <p>Specialist: Alpine, Dune & Edward House</p> <p>Older Adult: Kitwood and Meadowview</p> <p>Nursing Homes: Clifton Lodge & Rawreth Court</p> <p>CAMHS: Longview & Poplar</p>	N/A

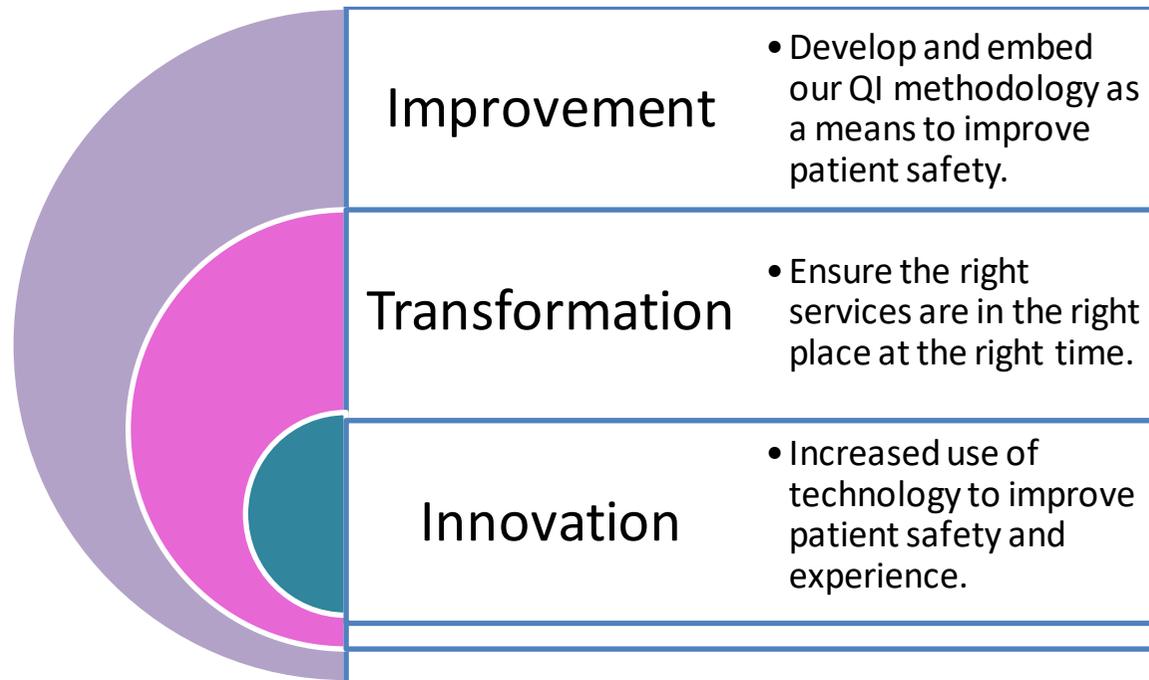
QUALITY PRIORITIES UPDATE (Month 01) April 2020

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

Each year EPUT sets annual Quality Priorities to help us to achieve our long term quality goals. They are identified through feedback from service users, carers, staff and partners, as well as information gained from incidents, complaints and learning from Care Quality Commission findings. They represent the greatest pressures that the organisation is currently facing. At this unprecedented time as a result of Covid-19 it is to be expected that there will be changes to the healthcare system on a macro scale that will impact on quality priorities moving forward.

In line with NHSI guidance our priorities cover indicators from each of the three areas of service user quality – safety, effectiveness and experience which we have aligned with corporate objectives.

The below details our three new 2020/21 Quality Priorities and the driving aim of each one:



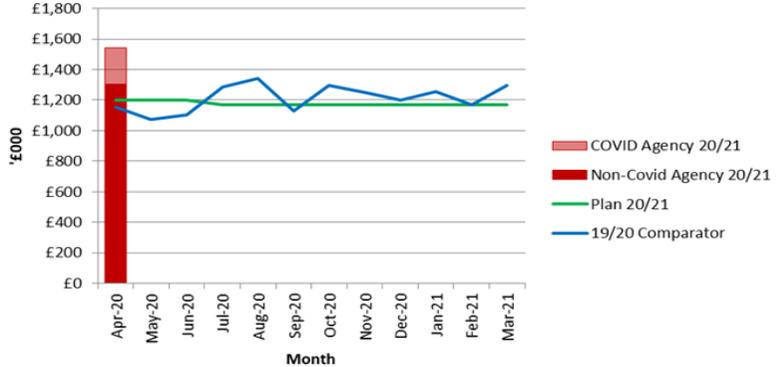
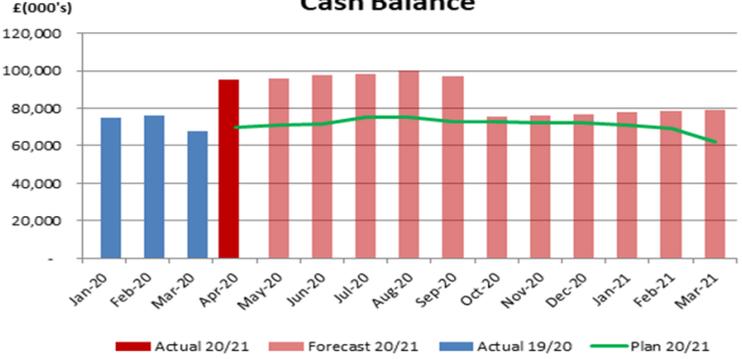
The action plan for each Priority is currently being presented to and considered by the Quality Committee.

Once approved the full action plan will be embedded and monitored through this section of the Trust Quality and Performance report.

SECTION 6 - Finance

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

RAG	Ambition / Indicator	Position	Trend
 <p>Financial Risk Rating / Use of Resources</p>	<p>NHS Improvement's metric of financial risk</p>	<p>Due to the COVID-19 pandemic, for 2020/21 the Trust is operating under an Emergency Financial Regime and currently NHSI is not monitoring Trust's against the Use of Resources Rating.</p>	
 <p>Year to Date Operating Deficit</p>	<p>Operating Income and Expenditure</p>	<p>Due to the COVID-19 pandemic, the Trust is operating under an Emergency Financial Regime which is expected to be in place for Months 1 - 7 inclusive. The Trust's draft Continuing Operating performance at the end of Month 1 - April 2020 is break-even (£0). The draft 20/21 plan submitted in March 2020, forms the basis of the budgets the Trust is currently reporting against internally. During the Emergency Financial Regime, all NHS provider organisations reporting a deficit will receive Top Up Payments to adjust their reported position to breakeven.</p>	
 <p>Cost Improvement Programmes</p>	<p>Planned improvement in productivity and efficiency</p>	<p>The Trust's CIP target for 20/21 is £11.7m, this includes the 19/20 recurrent CIP shortfall brought forward of £5.1m. The CIP Programme is affected by the response to COVID-19 and the emergency finance regime. The Trust will need to focus on delivery of recurrent CIPS as we move into the recovery phase. Any CIPS already actioned in 20/21 will be recorded in the ledger and reported in M2</p>	

RAG	Ambition / Indicator	Position	Trend
 Agency Costs	Control of Agency Costs	<p>The Trust's Agency target for 2020/21 is £14,118k. The total expenditure at the end of Month 1 on Agency Staff was £1,543k against the Trust plan of £1,176k giving an adverse variance of £376k. The impact of COVID expenditure in Month 1 was £241k. The 19/20 comparator is last years agency spend.</p>	<p style="text-align: center;">Monthly Agency Spend</p> 
 Cash Balance	Cash Balances	<p>The cash balance at the end of April is £95,188k compared to an adjusted plan of £69,718k. This variance largely relates to the impact of the current cash regime, whereby the Trust received two block payments during April. NHSI have confirmed that the current NHS block income arrangements will remain in force until the end of month 6 at least. For the forecast cash position, the Trust has not factored in any block income during month 7 with payments reverting to monthly contract payments thereafter.</p>	<p style="text-align: center;">Cash Balance</p> 

END

Agenda Item: 5(b)

SUMMARY REPORT	COUNCIL OF GOVERNORS		28 May 2020			
	PART 1					
Report Title:	Report From The Chair					
Report Lead:	Professor Sheila Salmon Chair of the Trust					
Report Author(s):	Angela Horley PA to Chair, Chief Executive and NEDs					
Report discussed previously at:						
Level of Assurance:	Level 1	✓	Level 2		Level 3	

Purpose of the Report

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

Recommendations/Action Required

The Council of Governors is asked to:

- Note the contents of this report.

Summary of Key Issues

The report provides an overview of the Chair's, Non-Executive Directors' and Board related activities since the last report to the Council of Governors in February 2020.

An update report from the Chair of the Trust will be provided at each general meeting of the Council of Governors.

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

1: Open	✓
2: Compassionate	✓
3: Empowering	✓

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

Supporting Documents and/or Further Reading

Main report

Lead



Professor Sheila Salmon
Chair of the Trust

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

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

2.0 Service and Quality Visits

Due to the ongoing Covid-19 Pandemic and the enforced lockdown by Government the Board of Directors took the decision to cancel all non-essential service visits. These will be restored at the earliest safe opportunity. The Non-Executive Directors and I have been kept fully briefed during this extraordinary time by the Chief Executive, by daily all staff briefings and weekly MS Teams meetings.

3.0 Update from NEDs**i) Alison Rose-Quirie**

Unfortunately the quality visit was cancelled early March and due to the lock down I have not undertaken any visits since the last report. However, I have kept up to date with daily updates from the Trust, Regional and National bodies. I have joined the weekly sit reps and the weekly staff updates with the CEO in addition to all virtual meetings. The Strategy Committee was cancelled but I joined the F&P Committee to receive the workforce update from the HR Director. I have been proactive in maintaining contact with the Exec and the F2SU Guardian to seek assurance around staff welfare during this difficult time.

ii) Janet Wood

As NED champion for Emergency Preparedness Resilience and Response (EPRR) I have been very busy since the last Council meeting fulfilling this role. This has involved joining planning meetings, reviewing arrangements and checking in on the well-being of this team. I have also been able to finalise the revised NED complaint review process which will come into place for this new financial year. The process will now look at evidence that the lessons learnt identified within the complaint investigation have been auctioned. We will also continue to look at the quality of both the investigation and response.

iii) Amanda Sherlock

It was a pleasure to do a quality visit with governor colleagues to Stort Ward at the Derwent centre just a couple of weeks before 'lock down'. Despite the ward being very busy, the staff made us feel welcome and were open and engaging about the challenges and great things they do as a team every day. There was a good discussion about the opportunities to utilise the space in the 'hub' and exploring the possibility to work collaboratively with local groups and the wider voluntary sector. Whilst we were in the reception waiting to start our visit, a patient spoke to us about her experiences at the Derwent and was full of praise for how staff treat her (unlike another provider she mentioned!). March and April have obviously been challenging times and I am grateful to Natalie in particular for enabling the Quality Committee to continue and provide assurance and much

needed guidance on some really tricky areas such as PPE and keeping standards up in the midst of this challenge. My own experiences outside of EPUT highlight how well led and prepared the organisation is in meeting the challenge of both Covid but also continued mental health and community needs of all our patients

iv) Rufus Helm

Prior to the Covid-19 outbreak, I conducted a site visit to Avocet Ward at Saffron Walden Community Hospital. Issues identified included a need for investment in the fabric of the ward as there were signs of damp and peeling paint as well as a lack of provision of medical and pharmacist cover at week-ends. I also attended a NED event put on by PwC which described an innovative approach to health and social care in Wigan which may provide a model for our own interactions with our local councils. I have been active in the Quality Committee and have appreciated being able to join numerous other meetings utilising technology.

v) Manny Lewis

In March and April, apart from the regular scrutiny meetings of Finance & Performance Committee and Strategy & Policy Committee I have attended all of the Covid 19 briefings by the Chief Exec. The latter has given really strong assurance on the Trust's response to the pandemic, evidencing good operational leadership by the Executive Team and outstanding commitment from all our staff. At F&P we particularly acknowledged the staff response to the pandemic. Nursing, clinical and front line staff have been incredibly courageous and responsive but also the support staff in IT (where remote working was rolled out brilliantly), HR (where all the processes for managing staff sickness, cover, testing, shielding have been managed in an exemplary and sensitive way), Estates (where wards have been quickly reconfigured and deep cleaning routines introduced) and Finance (who have responded well to the deluge of new financial Covid related requirements from the Region) as well as the Comms team who have produced regular excellent briefings keeping everyone up to date.

I was a member of the Panel for the CEO interviews and also met and briefed candidates informally.

There has also been a lot of HWE STP representation on behalf of EPUT. I had a catch up meeting with the Chair, Paul Burstow to reinforce our position on mental health & learning disability delivery across the STP and we discussed the recovery planning post Covid. The STP successfully gained ICS status and is now moving fast to establish its leadership and management governance from September this year. I continue to raise with the STP the need for the role of governors to be considered in any new structures.

vi) Alison Davis

Since my last report to the CoG I have become a member of a Serious Incident Investigation Panel. My experiences as a clinician and as a lawyer have been particularly useful in this work, as evidence is gathered and scrutinized. I have been impressed with the thoroughness of the investigating team and also the compassion shown to the parties involved. I was invited to chair an Ethics Committee set up specifically to deal with issues that may arise from the Covid pandemic. We have met several times to consider principles for potential situations and again my legal and clinical experience have been helpful. It has also provided me with valuable insight into the challenges facing clinical staff. I was very pleased to attend an EPUT Lab session, hearing about staff ideas for innovation and quality improvement to services. We also had the opportunity to test a virtual reality headset from a company demonstrating how to provide a 'real' experience of a work environment to possible trainees e.g. clinic work or how it feels to be on a ward.

Since lockdown it has been very encouraging that the introduction of technology to ensure necessary distancing, has been embraced by large numbers of staff. I have become increasingly comfortable with its use and effectiveness for meetings, including appraisals, audit work, SI Panel and Ethic Committee meetings. I look forward to its continued use as appropriate. There has been a lot of positive feedback from staff as well, particularly in regard to the weekly briefings from Sally Morris and the senior team. Due to the pandemic lockdown I will be carrying over my plans to meet with various community groups as soon as possible, and also linking in with other local Senior Independent Directors.

vii) Nigel Turner

Personally, it has been a very hectic time for me professionally since February, especially since the outbreak of the global pandemic. Since then I have taken on the role of finance lead on the outline business case for Princess Alexandra Hospital's ("PAH") prospective new hospital in Harlow as part of the government's *Healthcare Infrastructure Plan*; one of the six hospital building projects announced last autumn. Whilst being careful to manage any conflicts of interest, I have been ensuring EPUT are duly involved in any new investment, or changes in healthcare provision or infrastructure. In addition, I have been assisting PAH in their emergency response to COVID-19. Please note that I have not let, nor will I, allow these roles to impact on my responsibilities and commitment to EPUT. Another change for me during this time is to get up to speed with the various different technologies available to meet remotely, eg *Microsoft Teams*, *Webex*, *Zoom*, etc. The uptake of such technologies and their associated efficiency improvements may be the one silver-lining to this global pandemic. In terms of my EPUT activities, I've managed to continue to attend all my committee and board commitments, as well as having several conference calls/virtual meetings with your north east Essex colleagues. Unfortunately, and not surprisingly, COVID-19 has severely curtailed my site visit activity. On a personal note, it has been great having my three year old son at home, albeit that my wife has definitely been the one doing the 'heavy lifting', especially when also dealing with our other nine month old son.

4.0 Executive Recruitment

CEO: I am delighted to inform you that the recruitment process for Sally Morris's successor successfully concluded in April and Paul Scott has been confirmed as the incoming Chief Executive Officer. Thank you for your support through this pivotal recruitment campaign. Paul has begun having introductory meetings with the NEDs, Executive Team and system partners and is also having regular catch up meetings with Sally. Paul's official start date will be confirmed in due course once his release from Cambridge University Hospitals is worked through,

CFO: I can confirm that the recruitment process for a new Executive Chief Finance Officer is in train in readiness for the departure of our current Executive CFO Mark Madden later in the year. The Trust is working with an executive search consultancy to assist with the process. Paul Scott is fully involved with Sally's active support. The indicators are positive and we are on track to conclude this process in June.

5.0 External Facing Work

The NEDs and I have joined several national and regional provider network meetings to share intelligence, issues and ideas. We continue to be actively involved in the three STP/ICS localities during the ongoing Covid-19 pandemic. We are pleased to note that the Herts and West Essex system was awarded ICS status as of the 1st April. Mid and South Essex STP are pursuing a confirmed development plan towards ICS recognition during 20-21. Both Manny Lewis and Janet Wood have joined strategic meetings at the Herts and

West Essex ICS and Suffolk and North East Essex ICS respectively. I chaired a system partners meeting for Mid and South Essex STP Health and Care Partnership during this month. I have also had one to one informal meetings with peers and was delighted to be able to welcome the incoming Chair of the East of England Ambulance Service, Nicola Scrivens. The greatly increased use of technology internally and externally has enabled partners to come together to respond to this crisis effectively and to plan for recovery and reset, driving towards a “new normal state” from March 2021. The RESET planning is being mainly progressed at System level and is requiring the full and active involvement of all partners across health and social care. We are scrutinising our own strategic plan and transformation programme to re-boot and ensure that this is relevant and able to meet the changing demands and altered care environments.

6.0 Recommendations

The Council of Governors is asked to:

- 1 Note the contents of this report.



Professor Sheila Salmon
Chair of the Trust
22 May 2020

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		28 May 2020	
Report Title:	Care Quality Commission (CQC) Update			
Executive/Non-Executive Lead:	Sally Morris, Chief Executive Officer			
Report Author(s):	Jane Cheeseman Head of Compliance and Risk			
Report discussed previously at:	N/A			
Level of Assurance:	Level 1	✓	Level 2	Level 3

Purpose of the Report		Approval	
This report provides an update on the activities that are being undertaken within the Trust and information available to maintain compliance with CQC standards and to support the Trust's ambition of achieving an outstanding rating by 2022.		Discussion	
		Information	✓

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

Summary of Key Issues	
CQC Well Led Inspection (July-August 2019)	
A summary of progress has been included prepared by the Compliance team based on updates from the action leads. As at the end of April 2020, 195 (87%) of the internal actions agreed have been reported as completed. However 21 (9%) of internal actions have not been completed within the internal timescales agreed.	
Rawreth Court Registered Manager	
The CQC has now undertaken the 'Fit Persons' interview and the Trust nominated manager has successfully been appointed as the new Registered Manager under the Health and Social Care Act 2008.	

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

Which of the Trust Values are Being Delivered	
1: Open	✓
2: Compassionate	✓
3: Empowering	✓

Relationship to the Board Assurance Framework (BAF)	
Are any existing risks in the BAF affected?	No
If yes, insert relevant risk	
Do you recommend a new entry to the BAF is made as a result of this report?	No

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

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

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

Acronyms/Terms Used in the Report			
CQC	Care Quality Committee		

Supporting Documents and/or Further Reading
Accompanying Report

Lead
Sally Morris Chief Executive Officer

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

CQC Compliance Update

1.0 Introduction

This report provides an update on the activities that are being undertaken within the Trust and information available to maintain compliance with CQC standards and to support the Trust's ambition of achieving an outstanding rating by 2022.

2.0 Ownership and Leadership

2.1 'Towards Outstanding'

As previously reported it was agreed that the trust would take forward the next stage of our compliance programme through a new ambitious working group '*Towards Outstanding*' to focus on 4 key themes (learning lessons; equalities; data quality and restrictive practice) that we believe could make the difference to the quality of our services and lead to improved ratings. Due to Covid-19, the Towards Outstanding meetings have been suspended. It should however be recognised that tremendous learning and innovation has occurred as part of responding to the crisis that will contribute to the Trust's outstanding ambition.

3.0. Preparing for Annual Inspection

3.1. CQC Update

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

4.0. Meeting Registration Requirements

4.1. Registration Changes / Notifications

The Care Quality Commission (Registration) Regulations 2009 make requirements that the details of certain incidents, events and changes that affect a service or the people using it are notified to CQC. During the period of Covid-19 the CQC have included additional questions within the statutory notifications which are to be completed as per usual reporting processes.

The CQC has also streamlined the process for registration of services in light of trusts requirement to introduce new services/ways of working in response to Covid-19. Within EPUT to date there have not been any reported changes that require adjustment to our registration.

4.2 Rawreth Court Nursing Home

The application for the change in registered manager at Rawreth Court was made to the CQC on 15th January 2020. The CQC conducted a telephone interview on 5th May 2020 in respect of this application as part of the fit and proper person's regulation and we have since received news that the named EPUT manager was successfully registered.

5.0 Progress with Existing Action Plans

5.1. CQC Well Led Inspection (July – August 2019)

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

Core Service	Action Type	Must Do / Should Do Actions				Specific Actions That Address Must Do/Should Do Actions			
		Total Actions	Actions Complete	Actions Within Timescale	Actions Past Timescale	Total Actions	Actions Complete	Actions Within Timescale	Actions Past Timescale
Overarching Actions	Must Do	8	5	1	10	107	86	5	16
	Should Do	8							
Acute Wards for Adults & PICU	Must Do	5	5	0	0	30	30	0	0
	Should Do	7	4	0	3	28	25	0	3
Wards for Older People with MH Problems	Must Do	1	0	1	0	4	3	1	0
	Should Do	3	3	0	0	7	7	0	0
Long Stay / Rehab	Must Do	1	0	0	1	2	0	1	1
	Should Do	2	2	0	0	9	9	0	0
Substance Misuse	Must Do	3	2	0	1	9	8	0	1
	Should Do	2	2	0	0	4	4	0	0
End of Life	Should Do	4	4	0	0	11	11	0	0
CAMHS	Should Do	3	3	0	0	12	12	0	0
Overarching Total	Must Do	8	5	1	10	107	86	5	16
	Should Do	8							
	Overall	16	5	1	10	107	86	5	16
Core Services Total	Must Do	10	7	1	2	45	41	2	2
	Should Do	21	18	0	3	71	68	0	3
	Overall	31	25	1	5	116	109	2	5
TOTAL		47	30 (64%)	2	15	223	195 (87%)	7	21

As at the end of April 2020, 195 (87%) internal actions have been reported as complete which is an increase from the 177 reported as at the end of February 2020 to the Board of Directors at its meeting in March 2020. There has been slippage reported with 21 (9%) internal actions which is an increase from 7 reported to the Board of Directors previously.

Progress with the action plan has been impacted by the necessary operational focus on responding to the COVID19 pandemic. The CQC Action Plan progress continues to be presented at Executive Team meetings and is regularly sent out to key leads in addition to being discussed in relevant SMT meetings.

Details of the actions that have not been completed by the agreed date are to be considered by the Quality Committee when it meets 28 May 2020. The CEO has convened a CQC Executive Steering Group which will focus on the overdue CQC actions and identify how these are going to be addressed.

6.0 CQC Insight

The CQC have recently released the updated April 2020 insight report following some changes made to the intelligence indicators and analysis.

The CQC acknowledge that due to the current situation with COVID-19 and the need to release capacity across the NHS to support the response, the collection and publication of some of the official statistics that is included in CQC Insight have been paused. We may therefore begin to see the impact of this on some of the analysis in the Insight tool as a result.

Whilst the CQC are continuing to share insight reports there is no expectation on organisations to respond in any way during this period. However a full analysis of the report will be undertaken by the compliance team to identify any potential risks for the trust.

7.0 Internal Compliance Regime

7.1. Internal CQC Inspections

During this unprecedented time there have been many changes necessary both from a national guidance driven perspective and from the requirement to adapt our internal processes in a way that can best meet both the CQC requirements and to support clinical services. As such, the compliance team switched resources to assist with CQC actions that could be addressed on behalf of operational services.

Examples of these actions are detailed below;

- The development of a protocol for the ward based community meetings. A draft had been developed however this required further review and inclusion of previously agreed criteria. The compliance team were able to take this action forward to further review and finalise the protocol with approval of the Director of Mental Health enabling this action to be closed.
- The need to undertake a review of the single-sex accommodation at Henneage Ward to understand the issue, and identify a solution was undertaken by the compliance team with estates representative and an option suggested by the compliance team was presented to the CQC engagement lead to confirm whether or not the guidance would be met. Confirmation was received from the CQC that the proposal would address the issue and the alterations proposed to the physical environment are now being taken forward.
- The action in regards to identifying local Freedom to Speak up Guardians to focus on community health services, (including End of Life) was unable to progress due to the need to recruit more staff. The compliance team made contact with each of the current F2SU guardians to update and develop the list of current guardians highlighting where they are based and their main role. This was undertaken to aid those who need to contact a F2SU guardian in a relevant area to them, or same specialist.
- Undertake a review of previous incidents to ensure there is not historical pattern of pain occurring in patient wrists. The review of Datix reported incidents was undertaken by the compliance team which established that out of 412 restraint incidents, 1 incident was identified as being injury sustained to service user which was not related to patient's wrist. This was fed back to the service Director and the action was able to be closed.

8.0 Recommendations and Action Required

The Council of Governors is asked to:

1. Note the contents of this report

Report Prepared by:

Jane Cheeseman
Head of Compliance and Risk

On behalf of:

Sally Morris
Chief Executive

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	28 May 2020
Report Title:	Assurance Report from the Chair of the Board of Directors' Charitable Funds Committee	
Executive/Non-Executive Lead:	Nigel Turner Non-Executive Director	
Report Author(s):	Clare Barley, Head of Financial Accounts	
Report discussed previously at:	N/A	
Level of Assurance:	Level 1	<input checked="" type="checkbox"/> Level 2
		Level 3

Purpose of the Report	
This report is provided to the Council of Governors by the Chair of the Charitable Funds Committee. It is designed to highlight the work of the Committee during the period 1 April 2019 to 31 March 2020 from the Chair of the Committees' perspective.	Approval
	Discussion
	Information
	✓

Recommendations/Action Required
The Council of Governors is asked to:
1. Note the work of the Charitable Funds Committee undertaken during 2019/20.

Summary of Key Issues
This report confirms:
<ul style="list-style-type: none"> • the purpose of the Committee; • the membership of the Committee; • the Committee met twice during 2019/20; on 26 June 2019 and 1 October 2019; • as at 31 March 2020, the overall charitable fund had a unaudited value of £876,010, including funds of £42,648 which the Charity continues to hold for the Local Medical Committee; • activities undertaken by the Committee during the year; • the Charitable Funds Committee has been fulfilling its Terms of Reference during 2019/20.

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

Which of the Trust Values are Being Delivered	
1: Open	✓
2: Compassionate	
3: Empowering	

Relationship to the Board Assurance Framework (BAF)	
Are any existing risks in the BAF affected?	No
If yes, insert relevant risk	

Do you recommend a new entry to the BAF is made as a result of this report?	No
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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?	N/A
If YES, EIA Score	

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

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

Acronyms/Terms Used in the Report

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Supporting Documents and/or Further Reading

Accompanying Report

Lead

Nigel Turner Non-Executive Director Chair of the Charitable Funds Committee
--

REPORT FROM THE CHAIR OF THE BOARD OF DIRECTORS' CHARITABLE FUNDS COMMITTEE

1.0 Purpose of Report

This report is provided to the Council of Governors by the Chair of the Charitable Funds Committee. It is designed to highlight the work of the Committee during the period 1 April 2019 to 31 March 2020 from the Chair of the Committee's perspective.

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

2.0 Committee Purpose

The Terms of Reference of the Committee were reviewed and approved in November 2018. These will be reviewed and approved at the next scheduled meeting in June 2020.

The Committee is an integral part of the Trust's corporate governance arrangements and committee structure, which has been established in line with statutory and regulatory requirements, Monitor's (now NHS Improvement) Code of governance, the Trust's Constitution and good practice.

The duties of the Committee include carrying out the day-to-day management of funds donated to Essex Partnership University NHS Foundation Trust (EPUT) as "Corporate Trustee", which includes:

- Investing, managing and spending charitable donations efficiently in accordance with the Trustee Act 2000 and in line with its charitable objects
- Maintaining a proper distinction between the Corporate Trustee's responsibilities as a trustee and EPUT's other functions
- Acting in accordance with the conditions for which a donation is made and keeping general funds separate from designated funds

3.0 Membership

The Committee membership is comprised of:

- Three Non-Executive Directors (one of which is the Chair of the Committee)
- Executive Chief Finance Officer
- Executive Director of Strategy and Transformation

In attendance:

- Officers of the Charitable Fund holders
- Head of Financial Accounts
- Independent Financial Advisors as necessary, or required.

4.0 Annual Review

The Committee met twice during 2019/20; 26 June 2019 and 1 October 2020. The next meeting is due to take place 25 June 2020.

A full review of the activities and accounts of the Charitable Funds Committee is published in the Charitable Funds' Annual Report each year. The Annual Report for 2019/20 is due to be submitted to the Charity Commission by 31 January 2021.

As at 31 March 2020, the Charity had an unaudited fund value of £876,010 including £42,648 in respect of the Local Medical Committee for whom the Trust continues to hold funds. The total fund is held in a mixture of long- and short-term investments in line with Charity's policy.

Activities undertaken by the Committee during the year included:

- Review of inactive funds and agreement to allocate them to a new active fund manager or transfer to another suitable fund.
- Review of administration charge made by the Trust to the Charity and agreement to maintain at £27,240 for the 2019/20 financial year. A more detailed review of this charge is due to be presented to the June 2020 meeting.
- Review and agreement of the proposed arrangements for the administration of the Zimbabwe Life Project and the Peoples Charity, both of which are individual funds within the overall registered Charity.
- Oversight of a process to receive and approve bids from services for expenditure against the general charitable funds held, subject to criteria being met (the need for the bid to be non-recurrent in nature, for any associated recurrent costs to have an agreed funding source from delegated budgets, be an appropriate use of charitable funds and have Executive Director approval). During 2019/20, the Committee approved 16 bids totalling £19,489 for funding from general funds. None of the individual bids exceeded the Committees delegated approval limit of £10,000 and, therefore, Board approval was not required.
- Review and approval of a bid for the purchase of six Doppler machines to be used across the District Nursing teams at Hockley, Thundersley, Canvey, Leigh and Southend. These machines were funded from the services own fund and totalled £14,220.
- Review and approved a minor change to the wording of the Investment Policy to align it to the Report of the Trustees included in the 2018/19 annual accounts which had been noted by the Audit Committee. This clarified that the policy aims to ensure that the capital value of the funds are maintained in perpetuity.
- Review and approval of a communications plan to increase awareness and fundraising opportunities for the Charity. This included the approval of a new logo for charitable funds which was designed by one of the Trusts CAMHS patients.

5.0 Assurance

In my opinion, the Charitable Funds Committee has been fulfilling its Terms of Reference during 2019/20.

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

6.0 Action Required

The Council of Governors is asked to:

1. Note the work of the Charitable Funds Committee undertaken during 2019/20.

Report prepared by:

Clare Barley, Head of Financial Accounts

On behalf of:

Nigel Turner
Non-Executive Director
Chair of the Charitable Funds Committee

		Agenda Item No: 5(e)			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1			28 May 2020	
Report Title:	Code of Governance for FTs Review 2019/20				
Report Lead:	Faye Swanson Director of Compliance & Assurance/ Trust Secretary				
Report Author(s):	Chris Jennings Assistant Trust Secretary				
Report discussed previously at:	CoG Governance Committee 19.05.20 BoD Finance & Performance Committee 21.05.20				
Level of Assurance:	Level 1	✓	Level 2		Level 3

Purpose of the Report		
This report provides an update and assurance on the Trust's compliance with the provisions in (Monitor's) <i>NHS Foundation Trust: Code of Governance</i> July 2014 (the Code) in preparation for the inclusion of the 'comply/explain' principals and necessary disclosures as part of the Trust's Annual Report 2019/20 submission.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors Committee is asked to:</p> <ol style="list-style-type: none"> 1 Note the contents of this report. 2 Note the findings of the internal review of the Trust's compliance with the Code as a pre-requisite assurance to the Board of Directors in the preparation of the Trust's Annual Report 2019/20 3 Support the Board of Directors in making a formal statement in the annual report that the Trust is compliant with all provisions of the Code of Governance as recommended by the CoG Governance Committee.

Summary of Key Issues
<p>The purpose of the Code of Governance (the Code) is to provide guidance to help Trusts deliver effective and quality corporate governance, contribute to better organisational performance and ultimately discharge their duties in the best interests of patients.</p> <p>The Trust's Annual Report must include a statement as to how the Trust applies the Code and also confirm that the Trust 'complies' with the provisions, or if not, provide an explanation as to why it has departed from the Code.</p> <p>The governance timetable developed for the completion of the Code of Governance Review was suspended following the Covid-19 pandemic as it was unclear whether requirements in relation to the annual report would be delayed. The Self-Assessment against the Code of Governance continued to be undertaken with a view that a governance timetable could be re-established. The subsequent delay in the submission of the annual report has allowed the re-commencement of governance processes for the Code of Governance review.</p> <p>NHS Improvement has clearly stated that satisfactory engagement between the Board, Council of Governors, members and patients is crucial to the effectiveness of the Trust's corporate governance approach. In particular, Directors and Governors both have a responsibility for ensuring that 'comply/explain' remains an effective alternative to a rules-based system.</p> <p>The review process followed was as follows:</p> <ul style="list-style-type: none"> • Self-assessment: A comprehensive review against each of the Code provisions was undertaken by the Trust Secretary's Office with contributions from the Human

Resources and Finance Teams.

Internal independent assessment: The CoG Governance Committee met on the 19th May 2020 to review the self-assessment; seek assurance and identify any opportunities for strengthening the Trust's governance arrangements .

The COG Governance Committee requested minor amendments to be made to the evidence described and requested two actions (detailed below) to be added to the action plan that had been developed to strengthen the Trust's governance arrangements.

Document Reference	Action
A.1.10 (Pg10)	Action: Review statement in Trust Constitution relating to Governor indemnity to see if this can be strengthened.
B.1.4 (Pg2)	Action: Review current Board member biographies to see if more can be added in relation to their skills. If not possible, include in next years annual report.

The CoG Governance Committee accepted that the Trust is compliant with all provisions of the Code of Governance and recommended that the Council of Governors support the Board of Directors in making a formal statement in the annual report.

The updated self-assessment documentation is attached (appendices 1 – 5) and the action plan developed to strengthen the governance arrangements is also attached as Appendix 6.

Relationship to Trust Strategic Objectives

SO 1: Continuously improve service user experiences and outcomes	✓
SO 2: Achieve top 25% performance	✓
SO 3: Valued system leader focused on integrated solutions	✓
Which of the Trust Values are Being Delivered	
1: Open	✓
2: Compassionate	✓
3: Empowering	✓

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

Holding the NEDs to account for the performance of the Trust	
Representing the interests of Members and of the public	
Appointing and, if appropriate, removing the Chair	
Appointing and, if appropriate, removing the other NEDs	
Deciding the remuneration and allowances and other terms of conditions of office of the Chair and the other NEDs	
Approving (or not) any new appointment of a CEO	

Appointing and, if appropriate, removing the Trust's auditor	
Receiving Trust's annual accounts, any report of the auditor on them, and annual report	
Approving "significant transactions"	
Approving applications by the Trust to enter into a merger, acquisition, separation, dissolution	
Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose or performing its other functions	
Approving amendments to the Trust's Constitution	
Another non-statutory responsibility of the Council of Governors (please detail): <ul style="list-style-type: none"> • Providing assurance in relation to Code of Governance Self-Assessment 	✓

Acronyms/Terms Used in the Report

CoG	Council of Governors	F&P	Finance & Performance Committee
FT	Foundation Trust	BoD	Board of Directors

Supporting Documents and/or Further Reading

- Code of Governance Review 2019-20:
- Appendix 1 - Section A: Leadership
 - Appendix 2 - Section B: Effectiveness
 - Appendix 3 - Section C: Accountability
 - Appendix 4 - Section D: Remuneration
 - Appendix 5 - Section E: Relations with Stakeholders
 - Appendix 6 - Action Plan to Strengthen Compliance

Lead

Faye Swanson
Director of Compliance & Assurance / Trust Secretary

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

NHS FT Code of governance Feb 2014: Compliance Evidence and Actions Schedule 2019/20

SECTION A: LEADERSHIP

Code	Provision	Comply	Trust Position	Annual Report Requirements
A.1	The role of the Board of Directors			
A.1.1	<p>The Board should meet sufficiently regularly to discharge its duties effectively. There should be schedule of matters specifically reserved for its decision. The schedule of matters should include a clear statement detailing the roles and responsibilities of the Council (as described in A.5).</p> <p>This statement should also describe how any disagreements between the Council of Governors and the Board of Directors will be resolved.</p> <p>The annual report should include this schedule of matters or a summary statement of how the Board of Directors and the Council of Governors operate, including a summary of the types of decisions to be taken by each of the Boards and which are delegated to the executive management of the Board of Directors.</p>	✓	<ul style="list-style-type: none"> • In 2019/20 Board met in public 9 times. • A decision was taken following the Deloitte well-led review recommendations to reduce the public Board meetings to bi-monthly which is in line with practice in other NHS FT's and outstanding rated organisations. This decision facilitates increased time / capacity for the Board to hold additional seminar / development sessions and greater focus on the strategic vision of the Trust. • Extraordinary Board meetings called if time-bound decisions/actions required; e.g. EBM called on 23rd May 2019 to consider Annual Report and Accounts 2018/19 • Board annual meetings schedule of business and calendar of dates • Matters reserved for the Board are included in the Trust's Standing Orders for Board and Council, Standing Financial Instructions, Detailed Scheme of Delegation and Scheme of Reservation & Delegation. • Constitution and Board and Council Standing Orders contain details on the function of the Board of Directors and Council of Governors. • Board and Council Standing Orders includes a section relating to the handling of disagreements between Council and Board. • Specific section added to any new procedures developed in 2019 	<p>Supporting explanation/ reference</p>

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<p>relating to disagreements between the Council and the Board, including reference to referring disputes to the SID.</p> <ul style="list-style-type: none"> • Code of Conduct for Members of the Board (due for review in 2020) • Code of Conduct for Governors reviewed every three years (reviewed and updated in November 2019) • Codes of Conduct, Standing Orders and Standing Financial Instructions provides a framework which provides assurance on how the Trust conducts itself • Statement included in Annual Report about how the Board and Council operate • Governors' roles and responsibilities included in Standing Orders • Part 1 minutes of Board and Council meetings available to staff/public via the website • Approved Board minutes (Part 1) and summary of minutes (Part 2) circulated to Council 	
A.1.2	<p>The annual report should identify the Chairperson, the deputy Chairperson (where there is one), the chief executive, the senior independent Director (see A.4.1) and the Chairperson and members of the nominations, audit and remuneration Committees. It should also set out the number of meetings of the Board and those Committees and individual attendance by Directors.</p>	✓	<ul style="list-style-type: none"> • Annual Report includes names of Chair, Vice-Chair, CEO, SID and members of Nominations, Audit and Remuneration Committees. • Trust website includes names of Chair, Vice-Chair, CEO and SID • Register of Board meetings including attendance by individual Directors is kept by the Trust Secretary and is available on request; details are identified in the Annual Report • Register of Nominations, Audit and Remuneration Committees meetings including attendance by individual Directors is kept by the Trust Secretary and is available on request; details are identified in Annual Report 	<p>Supporting explanation/reference</p>

Code	Provision	Comply	Trust Position	Annual Report Requirements
A.1.3	<p>The Board of Directors should make available a statement of the objectives of the NHS foundation Trust showing how it intends to balance the interests of patients, the local community and other stakeholders, and use this as the basis for its decision-making and forward planning.</p>	✓	<p>Included in the following documents which are available on the Trust's website:</p> <ul style="list-style-type: none"> • Annual Report • Quality Account/Report (Quality Priorities) • Operational Plan 2019-20 • Five Year Strategic Direction 2019 - 2024 	Publicly available
A.1.4	<p>The Board should ensure that adequate systems and processes are maintained to measure and monitor the Trust's effectiveness, efficiency and economy as well as the quality of its health care delivery.</p> <p>The Board should regularly review the performance of the Trust in these areas against regulatory and contractual obligations, and approved plans and objectives.</p>	✓	<ul style="list-style-type: none"> • Performance, quality and finance management systems in place to measure and monitor the Trust's effectiveness, efficiency and economy and quality of its healthcare delivery and safeguard patient safety • Board delegates responsibility for carrying out some of its duties, particularly operational service delivery and quality, to its standing committees but without compromising collective accountabilities • Established Board Committee Governance structure in place that was reviewed in September 2018 to streamline the committee structure and given greater focus on strategic development and the transformation agenda. These were implemented in November 2018. • Standing Orders (October 2019), Standing Financial Instructions (September 2019), Detailed Scheme of Delegation (September 2019) and Scheme of Reservation & Delegation (September 2019) in place and reviewed annually • F&P Committee undertakes a detailed scrutiny of the Trust's performance at each of its monthly meetings against the regulatory requirements and internally set KPIs through the review of an interactive detailed quality, performance and finance scorecard, and updates from Operational Directors. Detailed report is presented at each Board meeting identifying hotspots and mitigating actions 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<ul style="list-style-type: none"> • Board reviews Trust’s performance at each of its meetings against regulatory requirements and approved plans and objectives through assurance report from F&P Committee as well as the quality, performance and finance scorecard that provides a high level summary of performance against quality priorities, safe staffing levels, financial performance and hotspots, as well as duty of candour, inpatient deaths/SIs, etc. The scorecard is aimed at providing a triangulated approach and is an evolving process, including regular review of the way in which information is presented to ensure it is understandable. • Quarterly review of Board Assurance Framework (BAF) including Corporate Risk Register at Board meetings as well as by the relevant standing committees who also review the action plans. Updates also provided through the committees’ assurance reports to Board • Reviews of progress on objectives undertaken through F&P Committee; risks associated with delivery are monitored by the Committee and reported through the BAF • Compliance & Governance Team tests compliance with regulatory requests, e.g. regular reports received in relation to CQC comprehensive inspection visit preparation and management of resultant action plan, and unannounced visits • Clinical audit function tests compliance with policy and risk areas (as referred to in Annual Report) with the aim of improving care and driving up quality standards as well as testing compliance • Internal and external audit functions tests systems and processes through the annual audit programme; audit opinion provides assurance there is generally a sound system of internal control designed to meet the Trust’s objectives (Annual Report refers) • All policies and procedures include ‘monitoring’ sections; these are 	

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<p>reviewed and approved by the relevant Board standing committee</p> <ul style="list-style-type: none"> • Governance Update provided via the Chairs Report to Board of Directors which provides an update on regulation, compliance guidance / policies and information issued by NHSI/E, CQC, and any other relevant authority. Action is identified as appropriate. • An external assessments report is received by the Quality Committee, outlining assessments undertaken by external bodies of EPUT services. <i>This report was discontinued from September 2019.</i> • The Quality Committee also receives an overview of national external bodies reports published in relation to quality and compliance generally either via specific reports or within sub-committee assurance reports. • Regular reports on activities relating to CQC are presented to the Quality Committee. • Annual reports on various quality and statutory requirements, e.g. clinical audit, complaints, infection control, safeguarding etc. • Any regulatory/statutory reporting requirements are implemented following self-assessment and review, e.g. safer staffing/staffing establishments, Monitor's <i>Code of Governance</i>, Fit & Proper Persons, Duty of Candour, etc and updates provided to the Board 	
A.1.5	The Board should ensure that relevant metrics, measures, milestones and accountabilities are developed and agreed so as to understand and assess progress and delivery of performance.	✓	<ul style="list-style-type: none"> • See A.1.4 • The Board of Directors receive a regular Quality and Performance Scorecard for scrutiny, summarising key performance indicators and data. A comprehensive Performance Report is scrutinised at standing committee level to ensure the Board of Directors receive the right information and performance data for escalation. The scorecard is flexible to ensure any new requirements or potential risks can be added to the scorecard throughout the year to ensure 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<p>the Board of Directors receive the right key information to allow the performance of the organisation to be assessed.</p> <ul style="list-style-type: none"> • Following Board participation in the NHSI Leadership for Quality programme during 2019/20, the Trust reviewed and revised how performance against KPI's is monitored and reported. The Trust now uses Statistical Process Control (SPC) charts. • Following the Deloitte well-led review changes have been made to the finance report presentation to enhance clarity and understanding in line with best practice. • Performance against the agreed targets is monitored monthly by the relevant standing committee (e.g. F&P, Quality) as well as EOSC. Board is advised of any outliers that give cause for concern. • The indicators that are agreed by the Board are included in performance dashboards that monitor performance at inpatient ward, community team and individual consultant level • Trust has a range of strategies and underpinning frameworks which have measurable outputs, e.g. Engagement Strategy underpinned by Membership, HR & Workforce, Communications, etc Frameworks. Initial approval by Strategy and Planning Committee; progress against action plans reviewed by F&P Committee 	
A.1.6	The Board should report on its approach to clinical governance.	✓	<ul style="list-style-type: none"> • The Quality Strategy for the Trust sets-out the Trust approach to Clinical Governance. • Quality Committee reviews Quality Strategy and approves underpinning Frameworks and identifies and monitors quality/clinical governance priorities. • Board governance structure includes the sub-committees (tier 2) and working groups (tier 3) of standing committees (tier 1) to ensure appropriate reporting lines 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<ul style="list-style-type: none"> Quality Committee terms of reference reflect the Trust's focus on quality and outcomes. It oversees the establishment of appropriate systems for ensuring effective clinical governance and quality management arrangements are in place throughout the Trust; a schedule of business and annual work plan developed and monitored during the year Quality Committee provides monthly (bi-monthly from January 2020) clinical governance assurance to Board; annual schedule of business and work plan produced. Meeting papers available on the intranet Every month there is a topic / patient story for qualitative discussion at the Quality Committee. Trust Quality Priorities set-out in the Quality Strategy, including restrictive practices and end of life care as examples. These include measurable outcomes. Monthly Staffing and Quality Reports received by the Board through the performance, quality and finance scorecard Quality Account/Report, Operational Plan and Strategic Direction includes statements on approach to quality and improvement Quality Improvement Framework developed and presented to Board of Directors in September 2020. 	
A.1.7	<p>The CEO as the accounting officer should follow the procedure set out by Monitor for advising the Board and the Council and for recording and submitting objections to decisions considered or taken by the Board in matters of propriety or regularity, and on issues relating to the wider responsibilities of the accounting officer for economy, efficiency and effectiveness.</p>	<p>✓</p>	<p>CEO is fully aware of her responsibilities as accounting officer and follows the procedures as set out in the NHS FT Accounting Officer Memorandum:</p> <ul style="list-style-type: none"> Reports to Board on how expected outcome and goals are intended to be delivered through the Trust's annual plan, identifying key risks and mitigation strategies Updates Board on progress towards these outcomes and goals through actual and forecast results 	<p>Comply/ explain</p>

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<ul style="list-style-type: none"> • Discusses with the Board all strategic projects and developments and all other matters of material interest (current or retrospective) which will affect the performance of the Trust (e.g. loss of services/new service provision, system-wide and local initiatives, etc) • CEO provides the briefings as outlined above and as appropriate to Governors either at a Council general meeting or through pre meeting briefing sessions, and will also hold additional briefings as required and/or requested by Governors • Annual Governance Statement and Statement of Directors' liabilities in Annual Report 	
A.1.8	The Board should establish the constitution and standards of conduct for the Trust and its staff in accordance with NHS values and accepted standards of behaviour in public life.	✓	<ul style="list-style-type: none"> • Trust has established vision and values and expected underpinning behaviours following consultation with staff and range of stakeholders (on website) • Conflict of Interest policy and procedure in place in line NHSE/I requirements. Declarations undertaken using this policy and held by the Trust Secretary, available on request and published on website. • Board Directors required to declare interest at a meeting which is recorded in the minutes (as set out in the Constitution) • Fit & Proper Persons Requirements policy and procedure developed, including e.g. check lists introduced for appraisal and new employment. Enhanced DBS undertaken annually. Confirmation that all Board Directors have signed FPPT declarations and passed relative tests that have been put in place. • Code of Conduct for Board Members, Code of Conduct for Governors and Capability Performance Policy/Procedure based on spirit of Nolan Principles in place. • Range of work re value-based recruitment and customer service standards 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<ul style="list-style-type: none"> All policies and procedures, strategies and frameworks, etc are linked to the Trust's vision and values OD and culture programme in place throughout the Trust for all staff All staff and NED contracts include requirement to abide by Nolan Principles 	
A.1.9	<p>The Board should operate a code of conduct that builds on the values of the Trust and reflect high standards of probity and responsibility.</p> <p>The Board should follow a policy of openness and transparency in its proceedings and decision-making unless this is in conflict with a need to protect the wider interest of the public or the Trust (including commercial-in-confidence matters) and make clear how potential conflicts are dealt with</p>	✓	<ul style="list-style-type: none"> Board Standing Orders includes standards of Business Conduct Policy and Code of Practice on Openness CEO's feedback on Board meetings business and actions cascaded to senior management team and through CEO weekly e-brief to staff Staff, Governors, members and the public can attend Board Part 1 meetings Board agenda, papers and approved minutes are available on the Trust's website Board agendas and part 1 papers are circulated to Council as well as approved minutes for part 1. A summary of Part 2 minutes are circulated to Council members. Board complies with and responds proactively with FOI requirements. Duty of Candour update provided to Board of Directors in April 2019 providing an annual position on Duty of Candour workstreams, including mandatory training, weekly review of moderate harm incidents to confirm if Duty of Candour criteria has been met etc. Additional Trust policies and procedures in place, e.g. Complaints Policy and Procedure, Whistleblowing Policy and Procedure etc available on the intranet) Trust keeps up to date with regulatory requirements, legislation and 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<p>guidance</p> <ul style="list-style-type: none"> • Election of the Trust’s Freedom to Speak-Up Principal Guardian took place in October 2019 following open elections with staff. • Report from the Chair of the Trust to the Council of Governors now includes a section on the activities of the Freedom to Speak-Up Guardian (from November 2019) • F2SU dedicated pages on intranet – including communication channels, etc • Embedded F2SU arrangements in Trust. Annual report presented to Board of Directors in May 2019 providing details of significant work undertaken and the challenges / successes. The report also includes information on future actions. • Range of ‘how to raise concerns’ options on the intranet including policies, “<i>Report a Concern</i>” anonymous email facility, F2SU guardians’ details, etc • Board Governance update report includes annual report on Directors’ register of interest and presented in April 2019. Next scheduled for May 2020. 	
<p>A.1.10</p>	<p>The Trust should arrange appropriate insurance to cover the risk of legal action against its Directors.</p> <p>Assuming Governors have acted in good faith and in accordance with their duties, and proper process has been followed, the potential liability for the Council should be negligible. Governors may have the benefit of an indemnity and/or insurance from the Trust. While there is no legal requirement for this, where an indemnity or insurance policy is given, this can be detailed in</p>	<p>✓</p>	<ul style="list-style-type: none"> • Covered by NHS Resolution Liability and Professional Liability insurance • All NEDs are also issued with a Deed of Indemnity by the Trust to cover the reasonable actions of the NEDs. • Indemnity for Governors and Directors (and Trust Secretary) included in Constitution 	<p>Comply/ explain</p>

Code	Provision	Comply	Trust Position	Annual Report Requirements
	the Trust's constitution			
A.2	Division of responsibilities			
A.2.1	The division of responsibilities between the Chairperson and CEO should be clearly established, set out in writing and agreed by the Board of Directors.	✓	<ul style="list-style-type: none"> Responsibilities of the Chair and CEO set-out in respective role / job descriptions. Report presented to April 2018 Board meeting detailing the division of responsibilities between the Chair and CEO. *CEO Job Description reviewed and amended for the recruitment of a new CEO.	Check requirement – no reference in Code
A.2.2	The roles of Chair and CEO must not be undertaken by the same individual.	✓	<ul style="list-style-type: none"> Board Standing Orders precludes this option as it is a requirement for the CEO to report to the Chair; Constitution and Board Standing Orders provisions clearly identify the different roles for the Chair and CEO which if undertaken by the same individual could result in a conflict of interest 	Statutory
A.3	The Chairperson			
A.3.1	The Chairperson should, on appointment by the Council, meet the independence criteria set out in B.1.1. (i.e. independent in character and judgement, and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the Director's judgement). A CEO should not go on to be the Chairperson of the same Trust.	✓	<ul style="list-style-type: none"> As detailed in the Constitution Register of interests (annually reviewed in Mar and updated); held by the Trust Secretary and referenced in annual report, available on request and published on website Specified in Chair recruitment process and role description, and taken into account by the Council Nominations Committee in its appointment/reappointment process Test of Independence statement is required to be signed by Chair annually. 	Comply/ explain
A.4	Non-Executive Directors			

Code	Provision	Comply	Trust Position	Annual Report Requirements
A.4.1	In consultation with the Council, the Board should appoint one of the independent Non-Executive Directors to be the senior independent Director.	✓	<ul style="list-style-type: none"> • As agreed at Board and Council meetings with effect 01.12.17 Alison Davis appointed as SID (term of office as SID to run concurrently with NED term of office) • Council consulted re above decision at Council Remuneration and Nominations Committee and subsequently at its general meeting in Nov 17 • SID independently meets Lead Governor/Deputy Lead Governor on a regular basis • SID presents Chair's end of year appraisal and future objectives to Council Remuneration Committee, liaising initially for feedback with Lead Governor 	Comply/ explain
A.4.2	<p>The Chairperson should hold meetings with the Non-Executive Directors without the executives present.</p> <p>Led by the SID, Non-Executive Directors should meet without the Chairperson present at least annually to appraise the Chairperson's performance and on other such occasions as are deemed appropriate</p>	✓	<ul style="list-style-type: none"> • Regular monthly planned discussion meetings and ad hoc meetings between Chair and NEDs throughout the year (without EDs present) • SID holds informal discussions with NEDs on a 1:1 basis regarding Chair's performance evaluation. • Council has agreed Chair's performance process, i.e. Council Remuneration Committee evaluates the Chair's performance and provides feedback and assurance to the Council; included in Council Remuneration Committee terms of reference approved by Council • Chair's/NEDs' performance review and appraisal process agreed by Council • Council Remuneration Committee met in May 2019 to review Chair's performance. 	Comply/ explain
A.4.3	Where Directors have concerns that cannot be resolved about the running of the Trust or a proposed action, they should ensure that their	✓	<ul style="list-style-type: none"> • Board meetings are comprehensively and accurately recorded in the minutes and include any concerns raised by Directors • Evidence contained in minutes that Directors seek assurance 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
	concerns are recorded in the Board minutes.		relating to concerns that they may have and request further assurance or action where it is not immediately available, e.g. through the Board governance structure and relevant standing committee. Board minutes available on the website and circulated to the Council once approved for part 1. Summary of Part 2 Board discussions note that assurance is sought and actions identified.	
A.5	Governors			
A.5.1	The Council should meet sufficiently regularly to discharge its duties.	✓	<ul style="list-style-type: none"> • Council meets formally four times per year to discharge its duties effectively; in addition, a general meeting is combined with the AMM • Schedule of business and dates of meetings set in advance • Additional extraordinary meetings are held if required, i.e. if decisions required are time-bound and do not fit with the schedule of meetings, for example a meeting to consider and approve the appointment of a NED to the Board of another NHS organisation in September 2019. • Meeting attendance monitored by Trust Secretary and Chair in the first instance to ensure meetings will be/are quorate • Attendance of Governors is included in the minutes of Council and committee meetings • Code of Conduct for Governors includes expectations of Governor attendance at meetings. • Trust Secretary monitors attendance and maintains register of attendance; attendance published in the Annual Report • Process for monitoring and managing non-attendance approved by Council (cross-referenced to the Code of Conduct for Governors) * • To provide flexibility, Standing Orders for Governors allows for Governors to participate in meetings by telephone, video or 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<p>computer link – this is deemed to constitute presence in person at a meeting. Work is being undertaken to establish video broadcasting of meetings to allow Governors to attend using a home / work computer.</p> <p>*action identified from the review of the Trust Constitution (January 2020) to review existing protocol to clarify action to be taken for continued non-attendance at Council of Governors.</p>	
A.5.2	<p>The Council should not be so large as to be unwieldy.</p> <p>The Council should be of sufficient size for the requirements of its duties. The roles, structure, composition and procedures for the Council should be reviewed regularly as described in B.6.5</p>	✓	<ul style="list-style-type: none"> • Review of Trust’s constituency framework and composition of Council undertaken annually as part of Constitution review with consideration given to any changes to service provision, increased geographical spread and STP footprint. • Currently 28 Governors (as at February 2020) double check • Council roles, structure, composition and procedures identified in Trust’s Constitution and Standing Orders for Governors • Council self-evaluation of effectiveness of sub-committees undertaken annually (presented to Council of Governors in November 2019. Recommendations made by Council Task and Finish Group in December 2019, presented to Council sub-committees in January 2020 and agreed to be monitored by Council Governance Committee) • Governor-related processes reviewed regularly by Council Governance Committee 	Comply/ explain
A.5.3	<p>The annual report should identify the members of the Council of Governors, including a description of the constituency or organisation that they represent, whether they were elected or appointed, and the duration of their appointments. The annual report should also identify the</p>	✓	<ul style="list-style-type: none"> • Annual report has / will include Governors, their constituency/organisation, if they are elected or appointed and duration of appointment • Annual report has / will identify name of Lead Governor • Governor attendance at Council meetings recorded in minutes 	Supporting explanation/ reference

Code	Provision	Comply	Trust Position	Annual Report Requirements
	<p>nominated lead governor.</p> <p>A record should be kept of the number of Council meetings and the attendance of individual Governors, and it should be made available to members on request.</p>		<ul style="list-style-type: none"> • TSO maintains a register of attendance and number of Council meetings • Annual report will include the number of Council (and committee) meetings attended by Governors • Governor attendance meetings register available on request. • Code of Conduct for Governors state expectations of Governor attendance at meetings • Council has agreed a meeting attendance monitoring procedure* <p>*see action identified in A.5.1</p>	
A.5.4	<p>The roles and responsibilities of the Council should be set out in a written document.</p> <p>The statement should include a clear explanation of the responsibilities of the Council towards members and other stakeholders, and how Governors will seek their views and keep them informed.</p>	✓	<ul style="list-style-type: none"> • Council roles and responsibilities set out in Trust's Constitution and Standing Orders for Governors • Governor information included in a guide issued to prospective / interested Governors and FAQs • Also covered in Governor induction • Membership Framework focuses on membership engagement and takes account of the enhanced Governor role • Website includes arrangements for members to contact Governors • Learning and Development plan developed and implemented following extensive discussion with the Council Training & Development Committee to ensure it was happy with the approach. The agreed approach will now be used to develop a plan for 2020/21 and present to Council. • Governor updates sent out regularly to all Governors • Governor statement to be included in Annual Report • Governors' annual report/presentation provided at AMM in 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<p>September 2019.</p> <ul style="list-style-type: none"> • Opportunities for Governors to interface with public/members established – range of Your Voice meetings held across constituencies during 2019/20; positive feedback received. 	
A.5.5	<p>The Chairperson is responsible for leadership of both the Board and the Council but the Governors also have a responsibility to make the arrangements work and should take the lead in inviting the CEO to their meetings and inviting attendance by other executives and non-executives, as appropriate.</p>	<p>✓</p>	<ul style="list-style-type: none"> • CEO attends all Council meetings. Directors attend Council meetings as required to present papers or as invited by Governors; Board provided with annual schedule of Council meetings (and diary invites sent) • Attendance by CEO and Directors at all Council meetings recorded in Council minutes • NEDs attendance at Council meetings included in their objectives • Presentations and/or reports given by Directors at Council meetings including standing agenda items (e.g. performance and quality; annual reports by NED chairs on standing committees activities) plus additional reports as requested by Governors • Governors are able to raise questions of the Chair or any other Director present at a Council meeting about the affairs of the Trust; questions/answers are recorded in the minutes (available on website); this also applies to Board meetings • Joint informal meetings of Governors and NEDs provide further opportunity for discussion and questions; meetings are scheduled in advance and a minimum of two should take place each year. • Governors included in annual strategic planning arrangements and receive draft operational plan for comment • Joint Director/Governor task and finish groups are established as required, e.g. Constitution Review. • Locality meetings held between NEDs and Governors. 	<p>Comply/ explain</p>

Code	Provision	Comply	Trust Position	Annual Report Requirements
A.5.6	<p>The Council should establish a policy for engagement with the Board of Directors for those circumstances when they have concerns about the performance of the Board, compliance with the new provider licence or other matters related to the overall wellbeing of the Trust.</p> <p>The Council should input into the Board's appointment of a senior independent Director.</p>	✓	<p>Also see A.1.1 and A.4.1</p> <ul style="list-style-type: none"> • Board and Council Standing Orders includes a section relating to the handling of disagreements between Council and Board • SID responsibilities are defined in Board's Standing Orders and in the role description; reference also included in the policy below • As agreed at Board and Council meetings with effect 01.12.17 Alison Davis appointed as SID • Council consulted re above decision at Council Remuneration and Nominations Committee and subsequently at its general meeting in Nov 17 • Specific section added to any new procedures developed in 2019 relating to disagreements between the Council and the Board, including reference to referring disputes to the SID. 	Comply/ explain
A.5.7	<p>The Council should ensure its interaction and relationship with the Board is appropriate and effective.</p> <p>In particular, by agreeing availability and timely communication of relevant information, discussion and the setting in advance of meeting agendas and, where possible, using clear unambiguous language.</p>	✓	<ul style="list-style-type: none"> • Procedure for circulation and publication of Council/Board agendas/papers – in line with the Trust's SOs • Council agendas developed (based on annual schedule of business) and circulated to Board and Council in advance of meetings (liaison through the Chair and TSO with CEO) • Meetings of Chair and Lead/Deputy Lead Governors held regularly to consider future agenda items. • Format of meeting reflects business of the Council; briefing sessions held prior to each general Council meeting. Agenda amended in November 2019 to clearly delineate between Trust updates and Council business. • Directors attend Council meetings as required. • Governors attend Board meetings 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
			<ul style="list-style-type: none"> • Glossary of terms for Governors provided to reduce language/terminology issues via report summaries. • Governor Learning & Development Pathway includes modules to provide additional support and understanding, e.g. understanding performance data and accounts and finance sessions. • Included in the Council's annual self-assessment review 	
A.5.8	The Council should only exercise its power to remove the Chairperson or any Non-Executive Directors after exhausting all means of engagement with the Board.	✓	<ul style="list-style-type: none"> • Trust's Constitution and Governors Standing Orders includes procedures for removal of the Chair/NEDs • This situation has not occurred within the Trust 	Comply/ explain
A.5.9	The Council should receive and consider other appropriate information required to enable it to discharge its duties.	✓	<ul style="list-style-type: none"> • Council agenda includes standing items, e.g. performance and quality, and financial reports, Quality Accounts, Operational Plan, etc • Governors attend Board meetings and receive agenda and papers; approved minutes for Part 1 circulated to Council. Summary of discussion for Part 2 circulated to Governors. • Governors receive relevant information and reports to support with consideration and decision-making, and in a timely manner, e.g. <ul style="list-style-type: none"> - annual strategic planning stakeholder events, receive draft operational plan and can attend a briefing on the draft operational plan to provide opportunity for clarification and/or comments - identification of quality indicator for audit and receive report from the auditors. - T&D corporate governance statement re training and development of Governors - appointment/reappointment of NEDs 	Comply/ explain

Code	Provision	Comply	Trust Position	Annual Report Requirements
			Included in the Council's annual self-assessment review	
A.5.10	The Council of Governors has a statutory duty to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors.	✓	<ul style="list-style-type: none"> • Governors attend Board meetings and receive papers if requested; agendas circulated to Council • Other opportunities include: <ul style="list-style-type: none"> - Quality visits - NED/governor informal meetings (minimum 2 per year) - Establishment of T&F Groups - Review of Trust's compliance with <i>Code of Governance</i> - Prospective Governor workshops and Governor induction • Governor Learning & Development Pathway Module on Accountability; also overview provided at Governor Induction. • Governors participate in the appraisal process for NEDs. This includes asking NEDs questions based on their objectives and providing an assurance report to the Council of Governors. • NEDs have been allocated to individual constituencies to act as a liaison with local Governors. • Included in the Council's annual self-assessment review • Locality Meetings are held between NEDs and Governors. 	Statutory
A.5.11	The 2006 Act, as amended, gives the Council of Governors a statutory requirement to receive the following documents. These documents should be provided in the annual report as per <i>the NHS Foundation Trust Annual Reporting Manual</i> : (a) The annual accounts	✓	<ul style="list-style-type: none"> • The Annual Report and Accounts are provided at the Annual Members Meeting (AMM) which took place in September 2019. • Governors are able to attend a briefing session by the ECFO on the annual accounts to provide clarity and understanding 	Statutory

Code	Provision	Comply	Trust Position	Annual Report Requirements
	(b) Any report of the auditor on them; and (c) The annual report.			
A.5.12	The Directors must provide Governors with an agenda prior to any meeting of the Board, and a copy of the approved minutes as soon as is practicable afterwards. There is no legal basis on which the minutes of private sessions of Board meetings should be exempted from being shared with the Governors. In practice, it may be necessary to redact some information, for example, for data protection or commercial reasons. Governors should respect the confidentiality of these documents.	✓	<ul style="list-style-type: none"> • Council are emailed agendas (parts 1 and 2) prior to Board meetings as well as all part 1 papers • Minutes of Part 1 are circulated once approved. • Minutes for Part 1 are circulated once approved. A summary of Part 2 minutes is developed and circulated once approved. 	Statutory
A.5.13	The Council of Governors may require one or more of the Directors to attend a meeting to obtain information about performance of the Trust's functions or the Directors' performance of their duties, and to help the Council of Governors to decide whether to propose a vote on the Trust's or Directors' performance.	✓	See A.5.5	Statutory
A.5.14	Governors have the right to refer a question to the independent panel for advising Governors. More than 50% of Governors who vote must approve this referral. The Council should ensure dialogue with the Board of Directors takes place before considering such a referral, as it may be possible to resolve questions in this way.	✓	<ul style="list-style-type: none"> • This has not been required to date • Note: Feb 2017 the panel has been disbanded by NHSI 	Statutory
A.5.15	Governors should use their new rights and voting powers from the 2012 Act to represent the	✓	<ul style="list-style-type: none"> • Board and Council have agreed what constitutes a significant 	Statutory

Code	Provision	Comply	Trust Position	Annual Report Requirements
	<p>interests of members and the public on major decisions taken by the Board of Directors:</p> <ul style="list-style-type: none"> • More than half of the members of the Board who vote and more than half of the members of the Council who vote to approve a change to the Trust's constitution • More than half of Governors who vote to approve a significant transaction • More than half of all Governors to approve an application by a Trust for a merger, acquisition, separation or dissolution • More than half of Governors who vote, to approve any proposal to increase the proportion of the Trust's income earned from non-NHS work by 5% a year or more • Governors to determine together whether the Trust's non-NHS work will significantly interfere with the Trust's principal purpose, which is to provide goods and services for the health service in England, or its ability to perform its other functions. 		<p>transaction and the process for involving Governors</p> <ul style="list-style-type: none"> • Significant Transactions Group not been called this year. New Council Procedure developed to be presented to the Council Governance Committee setting out the process for identifying and taking forward Significant Transactions with Governor Involvement. • Constitution review took place which included reviewing the Significant Transactions section. Some minor changes made in relation to clarity that a significant transaction does not include situations where the Trust has lost a service outside of its control. This was approved by the Council. • Governors Standing Orders reflect opportunity for voting by post/email to ensure all Governors are provided with the opportunity to use their vote • Council will use their new rights and voting powers when required (taking advice from Trust Secretary), this was not used during 2019/20. 	

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

NHS FT Code of governance Feb 2014: Compliance Evidence and Actions Schedule 2019/20

SECTION B: EFFECTIVENESS

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
B.1	Composition of the Board			
B.1.1	The Board of directors should identify in the annual report each non-executive director it considers to be independent, with reasons where necessary.	✓	<ul style="list-style-type: none"> Independence statement included in annual report All NED candidates are required to sign an Independence Statement Independence reviewed by both CoG Nominations and Remuneration Committees for appointments and reappointments of NEDs. Register of interests (annually reviewed in March and updated); held by TS, available on request and published on the Trust website. Declaration of interests – standing agenda item for all meetings 	Supporting explanation/reference
B.1.2	At least half the Board, excluding the Chairperson, should comprise non-executive directors determined by the Board to be independent.	✓	<ul style="list-style-type: none"> Board membership comprises eight NEDs (including the Chair) and seven EDs (including the CEO) Chair of the Trust retains the casting vote in the event of an equal vote to provide Board balance (CoG Standing Orders BoD Standing Orders, AMM Standing Orders) All NEDs and the Chair are considered independent – declaration signed on appointment/reappointment (see B.1.1 above) and on annual basis. Register of interests (annually reviewed in March and updated); held by TS, available on request and published on 	Comply/explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			website <ul style="list-style-type: none"> Independence requirement specified in NED recruitment process and role description 	
B.1.3	No individual should hold, at the same time, positions of director and Governor of any NHS foundation Trust.	✓	<ul style="list-style-type: none"> Details of directors and Governors included in Annual Report Register of interests (annually reviewed in March); held by TS, available in Trust's publication scheme/on request and published on website Trust Constitution includes a provision as part of Annex 6 under eligibility to be Governor that they cannot be a Director of the Trust or any other health body. 	Comply/ explain
B.1.4	The Board of directors should include in its annual report a description of each director's skills, expertise and experience. Alongside this, in the annual report, the Board should make a clear statement about its own balance, completeness and appropriateness to the requirements of the NHS foundation Trust. Both statements should be available on the Trust's website.	✓	<ul style="list-style-type: none"> Details of each director's expertise and experience included in annual report Details also included on Trust website Annual report (available on website) also includes a clear statement from the Board about its own balance, completeness and appropriateness as to the requirements of the Trust Skills analyses taken into account during the recruitment of the Executive Director of People & Culture in 2019. 	Supporting explanation/ reference Publicly available
B.2	Appointments to the Board			
B.2.1	The nominations committee or committees, with external advice as appropriate, are responsible for the identification and nomination of executive and non-executive directors.	✓	<ul style="list-style-type: none"> Two committees responsible for ED appointments and NED appointments/reappointments as set out in their terms of reference <ul style="list-style-type: none"> BoD Remuneration and Nominations Committee reviews the structure, size and composition of the BoD, considers succession planning and makes recommendations for changes as appropriate; it is responsible for the ED 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			<p>appointment process</p> <ul style="list-style-type: none"> - CoG Nominations Committee implements the procedure for the identification and nomination of suitable candidates for Chair and NEDs appointments/reappointments (for recommendation to the full Council) that fit the succession planning criteria recommended by the BoD Remuneration and Nominations Committee • Comprehensive minutes record discussions of both committees and Board and/or Council meetings • External advice will be provided as required • Terms of reference for both Committees available on request 	
B.2.2	Directors on the Board and Governors on the Council should meet the 'fit and proper' persons test described in the provider licence.	✓	<ul style="list-style-type: none"> • Fit & Proper Persons Requirements for Board Directors policy and procedure developed. Enhanced DBS undertaken annually. Confirmation that all Board Directors have signed FPPT declarations and passed relative tests that have been put in place • Disqualification provisions which reflect fit and proper persons requirements included in Constitution • An annual update report included in Board Schedule of Business – declarations updated March 2020 and update to be presented to Board of Directors May 2020. • All Board Directors have satisfactorily passed all fit and proper persons requirements • Declaration of interest form amended to specifically include disqualification/fit and proper persons requirements as described in the provider licence for Governors. 	Comply/ explain
B.2.3	The nominations committee(s) should regularly review the structure, size and composition of the	✓	<ul style="list-style-type: none"> • See B.2.1 • The Nominations Committee reviewed the Executive Director 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	Board and make recommendations for changes where appropriate.		<p>structure in 2019 and a revised structure was implemented from 1st July 2019 (Chief Operating Officer post identified to have responsibility for all operational services, new post of Executive Director of People and Culture established and changes made to the portfolio of the Executive Director of Corporate Governance and Strategy and post retitled Executive Director of Strategy & Transformation)</p> <ul style="list-style-type: none"> • Overview procedure for the recruitment and appointment of EDs and NEDs in place • Guide for the recruitment of NEDs developed. This is currently being reviewed to develop into a Chair / NED Appointment / Re-Appointment Procedure for the Council of Governors. • Comprehensive minutes record discussions of both committees and Board and Council meetings. 	
B.2.4	The Chairperson or an independent non-executive director should Chair the nominations committee(s). <i>Note July 2014 addition: At the discretion of the committee, a Governor can Chair the committee in the case of the appointments of Non-Executive Directors or the Chairman.</i>	✓	<ul style="list-style-type: none"> • Committee membership set out in terms of reference (Trust Chair Chairs both) • CoG and BoD Nominations and Remuneration Committees' terms of reference, reflecting regulation and best practice • CoG and BoD Nominations and Remuneration Committees' terms of reference reviewed annually. CoG Nominations Committee Terms of Reference requires annual review at next meeting. • Lead Governor Chairs meeting when discussing Trust Chair's appointment/reappointment 	Comply/ explain
B.2.5	The Governors should agree with the nominations committee a clear process for the nomination of a new Chairperson and non-executive directors.	✓	<ul style="list-style-type: none"> • Process for appointment and reappointment of Chair and NEDs defined and included in a newly developed Guide. This is currently being reviewed to develop into a Chair / NED Appointment / Re-Appointment Procedure for the Council of Governors. 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			<ul style="list-style-type: none"> • CoG and BoD Nominations and Remuneration Committees have clear terms of reference • Recommendations for appointment made to CoG by CoG Nominations Committee 	
B.2.6	Where a Trust has two nominations committees, the nominations committee responsible for the appointment of non-executive directors should consist of a majority of Governors.	✓	<ul style="list-style-type: none"> • CoG Nominations Committee responsible for the appointment of the Chair and NEDs consists of the Chair of the Trust and Governors (in the majority) • Details of membership included in terms of reference • CoG Nominations and Remuneration Committees' terms of reference reviewed as part of Council's Governance Review and agreed as effective and fit for purpose, reflecting regulation and best practice. 	Comply/ explain
B.2.7	When considering the appointment of non-executive directors, the Council should take into account the views of the Board and the nominations committee on the qualifications, skills and experience required for each position.	✓	<ul style="list-style-type: none"> • Arrangements in place between the BoD Remuneration and Nominations Committee and CoG Nominations Committee to ensure there is a dialogue between the two Committees (as detailed in terms of reference, for continuity Chair of the Trust is Chair of both committees) • In preparation for NED reappointment / appointment processes, CoG Nominations Committee would meet to consider NED succession planning and receive a report on the views and recommendations of the BoD Remuneration and Nominations Committee on the qualifications, skills and expertise required that took account of the critical needs of the Trust, balanced against future skills and expertise and the requirement to ensure stability and taking account of Trust's business needs 	Comply/ explain
B.2.8	The annual report should describe the process followed by the Council in relation to appointments of the Chairperson and non-executive directors.	✓	<ul style="list-style-type: none"> • Annual report has / will include a description of the process for the Chair and NEDs' appointments as required. 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
B.2.9	An independent external adviser should not be a member of or have a vote on the nominations committee(s).	✓	<ul style="list-style-type: none"> BoD or CoG Nominations and Remuneration Committees do not include independent external advisers on their membership Committee membership included in terms of reference Independent external advisers are invited to meetings on an as and when required basis to provide guidance and advice; they do not attend in a voting capacity None were used during 2019/20 	Comply/ explain
B.2.10	The main role and responsibilities of the nominations committee should be set out in publicly available, written terms of reference.	✓	<ul style="list-style-type: none"> BoD and CoG Nominations and Remuneration Committees terms of reference available on request Annual report describes the work of the Nominations and Remuneration Committees and the process followed in relation to Board appointments 	Publicly available
B.2.11	It is a requirement of the 2006 Act that the Chairperson, the other non-executive directors and – except in the case of the appointment of a chief executive – the chief executive, are responsible for deciding the appointment of executive directors. The nominations committee with responsibility for executive director nominations should identify suitable candidates to fill executive director vacancies as they arise and make recommendations to the Chairperson, the other non-executive directors and, except in the case of the appointment of a chief executive, the chief executive.	✓	<ul style="list-style-type: none"> As detailed in BoD Nominations and Remuneration Committee terms of reference The Executive Director of People and Culture was appointed during 2019/20. The process was managed by the BoD Remuneration and Nomination Committee. The process followed included a shortlisting panel, including the Chair and CEO. Report provided of the process followed to the BoD Remuneration & Nomination Committee in July 2019. The process to recruit a CEO was undertaken in 2019/20 and was managed by BoD Remuneration and Nominations Committee. Regular updates were provided to the Committee. 	Statutory
B.2.12	It is for the non-executive directors to appoint and remove the chief executive. The appointment of a chief executive requires the approval of the Council of Governors.	✓	<ul style="list-style-type: none"> As detailed in BoD Remuneration and Nominations Committee terms of reference Constitution provides for the CEO to be appointed and removed by NEDs, with the appointment being approved the 	Statutory

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			majority of members of CoG present and voting at a general meeting. <ul style="list-style-type: none"> • The process to appoint a CEO took place in 2019/20 with an update provided to the Council of Governors on the 13th February 2020. In addition, a procedure was developed setting-out the process for Governor involvement in the process and process for the Council to approve the appointment. The procedure intended to set-out the minimum requirement and the actual process may change in agreement with the Council. • The process for the new appointment will be undertaken in April 2020. 	
B.2.13	The Governors are responsible at a general meeting for the appointment, re-appointment and removal of the Chairperson and the other non-executive directors.	✓	<ul style="list-style-type: none"> • Process for appointment and reappointment of Chair and NEDs defined in a Guide. The Guide is in the process of being reviewed for use in future appointments / re-appointments and this is a work in progress. • Standing Orders For The Council Of Governors clearly states in its general duties that the Council is responsible for the appointment and removal of the Chair and Non-Executive Directors. • CoG Nominations and Remuneration Committees have clear terms of reference • Recommendations made to CoG by CoG Nominations Committee for appointment of NEDs and are recorded in minutes 	Statutory
B3.3	Commitment			
B.3.1	A Chairperson's other significant commitments should be disclosed to the Council of Governors before appointment and included in the annual	✓	<ul style="list-style-type: none"> • Process is identified in CoG Nominations Committee terms of reference 	Supporting explanation/

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	<p>report. Changes to such commitments should be reported to the Council of Governors as they arise, and included in the next annual report.</p> <p>No individual simultaneously whilst being a Chair of a Trust should be the substantive Chair of another Trust.</p>		<ul style="list-style-type: none"> The Chair has a role description which defines time commitment and includes person specification Chair appointment recommendation to CoG would identify any significant commitments if applicable (part of the recruitment process) Current Chair is not a Chair of another Trust Chair's commitments included in the Annual Report Chair is required to declare any interests at Board and/or Council meetings Chair's interests also included in the register of interests which is updated annually, on request and published on the website 	reference
B.3.2	<p>The terms and conditions of appointment of non-executive directors should be made available to the council of governors. The letter of appointment should set out the expected time commitment. Non-executive directors should undertake that they will have sufficient time to meet what is expected of them. Their other significant commitments should be disclosed to the council of governors before appointment, with a broad indication of the time involved and the council of governors should be informed of subsequent changes.</p>	✓	<ul style="list-style-type: none"> NEDs' terms and conditions included with letter of appointment NED application pack includes explicit information regarding time commitment requirements and asks for confirmation of ability to meet time commitment and disclosure of interests Declarations of interest required as set out in the constitution and also Fit & Proper Persons Test and annual declarations of interest (see B.2.2 above) Other significant commitments on the part of those recommended as a NED are disclosed to Governors prior to appointment and when there are any significant changes 	Publicly available
B.3.3	<p>The Board should not agree to a full-time executive director taking on more than one non-executive directorship of an NHS foundation Trust or another organisation of comparable size and complexity.</p>	✓	<p>See B.1.3 above</p> <ul style="list-style-type: none"> Taking account of the changing NHS local landscape and the requirement for more integrated working the constitution provides for a director being a director of another NHS Trust or FT to provide the opportunity for buddying arrangements/ 	Comply/explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			cooperative working and enabling maximum flexibility. Changes made on recommendation by Hempsons, Trust's legal advisers <ul style="list-style-type: none"> • No full-time ED currently holds more than one non-executive directorship of another Trust or other such organisation • Evidenced in register of interests which is updated annually 	
B.4	Development			
B.4.1	The Chairperson should ensure that new directors and Governors receive a full and tailored induction on joining the Board or Council. As part of this directors should seek out opportunities to engage with stakeholders, including patients, clinicians and other staff. Directors should also have access to training courses and/or materials that are consistent with their individual and collective development programme.	✓	Director induction <ul style="list-style-type: none"> • NED induction is included in NED's objectives and is monitored and reviewed by Chair • NED and ED induction programme and information pack reviewed and updated in line with good practice; induction programme is tailored to the Director's requirements based on skills and experience • All Directors new to the NED role completed the NED induction programme • NEDs encouraged to attend relevant briefings and conferences organised by NHS Providers and other national NHS-related organisations, and provide feedback at the NEDs Discussion Group meeting • EDs go through corporate induction training programme; additional induction and ongoing training requirements will be identified relevant to role. EDs induction is managed through the Trust's Supervision and Appraisal Policy and Procedure. • EDs are given a 6-month probationary period following commencement with the Trust. Objectives are set for achievement within this probationary period and these are formally reviewed at the end of the probationary period. The outcome of the review is provided to the BoD RemNom 	Check – no reference in Code.

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			<p>Committee.</p> <p>Governor induction</p> <ul style="list-style-type: none"> • Governor induction programme reviewed and included as part of the Governor Learning & Development Schedule and regularly updated taking account of good practice and relevance to the Trust • There have been a number of Governors appointed in 2019/20 throughout the year, including following elections in June 2019 and due to Governor resignations. • Governors elected in June 2019 undertook formal induction sessions. Governors appointed following resignations during the year received face-to-face induction with Trust Secretary's Office and will attend induction sessions in 2020/21. • One Governor appointed following a resignation was scheduled for an induction by the Trust Secretary's Office in April 2020, however, this was cancelled due to Covid-19. This will be rescheduled at a later date. 	
B.4.2	The Chairperson should regularly review and agree with each director their training and development needs as they relate to their role on the Board.	✓	<ul style="list-style-type: none"> • BoD has undertaken an annual evaluation of its performance from an external (Deloitte well-led review) perspective. These processes would potentially identify collective development requirements. • Directors individual appraisal and performance evaluations undertaken annually with six monthly reviews • Directors have individual personal objectives and professional/personal development plans • Directors have access to training courses/materials as identified in their individual personal development plan • BoD Remuneration and Nominations Committee receives annual assurance report from the CEO on Directors' 	Check – no reference in Code.

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			<p>performance and file copy of appraisal/performance reviews are kept in Chair's office</p> <ul style="list-style-type: none"> • NEDs personal development objectives received by CoG Remuneration Committee as part of review/assurance of NEDs' performance • BoD development programmes and seminar sessions as identified through annual BoD evaluation and in response to need • A process for the Chair to review and agree with Directors their training and development needs as they relate to their role on the Board in place with assurance reports provided to BoD Remuneration and Nominations Committee annually. 	
B.4.3	The Board has a duty to take steps to ensure that Governors are equipped with the skills and knowledge they need to discharge their duties appropriately.	✓	<ul style="list-style-type: none"> • Learning & Development programme developed using pre-existing pathways and plans. The programme identifies all the ways Governors undertake learning, including through sessions, presentations, service visits and shared learning with each other. • The Council of Governors provide a detailed statement as part of the NHSE/I self-certification process that confirms Governors have received sufficient learning and training over the previous year. The Chair of the CoG Training & Development Committee develops the statement, which is submitted to the Council and provided to the Board of Directors to support the self-certification. • CoG Training & Development Committee monitors and takes forward Governors' training requirements. • Briefing sessions on particular issues organised for Governors during 2019/20 to enhance knowledge and understanding (eg patient deaths, equality & inclusion, criminal justice) 	Statutory

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
B.5	Information and support			
B.5.1	The Board and the Council should be provided with high-quality information appropriate to their respective functions and relevant to the decisions they have to make.	✓	<ul style="list-style-type: none"> • Comprehensive reports and executive summaries (including detailed appendices) circulated prior to each BoD and CoG meetings, as well as Committee meetings. Standardised approach for all meetings. Information available on website/intranet • Annual meeting business schedule in place for BoD and CoG • All BoD and CoG standing committees have developed a work plan and progress against the plan is regularly monitored • Circulation of papers requirements detailed in BoD and CoG standing orders • Procedure for circulation of BoD papers to Governors established • Directors and Governors able to request information as necessary, e.g. presentations have been arranged at CoG meetings, e.g. Quality Academy • Informal confidential briefings prior to each CoG meeting by the CEO • Governor Updates distributed regularly to all Governors • Currently exploring a Governor information portal to enable sharing of information. • The well-led review completed by Deloitte reviewed the information received by the Board of Directors. The review was satisfied with the information received by BoD and identified actions to enhance / strengthen the information. These actions have been implemented. 	Comply/ explain
B.5.2	The Board and in particular non-executive directors	✓	<ul style="list-style-type: none"> • NEDs have the opportunity at Board meetings and sub- 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	<p>may reasonably wish to challenge assurances received from the executive management. They need not seek to appoint a relevant adviser for each and every subject area that comes before the Board, although they should, wherever possible, ensure that they have sufficient information and understanding to enable challenge and to take decisions on an informed basis.</p>		<p>committee meetings to challenge as well as at Board Development Sessions</p> <ul style="list-style-type: none"> • All Board sub-committees have NED representation and are Chaired by a NED • Advice will be sought from relevant adviser if required as detailed in terms of reference • BoD Remuneration and Nominations Committee can request attendance as appropriate by the Deputy Director for HR to provide support and advice • Any such challenges are recorded in the minutes 	
B.5.3	<p>The Board should ensure that directors, especially non-executive directors, have access to the independent professional advice, at the Trust's expense, where they judge it necessary to discharge their responsibilities as directors.</p>	✓	<ul style="list-style-type: none"> • Independent professional advice is made available at the Trust's expense to directors in respect of critical or significant activities, e.g. audit, Mental Health Act Managers, other specialist advisors • Appointment of advisers in relation to significant transactions is approved by the Board and the process scrutinised by the Audit Committee • BoD Committees are provided with support as identified in their terms of reference • BoD Remuneration and Nominations Committee may, at the Trust's expense, appoint independent consultants or commission independent professional advice if considered necessary (included in terms of reference) 	Comply/ explain
B.5.4	<p>Committees should be provided with sufficient resources to undertake their duties.</p> <p>Board should also ensure that the Council of Governors is provided with sufficient resources to undertake its duties with such arrangements agreed</p>	✓	<ul style="list-style-type: none"> • BoD Committees are provided with support as identified in their terms of reference • BoD Remuneration and Nominations Committee may, at the Trust's expense, appoint independent consultants or commission independent professional advice if considered necessary (included in terms of reference); this committee is 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	in advance		also supported by the Trust Secretary <ul style="list-style-type: none"> • Executive Director of Strategy & Transformation and Trust Secretary support as required • All Council meetings and committee meetings are supported directly by the Trust Secretary's Office • TSO also provides day to day support to Governors including regular communications and updates, advice, managing queries, etc 	
B.5.5	Non-executive directors should consider whether they are receiving the necessary information in a timely manner and feel able to raise appropriate challenge of recommendations of the Board, in particular making full use of their skills and experience. They should expect and apply similar standards of care and quality in their role as a non-executive director of an FT as they would in other similar roles.	✓	<ul style="list-style-type: none"> • NEDs have the opportunity at Board meetings and sub-committee meetings to challenge and/or to request 1:1 meetings with EDs to seek further clarification/assurance • All Board sub-committees have NED representation and are Chaired by a NED • Any such challenges are recorded in the minutes • NED skills balance considered in succession planning 	Check – no reference in Code.
B.5.6	Governors should canvas the opinion of the Trust's members and the public, and for appointed Governors the body they represent, on the NHS foundation Trust's forward plan, including its objectives, priorities and strategy, and their views should be communicated to the Board of directors. The annual report should contain a statement as to how this requirement has been undertaken and satisfied.	✓	<ul style="list-style-type: none"> • Public and members meetings (Your Voice) held in constituencies. • Your Voice meetings provide opportunity to obtain members/public views, for example regarding their priorities with the aim of providing the opportunity for challenge. Annual planning preparation schedule includes presentations at all public members meetings in the four constituencies • Various other Trust organised events which Governors can attend, e.g. stakeholder planning meetings are held where views can be gathered/information shared • Governors contribute to forward plans development and comment on Operational Plan drafts 	Supporting explanation/reference

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			<ul style="list-style-type: none"> Membership Framework and action plan in place for 2018/2021 – monitored by the Membership Committee. Annual report outlines how Governors have ‘canvassed’ members/public 	
B.5.7	Where appropriate, the Board of directors should take account of the views of the Council of Governors on the forward plan in a timely manner and communicate to the Council where their views have been incorporated in the Trust’s plans and, if not, the reasons for this.	✓	<ul style="list-style-type: none"> Governors provided with opportunities to contribute to forward plans development through series of planned meetings including the annual stakeholder planning day Processes in place for Governors to review the Trust’s Operational Plan 2020/21. Views of the Governors are taken into account when finalising the Trust’s forward plans and feedback, particularly if views are not incorporated, is provided in summary report at CoG general meeting 	Check – no reference in Code.
B.5.8	The Board of directors must have regard for the views of the Council of Governors on the NHS foundation Trust’s forward plan.	✓	Covered under B.5.6 and B.5.7	Statutory
B.6	Evaluation			
B.6.1	The Board of directors should state in the annual report how performance evaluation of the Board, its committees, and its directors, including the Chairperson, has been conducted.	✓	<ul style="list-style-type: none"> Annual report did / will outline how Board performance and its committees evaluation has been conducted Annual report outlines how directors and Chair performance evaluation has been conducted. The Deloitte Well-Led Review and CQC Well-Led inspection reviewed how the Board of Directors discharged this responsibility. 	Supporting explanation/reference
B.6.2	Where an external facilitator is used for reviews of governance, they would be identified and a statement made as to whether they have any other	✓	<ul style="list-style-type: none"> Deloitte LLP undertook an external developmental well-led review under the NHSI well-led framework. Potential suppliers were asked to declare any conflicts of interest. Deloitte LLP 	Supporting explanation/reference

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	connection with the Trust.		has not undertaken any audit or governance-related work at the Trust or predecessor organisations within the past three years, and declared that there were no conflicts of interest.	
B.6.3	The senior independent director should lead the performance evaluation of the Chairperson within a framework agreed by the Council and taking into account the views of directors and Governors.	✓	<ul style="list-style-type: none"> • Performance evaluation framework approved by Council and using NHSE/I guidance. • SID holds informal discussions with NEDs on a 1:1 basis regarding Chair's performance evaluation • SID also liaises with the Lead Governor regarding feedback on the Chair's performance from Governors • SID presents the report to the CoG Remuneration Committee who evaluates the Chair's performance and provides feedback and assurance to the Council. 	Comply/ explain
B.6.4	The Chairperson, with assistance of the Board secretary, if applicable, should use the performance evaluations as the basis for determining individual and collective professional development programmes for non-executive directors relevant to their duties as Board members.	✓	<ul style="list-style-type: none"> • NEDs' performance review and appraisal process and Board evaluation outcomes are used by Chair to identify and agree individual and collective professional development requirements • Requirements also reviewed at NEDs discussion meetings • Training also provided through BoD Development Sessions, e.g. risk management 	Comply/ explain
B.6.5	<p>Led by the Chairperson, the Council should periodically assess their collective performance and they should regularly communicate to members and the public details on how they have discharged their responsibilities including impact and effectiveness on:</p> <ul style="list-style-type: none"> • Holding non-executive directors individually and collectively to account for the performance of the Board • Communicating with member constituencies and the public and transmitting their views to 	✓	<ul style="list-style-type: none"> • Annual efficacy review of CoG sub-committees undertaken by independent consultant in October – November 2019 and presented to Council of Governors Committee in November 2019. • Task and Finish Group met to consider outcome and agree recommendations to be taken forward. These were discussed at sub-committees in January 2020 and Council in February 2020, with agreement that these would be monitored by the Council Governance Committee. 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	<p>the Board</p> <ul style="list-style-type: none"> Contributing to the development of forward plans of the Trust. 		<ul style="list-style-type: none"> Governors report/statement included in annual report Governors statement in Quality Account/Report for 2018/19 Lead Governor end of year presentation at AMM Your Voice public/member meetings held in constituencies; provides opportunity for feedback by Governors Governor/member/public feedback loop procedure implemented Governors contribute ideas for the members newsletter <i>Our Voice</i> CoG assurance cover report includes provides opportunity to identify how the content of the report links to Governors statutory duties. 	
B.6.6	<p>There should be a clear policy and a fair process, agreed and adopted by the Council, for the removal from the Council of any Governor who consistently and unjustifiably fails to attend the meetings of the Council or has an actual or potential conflict of interest which prevents the proper exercise of their duties.</p>	✓	<ul style="list-style-type: none"> Constitution sets out the arrangements for the removal of a Governor from the Council Council approved process for removal of Governor who consistently and unjustifiably fails to attend Council meetings Code of Conduct for Governors sets out meeting attendance requirements TSO maintains a register of Governors' attendance at all Governor-related meetings Governor attendance at general meetings record reviewed quarterly by TSO and Chair, and at CoG Governance Committee Requirement to attend Council meetings strengthened/made clearer in information provided to prospective Governors to manage expectations 	Comply/explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
B.7	Reappointment of directors and re-election of Governors			
B.7.1	<p>In the case of re-appointment of non-executive directors, the Chairperson should confirm to the Governors that following formal performance evaluation, the performance of the individual proposed for re-appointment continues to be effective and to demonstrate commitment to the role.</p> <p>Any term beyond six years for a non-executive director should be subject to particularly rigorous review and should take account of the need for progressive refreshing of the Board. Non-executive directors may, in exceptional circumstances, serve longer than six years, but this should be subject to annual reappointment.</p>	✓	<ul style="list-style-type: none"> • Constitution states terms of office and reappointment arrangements of Chair and NEDs by CoG (Board of Directors Standing Orders - Annex 8). Includes particular reference to third term of office: <i>NEDs may in exceptional circumstances serve longer than six years subject to annual re-appointment and subject to external competition if recommended by BoD and approved by CoG</i>; Trust legal advisers confirmed this is in line with regulatory requirements • NEDs are appointed by CoG for a specified term of no more than three years each; any reappointment is subject to a satisfactory performance evaluation carried out in line with robust annual review process agreed by CoG • CoG Remunerations Committee is responsible for the performance evaluation of the Chair and NEDs as set out in terms of reference • Additional rigour will be applied to reviewing performance of NEDs who are serving more than two terms of office • CoG Nominations Committee responsible for the NED recruitment and re-appointment process as set out in terms of reference • CoG Nominations Committee will receive reports on the performance of NEDs whose terms of office are due for review 	Available to Governors
B.7.2	<p>The names of Governors submitted for election or re-election should be accompanied by sufficient biographical details and any other relevant information to enable members to take an informed decision on their election. This should include prior</p>	✓	<ul style="list-style-type: none"> • Constitution provides for elections every three years for public and staff Governors. • Election programme managed by the Trust and administered by Electoral Reform Services 	Available to members

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	performance information.		<ul style="list-style-type: none"> Nomination statements are included on the Trust's website and in election material, and in future elections will include meeting attendance records of Governors seeking re-election 	
B.7.3	Approval by the Council of Governors of the appointment of a chief executive should be a subject of the first general meeting after the appointment by a committee of the Chairperson and non-executive directors. All other executive directors should be appointed by a committee of the chief executive, the Chairperson and non-executive directors.	✓	Covered under: <ul style="list-style-type: none"> B.2.1 B.2.12 	Statutory
B.7.4	Non-executive directors, including the Chairperson should be appointed by the Council of Governors for the specified terms subject to re-appointment thereafter at intervals of no more than three years and subject to the 2006 Act provisions relating to removal of a director.	✓	Covered under: <ul style="list-style-type: none"> B.2.5 B.2.6 B.2.7 B.3.1 	Statutory
B.7.5	Elected Governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years.	✓	Covered under B.7.2	Statutory
B.8	Resignation of directors			
B.8.1	The remuneration committee should not agree to an executive member of the Board leaving the employment of an NHS foundation Trust, except in accordance with the terms of their contract of employment, including but not limited to service of their full notice period and/or material reductions in their time commitment to the role, without the Board first having completed and approved a full risk	✓	<ul style="list-style-type: none"> To date no EDs have left the Trust outside of the terms of their employment contract. 	Comply/explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
	assessment.			

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

NHS FT Code of governance Feb 2014: Compliance Evidence and Actions Schedule 2019/20

SECTION C: ACCOUNTABILITY

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
C.1	Financial, quality and operational reporting			
C.1.1	The Directors should explain in the annual report their responsibility for preparing the annual report and accounts, and state that they consider the annual report and accounts, taken as a whole, are fair, balanced and understandable and provide the information necessary for patients, regulators and other stakeholders to assess the NHS foundation trust's performance, business model and strategy. There should be a statement by the external auditor about their reporting responsibilities. Directors should also explain their approach to quality governance in the Annual Governance Statement (within the annual report).	✓	Annual report includes explanation of Directors' responsibility for preparing accounts and includes a statement by the auditors about their reporting responsibilities, as well as Directors approach to quality governance	Supporting explanation/reference
C.1.2	The Directors should report that the trust is a going concern with supporting assumptions or qualifications as necessary.	✓	Annual report contains a statement from Directors that the Trust is a going concern. This is duly considered by the Audit Committee and Executive Operational Committee, in advance of the Board decision.	Comply/explain
C.1.3	At least annually and in a timely manner, the Board should set out clearly its financial, quality and operating objectives for the trust and disclose sufficient information, both quantitative and qualitative, of the trust's business and operation, including clinical outcome data, to allow members	✓	Each year, the operational plan sets out the Trust's financial, quality and operating objectives which includes both quantitative and qualitative data to allow Governors and members to evaluate the Trust's performance Annual report contains objectives and evaluates progress Trust's operational plan, strategic objectives and annual report	Comply/explain

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
	and Governors to evaluate its performance.		<p>are available on the Trust's website</p> <p>Annual report and accounts for 2019/20 will be presented at the AMM in September 2020; this will include the Quality Account for 2019/20</p> <p>Performance, quality and financial reports presented at monthly BoD meetings and quarterly CoG meetings; papers available on the Trust's website</p> <p>A performance quality and finance scorecard provides a high level summary of performance against quality priorities, safe staffing levels, financial performance and hotspots, as well as duty of candour, inpatient deaths/SIs, etc</p> <p>Annual briefing to Governors by ECFO on annual accounts</p>	
C.1.4	<p>(a) The Board must notify Monitor and the Council of Governors without delay and should consider whether it is in the public's interest to bring to the public attention, any major new developments in the NHS foundation trust's sphere of activity which are not public knowledge, which is able to disclose and which may lead by virtue of their effect on its assets and liabilities, or financial position or on the general course of its business, to a substantial change to the financial wellbeing, health care delivery performance or reputation and standing of the NHS foundation trust.</p> <p>(b) The Board must notify Monitor and the Council of Governors without delay and should consider whether it is in the public interest to bring to public attention all relevant information which is not public knowledge concerning a material change in:</p>	✓	<p>BoD is aware that any major new developments and significant changes which may lead to a substantial change to the financial well-being, healthcare delivery performance, quality or reputation and standing of the trust should be brought to NHSI's attention and to the CoG, e.g. police investigation, HSE investigation, CQC reports.</p> <p>CoG advised through briefing sessions with CEO, direct correspondence from CEO and/or Chair as part of the wider communications plans (see above bullet point). Special Briefing sessions have also been held where incidents have taken place which may affect items identified above or become public to ensure Governors are informed in advance.</p> <p>Regular performance review meetings NHSE/I</p> <p>Performance and finance updates presented at part 1 Board meetings in public and to CoG quarterly general meetings (see C.1.3 above)</p>	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
	<ul style="list-style-type: none"> • The trust's financial condition; • The performance of its business; and/or • The trust's expectations as to its performance which if made public, would be likely to lead to a substantial change to the financial wellbeing, health care delivery performance or reputation and standing of the trust. 			
C.2	Risk management and internal control			
C.2.1	The annual report should contain a statement that the Board has conducted a review of the effectiveness of its system of internal controls.	✓	An annual review of effectiveness of the Trust's system of internal control is undertaken by internal auditors and is reported by the CEO to the Audit Committee as part of the Annual Governance Review.	Supporting explanation/reference
C.2.2	A trust should disclose in the annual report: <ul style="list-style-type: none"> (a) If it has an internal audit function, how the function is structured and what role it performs; or (b) If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes. 	✓	Statement on internal audit function included in the annual report and accounts for the year.	Supporting explanation/reference
C.3	Audit committee and auditors			
C.3.1	The Board should establish an audit committee composed of at least three members who are all independent non-executive Directors.	✓	Audit Committee's terms of reference includes membership of 4 NED's, with membership detailed in the annual report Janet Wood, NED and current chair of Audit Committee has relevant recent financial experience; she has a business and accountancy degree, is a member of the Institute of Chartered Accountants (Scotland), and has had a successful career as an	Comply/explain

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
			<p>NHS accountant</p> <p>If NED vacancy requires Audit Committee membership and, in particular, the role of chair of the committee, the role description and advertisement will specifically include financial experience requirement (NED recruitment pack)</p>	
C.3.2	<p>The main role and responsibilities of the audit committee should be set out in publicly available, written terms of reference. The Council of Governors should be consulted on the terms of reference, which should be reviewed and refreshed regularly.</p>	✓	<p>Audit Committee terms of reference describes the roles and delegated responsibilities of the Committee</p> <p>Terms of reference reviewed March 2020 and sent to Council of Governors for comments</p> <p>Terms of reference are reviewed annually taking account of any legal and/or regulatory requirements.</p> <p>Audit Committee ToR published on the Trust website.</p>	Publicly available
C.3.3	<p>The Council should take the lead in agreeing with the audit committee the criteria for appointing, re-appointing and removing external auditors.</p>	✓	<p>The constitution CoG approves the appointment/ reappointment /removal of the trust's external auditors at a general meeting.</p> <p>Review of appointment/reappointment/removal criteria undertaken in joint working group established as required. There has been no requirement for market testing for auditors in 2019/20. A new procedure has been developed setting-out the Council of Governors role in the external audit process which will be presented to Council Governance Committee.</p> <p>An annual review is undertaken each year and presented to the CoG to help form their decision to reappoint for a further 12 months.</p>	Comply/ explain
C.3.4	<p>The audit committee should make a report to the Council of Governors in relation to the performance of the external auditor, including details such as the quality and value of the work and the timeliness of reporting and fees, to enable Council to consider</p>	✓	<p>The CoG received an update on the current auditors performance in September 2019. The CoG agreed to a re-appointment for a further year. The AMM in October 2019 (in respect of the 2019/20 financial year) received a presentation</p>	Check – no reference in Code.

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
	whether or not to re-appoint them. The audit committee should also make recommendation to the Council about the appointment, re-appointment and removal of the external auditor and approve the remuneration and terms of engagement of the external auditor		from the External Auditors on their performance.	
C.3.5	If the Council of Governors does not accept the audit committee's recommendation on the appointment, reappointment or removal of an external auditor, the Board of Directors should include in the annual report a statement from the audit committee explaining the recommendation and should set out reasons why the Council of Governors has taken a different position.	✓	<p>There has not been an occasion when the CoG has not accepted the Audit Committee's recommendations. It has therefore not been necessary to include any explanation in the annual report.</p> <p>The Council of Governors role in the process has been outlined in the new procedure due to be presented to the Council Governance Committee as outlined in C3.3.</p>	Supporting explanation/reference
C.3.6	The trust should appoint an external auditor for a period of time which allows the auditor to develop a strong understanding of the finances, operations and forward plans of the NHS foundation trust.	✓	<p>In August 2017 the Trust awarded a contract for the provision of External Audit services to Ernst & Young. This was the result of a comprehensive market testing exercise. The contract was for an initial 12 month period renewable every twelve months and allows for the auditors strong understanding of the finances, operations and forward plans of the trust.</p> <p>Each year an annual review of external audit services is undertaken and considered by the Audit Committee. A recommendation is then made to the Council of Governors around their potential reappointment (up to the maximum length of the contract of 5 years).</p>	Comply/explain
C.3.7	When the Council ends an external auditor's appointment in disputed circumstances, the chairperson should write to Monitor informing it of the reasons behind the decision.	✓	This situation has not occurred but due process would be followed as necessary. The newly developed procedure has referred to in C3.3 will incorporate this.	Comply/explain

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
C.3.8	<p>The audit committee should review arrangements that allow staff of the NHS foundation trust and other individuals where relevant, to raise, in confidence, concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety or other matters.</p>		<p>The Audit Committee terms of reference include the requirement to <i>'review the adequacy of arrangements by which staff of the Trust may raise, in confidence concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety and other matters'</i></p> <p>Counter fraud included in Audit Committee's terms of reference</p> <p>Audit Committee receives regular updates from the trust's Local Counter Fraud Specialist (LCFS) and regular updates relating to the Board Assurance Framework which incorporates clinical and corporate governance matters.</p> <p>Reports from LCFS include updates on regular investigations, recommendations and actions</p> <p>Updates/presentations relating to patient safety, clinical governance or other specific areas will be requested from a senior member of the relevant teams to provide the Audit Committee with the relevant assurance.</p> <p>Through regular awareness raising activities and internal communications, staff are aware how to raise, in confidence, concerns about possible improprieties through policies on Whistleblowing, Counter Fraud, etc which are available on the intranet. Freedom to Speak-Up Guardians are also now in place to allow staff to raise concerns locally.</p> <p>Facility on intranet for staff to anonymously raise issues via the Freedom to Speak-Up page to ensure concerns are passed to the right individual / team to respond.</p>	<p>Comply/ explain</p>
C.3.9	<p>A separate section of the annual report should describe the work of the audit committee in discharging its responsibilities. The report should include:</p> <ul style="list-style-type: none"> • The significant issues that the committee 		<p>Annual Report includes Committee's roles and responsibilities.</p> <p>Both the internal and external auditors provide a range of reports to the Audit Committee. These include progress reports which address specific subjects such as financial statements, operations and compliance. The reports are reviewed by the</p>	<p>Supporting explanation/ reference</p>

Code	Provision	Comply	Trust Position/Evidence	Reporting Requirements
	<p>considered in relation to the financial statements, operations and compliance, and how these issues were addressed.</p> <ul style="list-style-type: none"> • An explanation of how it has assessed the effectiveness of the external audit process and the approach taken to the appointment or re-appointment of the external auditor, the value of external audit services and information on the length of tenure of the current audit firm and when a tender was last conducted; and • If the external auditor provides non-audit services, the value of the non-audit services provided and an explanation of how auditor objectivity and independent are safeguarded. 		<p>Audit Committee and where recommendations from the reports identify significant issues, the responsible Director is required to attend Audit Committee meetings to explain how the concerns are being met.</p> <p>The Trust undertakes an annual review of the external audit function which includes review of the external auditor's performance and the monitoring arrangements in place to ensure compliance with Monitor's <i>Audit Code for NHS Foundation Trusts</i>. The results of this review are reported to the Audit Committee.</p> <p>Additionally the Audit Committee undertake its own '<i>self-assessment</i>' checklist which is again reported to the Audit Committee. Information on the value of the external audit services and the length of the contract is provided to the Council of Governors annually.</p> <p>There is also a section within the Annual Report to the Council of Governors for the Audit Committee to communicate annually all non-audit work performed by the Trust's external auditors and its value.</p>	

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NHS FT Code of governance Feb 2014: Compliance Evidence and Actions Schedule 2019/20

SECTION D: REMUNERATION

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
D.1	Level and components of remuneration			
D.1.1	Any performance-related elements of the remuneration of Executive Directors should be designed to align their interests with those of patients, service users and taxpayers and to give these directors keen incentives to perform at the highest levels.	✓	<ul style="list-style-type: none"> • Remuneration Policy and Procedure for Board Directors is in line with guidance published by NHSE/I in respect of Very Senior Managers (VSM) pay. • These requirements are clearly described in the BoD Remuneration and Nominations Committee terms of reference • Limits set would be disclosed in the Annual Report • Explanation of current policy included in Annual Report 	Comply/explain
D.1.2	Levels of remuneration for the Chairperson and other Non-Executive Directors should reflect the time commitment and responsibilities of their roles.	✓	<ul style="list-style-type: none"> • For existing appointments on recommendation of CoG Remuneration Committee, CoG determines the level of remuneration for the Chair and other NEDs which is reviewed on an annual basis and takes account of the time commitment and responsibilities of their roles and is benchmarked against other similar Trusts. • New appointments are subject to new remuneration guidance published by NHSE/I. The Board of Directors and Council of Governors will need to decide whether the Trust complies with the guidance or explains non-compliance. • CoG Remuneration Committee terms of reference includes requirement for regular external benchmarking of remuneration (in line with other Trusts, the Trust uses NHS 	Comply/explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			Providers as its benchmarking tool)	
D.1.3	Where an NHS Foundation Trust releases an Executive Director, for example to serve as a Non-Executive Director elsewhere, the remuneration disclosures of the Annual Report should include a statement of whether or not the director will retain such earnings.	✓	<ul style="list-style-type: none"> • Declarations of interest by EDs completed annually • Register of interests available on request and published on website. • If an Executive Director is released to serve as Non-Executive Director at another organisation, a statement will be included in the Annual Report as required 	Supporting explanation/reference
D.1.4	The remuneration committee should carefully consider what compensation commitments (including pension contributions and all other elements) their directors' terms of appointments would give rise to in the event of early termination.	✓	<ul style="list-style-type: none"> • Conduct and Capability Policy and Procedure and Code of Conduct for Board Directors deals with under-performance • Responsibility for the approval of termination of employment arrangements and/or the making of any extra contractual payments to EDs included in BoD Remuneration and Nominations Committee terms of reference (see D.1.1) • During the year no extra contractual payments have been made to EDs following termination of employment 	Comply/explain
D.2	Procedure			
D.2.1	The remuneration committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board of Directors. Where remuneration consultants are appointed, a statement should be made available as to whether they have any other connection with the NHS Foundation Trust.	✓	<ul style="list-style-type: none"> • BoD Remuneration and Nominations Committee comprises of Trust Chair and all NEDs (quorum = 4 in total) as set out in its terms of reference and in the Annual Report • BoD Remuneration and Nominations Committee's terms of reference also explains the role and delegated authority • Terms of reference are available on request • Remuneration consultants have not been appointed during the last four years; if they are appointed, a statement will be made 	Publicly available

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			if they have any other connection with the Trust and would be included in the Annual Report	
D.2.2	The remuneration committee should have delegated responsibility for setting remuneration for all Executive Directors, including pension rights and any compensation payments. The committee should also recommend and monitor the level and structure of remuneration for senior management. The definition of senior management for this purpose should be determined by the Board.	✓	<ul style="list-style-type: none"> BoD Remuneration and Nominations Committee's terms of reference comply with these requirements and clearly sets out the responsibilities Terms of reference outlines Committee responsibility for Chief Executive and Executive Directors remuneration and terms & conditions. BoD Remuneration Committee ensures compliance with the national VSM requirements 	Comply/ explain
D.2.3	The Council of Governors should consult external professional advisers to market-test the remuneration levels of the Chairperson and other non-executives at least once every three years and when they intend to make a material change to the remuneration of a non-executive.	✓	<ul style="list-style-type: none"> Responsibilities of the CoG Remuneration Committee are clearly set out in its terms of reference Remuneration levels for the Chair/NEDs reviewed annually using NHS Providers annual survey for benchmarking with FTs with a similar profile. New remuneration implementation framework published by NHSE/I is currently being considered for new appointments. CoG Remuneration Committee is able to access, and does access, professional advice from Trust Deputy Director of HR Advice will be requested as required 	Comply/ explain
D.2.4	The Council of Governors is responsible for setting the remuneration of Non-Executive Directors and the Chairperson.	✓	Refer to D.1.2 and D.2.3	Statutory

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SECTION E: RELATIONS WITH STAKEHOLDERS

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
E.1	Dialogue with members, patients and the local community			
E.1.1	The Board of Directors should make available a public document that sets out its policy on the involvement of members, patients and the local community at large, including a description of the kind of issues it will consult on.	✓	<ul style="list-style-type: none"> • The Trust has an Engagement Strategy that puts service users and the public at the heart of engagement linking with the Quality Strategy and is a catalyst for making the Trust's vision, values and strategic objectives a reality. It supports the strategic direction of the Trust, shapes the Operational Plan and the delivery of the Essex Mental Health Strategy and Five Year Forward View. • The strategy recognises that every interaction is an engagement opportunity and an opportunity to live our values. There are six underpinning frameworks which have a direct link to engagement with stakeholders: <ul style="list-style-type: none"> - Membership - Patient Experience - Communications - HR/Workforce - Organisational Development - Carers • Patient & Carer Experience Steering Committee (reports to Quality Committee providing assurance that systems are in place to monitor patient experience across the Trust to meeting local and national requirements) 	Publicly available

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
E.1.2	The Board should clarify in writing how the public interests of patients and the local community will be represented, including its approach for addressing the overlap and interface between Governors and any local consultative forums.	✓	<p>See E.1.2 for Engagement Strategy</p> <ul style="list-style-type: none"> • The Membership Framework outlines the Trust's vision for membership over the period 2018-2021 and includes the priorities to build an effective, responsive and representative membership body that will assist in ensuring the Trust is fit for its future in the changing NHS environment. It recognises that there will be a wide variation in the level of participation of our members and therefore provides a range of pathways from which choices can be made. Every effort will be made to be inclusive in the approach to involvement with the aim of the membership community reflecting the social and cultural mix of the Trust's constituencies • Examples of representing public interests of patients and local community: <ul style="list-style-type: none"> - Your Voice meetings: public/member meetings held in Trust constituencies –held during 2019/20 - Meetings with third sector/voluntary organisations - Public consultation documents/processes in relation to significant service changes – none this year but updates provided at Your Voice meetings particularly in relation to the service transformation programme - Dedicated section on the Trust's website on how to Get Involved with the Trust; sections include support for carers, volunteers, etc • Patient & Service User Experience Steering Group included in BoD governance structure at Tier 2 and reports to Quality Committee 	Comply/ explain
E.1.3	The chairperson should ensure that the views of Governors and members are communicated to the Board as a whole.	✓	<ul style="list-style-type: none"> • Chair facilitates opportunity for Governors to ask questions of the Board at Board meetings • Director/Governor Away Days and joint Task & Finish 	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			<p>Groups, e.g. Constitution Review T&F Group</p> <ul style="list-style-type: none"> • Directors regularly attend and present at CoG meetings • Attendance of NEDs at CoG meetings included in objectives • NED/CoG informal meetings organised four times during the year • Chair meets Lead / Deputy Lead Governors quarterly • SID meets Lead Governor independently • CEO briefing sessions with Governors held quarterly at a minimum • Minutes of BoD and CoG meetings available on Trust's website • Governors involvement in annual planning through Council meetings, public member meetings, stakeholder events, etc • Meetings with the public, e.g. Your Voice meetings provide opportunity for members/public to meet with Chair, CEO, Directors, Senior Managers and Governors, and to ask questions/provide feedback. Presentations on Trust's services specific to that locality provided • Full sets of CoG and BoD part 1 meeting papers available on the Trust's website 	
E.1.4	<p>Contact procedures for members who wish to communicate with Governors and/or Directors should be made clearly available to members on the NHS Foundation Trust's website.</p> <p>The Board of Directors should ensure that the NHS Foundation Trust provides effective mechanisms for communication between Governors and members from its constituencies.</p>	✓	<ul style="list-style-type: none"> • Trust website and Annual Report include details on how to contact Governors and Directors • Dedicated membership area on Trust website outlining the role of members, contact details and how to get involved • Your Voice meetings, chaired and supported by Governors, held in each constituency • Members invited to AMM 	Publicly available

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			<ul style="list-style-type: none"> Annual Report includes report on membership 	
E.1.5	<p>The Board of Directors should state in the Annual Report the steps they have taken to ensure that the members of the Board, and in particular the non-executive Directors, develop an understanding of the views of Governors and members about the NHS Foundation Trust, for example through attendance at meetings of the Council of Governors, direct face-to-face contact, surveys of members' opinions and consultations.</p>	✓	<ul style="list-style-type: none"> Annual Report includes statements on how the Board of Directors have engaged with the Council of Governors, including the development of the strategic plan, involvement in planning days and stating as part of the main role of the Board to take into consideration the views of the Council of Governors. 	Supporting explanation/reference
E.1.6	<p>The Board of Directors should monitor how representative the NHS Foundation Trust's membership is and the level and effectiveness of member engagement and report on this in the Annual Report.</p>	✓	<ul style="list-style-type: none"> CoG Membership Committee reviews membership engagement, recruitment and demographic representation quarterly Membership activity report at each Council meeting (Directors attend CoG meetings) Annual Report includes membership analysis and representation Process undertaken to update membership reported to Council 	Supporting explanation/reference
E.1.7	<p>The Board of Directors must make Board meetings and the annual meeting open to the public. The Trust's constitution may provide for members of the public to be excluded from a meeting for special reasons.</p>	✓	<ul style="list-style-type: none"> Part 1 Board meetings are held in public Dates of meetings published on Trust website and on internal communications Part 1 Board agenda and papers available on website Agenda displayed in Trust head office reception Part 1 and 2 agendas and part 1 papers are emailed to Governors Agenda and papers circulated to public on request 	Statutory

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
			<ul style="list-style-type: none"> Part 2 Board meetings held in private are provided for in constitution. Summary of Part 2 minutes are provided to Governors. Resolution passed at Part 1 Board meetings to exclude members of the press/public in Part 2 meetings 	
E.1.8	The Trust must hold annual member's meetings. At least one of the Directors must present the Trust's Annual Report and accounts, and any report of the auditor on the accounts, to members at this meeting.	✓	<ul style="list-style-type: none"> AGM/AMM held annually (Oct 2019) Directors attend meeting CEO presents Annual Report ECFO presents annual accounts, and report of auditor on the accounts 	Statutory
E.2	Co-operation with third parties with roles in relation to NHS FTs			
E.2.1	The Board should be clear as to the specific third party bodies in relation to which the Trust has a duty to co-operate.	✓	<ul style="list-style-type: none"> The Board of Directors does this implicitly through system working, attending partner organisation meetings and keeping other organisations informed.* Regular meetings are held with HOSC to inform of any changes to service provision, which requires approval. Partner organisations are notified of material events and / or system changes. ED's undertake multi-agency working and attend meetings with partner organisations. Any new requirements from organisations (such as NHSE/I) are provided to the Accountable Officer and are taken through the Board of Directors as required. <p>*this could be strengthened to ensure it is more explicit, such as on report summary reports that are presented at Board.</p>	Comply/ explain

Code	Provision	Comply	Trust Position/Evidence	Annual Report Requirements
E.2.2	The Board should ensure that effective mechanisms are in place to co-operate with relevant third party bodies and that collaborative and productive relationships are maintained with relevant stakeholders at appropriate levels of seniority in each.	✓	<ul style="list-style-type: none"> • Quality Account section in Annual Report • Contract management meetings in place with NHS commissioners • Board to Board meetings, e.g. with CCGs • Joint bids/provision of services with local service providers • PMGs/JMGs in place with local authorities • Relationship meetings with NHSI quarterly (and bi-monthly PRM progress review meetings) • Ad hoc meetings with NHSE/I • Ad hoc meetings with CQC • Chair, CEO and Directors involvement in ICSs/STPs • Alignment of NEDs and Directors to STP locality portfolios • Chair and CEO attend senior networking meetings • Included in ED Community & Partnerships portfolio • Trust requested that external developmental well-led review undertaken by Deloitte gave a specific focus to the external stakeholders KLOE of the NHSI well-led framework. Deloitte found positive examples of engagement with stakeholders, both internally and externally and made suggestions for further strengthening which were pursued. 	Comply/ explain

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ACTION PLAN TO STRENGTHEN COMPLIANCE

Code	Action	Lead / Timescale	Progress	RAG
A.1.2	Develop a system to monitor attendance at Tier 1 and Tier 2 Standing Committees to allow a review to be undertaken at the end of the financial year.	CJ, Mar-21		
A.1.10	Review statement in Trust Constitution relating to Governor indemnity to see if this can be strengthened.	TSO, Mar-21		
A.2.2	Review division of responsibilities between Chair and CEO following commencement of new CEO role.	PS / SS / FS, Mar-21		
A.5.1	Review existing protocol to clarify action to be taken for continued non-attendance at Council of Governor meetings.	FS / CJ, Mar-21	Part of CoG Governance Committee workplan	
A.5.6	Finalise an agreed Council of Governors Policy for engagement with Board where disagreement or concerns with performance, setting out how the Council and Board will interact with one another for the benefit of the Trust, and a procedure on raising and escalating concerns.	TSO, Mar-21	Specific section added to any new procedures developed in 2019 relating to disagreements between the Council and the Board, including reference to referring disputes to the SID. However, procedure still needs to be developed and this has been carried over to the action plan for 2019/20.	
B.1.4	Review current Board member biographies to see if more can be added in relation to their skills. If not possible, include in next years annual report.	FS, Mar-21		

Code	Action	Lead / Timescale	Progress	RAG
B.5.1	Complete exploration of developing a Governor information portal to enable sharing of information.	TSO, Mar-21	Exploration undertaken with ITT regarding how to develop a portal and the various issues that may be encountered.. A solution has now been found and needs to be implemented.	
B.5.6	Consider ways in which the Trust can enhance formal engagement of Governors, members and the public on the development of the 5 year forward plan.	TSO, Mar-21		
B.6.5 E.1.4	Consider developing ways of using the website to enable Governors to be able to communicate with members / public.	TSO, Mar-21		
C.3.8	Review schedule of business for BoD Audit Committee to ensure presentations / reports are received for Freedom to Speak-Up / Whistleblowing	CB, Mar-21		
D.1.1	Consider whether to complete and approve Remuneration Policy and Procedure for Board of Directors	TSO, Mar-21		
E.1.3	Review process for ensuring Governor, member and public views are provided to the Board of Directors.	TSO, Mar-21		
E.1.6	Develop process for the Board of Directors to receive information about the membership consider its representation and effectiveness of membership engagement.	TSO, Mar-21		
	Board to receive an annual report on the Trust's membership including level and effectiveness of engagement	TSO, Mar-21		
E.2.1	Develop processes for ensuring it is more explicit	TSO, Mar-21		

Code	Action	Lead / Timescale	Progress	RAG
	which third party bodies the Trust has a duty to co-operate, including changing report summary sheets to identify this.			
Completed Actions				
A.1.1	Build into the efficacy review of Board of Director Standing Committees in 2019/20 a review of whether decisions taken by the Standing Committees are in line with the Scheme of Delegation.	TSO, Sep-19	Deloitte Well-Led reviewed all of the Standing Committees and no concerns were identified regarding decisions being taken outside of the Scheme of Delegation.	
A.1.6	Complete the tier 2 committee structure underpinning the Quality Committee currently underway and implement any agreed changes.	TSO, Mar-20	Quality Committee capacity, structure and terms of reference were reviewed.	
A.5.1	Consider how Council of Governor meetings could be structured / formatted to strengthen the involvement and engagement of Governors.	Chair, Sep-19	Lead Governor / Deputy Lead Governor reviewed the agenda. Agenda regularly reviewed at Lead / Deputy Lead Governor meetings. Items added include regular presentations from NEDs and skills and experience presentation by Governors.	
A.5.2 B.1.3	Complete the review of the Trust's constituencies and composition of the Council as part of the review of the Constitution and achieve approval of the Council and Board of Directors.	TSO, Apr-19	Constitution approved in April 2019.	
A.5.4 B.4.3 B.6.5	Further develop Governor Work / Training Plan and embed its use to help identify how Governors (individually) are meeting their collective responsibilities. Consider putting the Governor Updates circulated regularly onto the website.	TSO / T&D Comm., Sep-19	New Learning & Training Plan developed and agreed by CoG Training & Development Committee.	
A.5.12	Ensure that summaries of Part 2 Board of Director meetings are prepared and circulated routinely to Governors for all Board of Director meetings	TSO, May-19	Summaries of Part 2 Board of Directors minutes now completed and circulated to Governors.	

Code	Action	Lead / Timescale	Progress	RAG
B.1.4	Place statement from Annual Report 2018/19 in terms of Board balance, completeness and appropriateness onto the webpage relating to Board composition.	TSO, Jun-19	Statement on the Trust website.	

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	28 May 2020
Report Title:	Appointment of the Chief Executive Officer (CEO) Written Resolution Outcome	
Report Lead:	Professor Sheila Salmon Chair of the Trust	
Report Author(s):	Chris Jennings Assistant Trust Secretary	
Report discussed previously at:		
Level of Assurance:	Level 1	<input checked="" type="checkbox"/> Level 2
		<input type="checkbox"/> Level 3

Purpose of the Report

This report provides the outcome of the written resolution process undertaken to approve the appointment of Paul Scott as the CEO as recommended by the Board of Directors Remuneration and Nomination (RemNom) Committee.	Approval	<input type="checkbox"/>
	Discussion	<input type="checkbox"/>
	Information	<input checked="" type="checkbox"/>

Recommendations/Action Required

The Council of Governors Committee is asked to: 1 Note the contents of this report.
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Summary of Key Issues

The Council of Governors is required to approve the appointment of the CEO as recommended by the Board of Directors Remuneration and Nomination Committee.

The Covid-19 pandemic meant that the Extra-Ordinary Council of Governors meeting scheduled on the 17 April 2020 to consider and approve the appointment was cancelled. Therefore, section 4.16 of the Standing Orders Of The Council of Governors was utilised, which allowed for a written resolution to conduct business between Council meetings, to approve the appointment of the CEO in a timely manner.

The Trust Secretary emailed all Governors on the 9th April 2020 providing a report that provided Governors with:

- Details of the proposed written resolution to be adopted by the Council of Governors by the long stop date of the 19 April 2020.
- Details of the recruitment process undertaken to identify suitable candidates for interview.
- Details of the interview process undertaken, including changes made in the context of the Covid-19 pandemic.
- Details of the successful candidate and recruitment checks undertaken to provide assurance that the successful candidate is fit to undertake the role.

The report confirmed that following a full and fair recruitment process the Board of Directors RemNom Committee had recommended the appointment of Paul Scott as the new CEO for the Trust, subject to satisfactory employment checks and approval by the Council of Governors.

Governors were asked to read the report and confirm their agreement to the appointment recommended (or not). The long-stop date given to respond to the email was the 19th April 2020, which was in line with the 10-day written resolution approval process stipulated in the Standing Orders.

Of the 28 Governors that currently constitute the Council, 23 (82%) responded by the long-stop date confirming approval of the recommended CEO. This met the 51% threshold required to approve the written resolution. There were no responses received disagreeing

with the appointment and 5 Governors did not respond to the email.

Therefore, as at midnight on the 19th April 2020, the written resolution to approve Paul Scott as the CEO for the Trust was adopted as if it had been approved at a Council of Governors meeting.

Relationship to Trust Strategic Objectives

SO 1: Continuously improve service user experiences and outcomes	✓
SO 2: Achieve top 25% performance	✓
SO 3: Valued system leader focused on integrated solutions	✓
Which of the Trust Values are Being Delivered	
1: Open	✓
2: Compassionate	✓
3: Empowering	✓

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

Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	✓
Data quality issues	
Involvement of Service Users/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

RemNom	Remuneration & Nomination Committee	CEO	Chief Executive Officer
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Supporting Documents and/or Further Reading

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Lead

Professor Sheila Salmon, Chair of the Trust

SUMMARY REPORT	COUNCIL OF GOVERNORS		28 May 2020			
	PART 1					
Report Title:	Learning & Development Plan 2020/21					
Report Lead:	Paula Grayson, Chair of the Council of Governors Training & Development Committee					
Report Author(s):	Chris Jennings Assistant Trust Secretary					
Report discussed previously at:	CoG Training & Development Committee 20.05.20					
Level of Assurance:	Level 1	✓	Level 2		Level 3	

Purpose of the Report		
This report provides the Council of Governors Committee with the Learning & Development Plan for 2020-21.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
The Council of Governors Committee is asked to: <ol style="list-style-type: none"> 1 Note the contents of this report. 2 Approve the Learning & Development Plan for 2020-21

Summary of Key Issues
<p>The Learning and Development Plan is overseen by the CoG Training & Development Committee and is designed to support the Committee in ensuring Governors receive appropriate training & development opportunities.</p> <p>The programme developed for 2019-20 was received by the Committee in January 2020 and used to develop the NHSE/I Self-Certification statement. The plan has subsequently been reviewed and developed into a Learning & Development Plan for 2020-21 which has been attached to this report for consideration and approval by the Council.</p> <p>The review looked at the items identified for learning & development and indicated whether these should be programmed on an annual, 2-yearly or 3-yearly basis. In addition, any learning items that had not been sufficiently covered in the 2019-20 plan have been “rolled-over” to ensure these are delivered as part of the new plan.</p> <p>The CoG Training & Development Committee considered the plan on the 20th May 2020 and agreed for it to be recommended to the Council of Governors for approval. The plan will be monitored by the Training & Development Committee to ensure it is being progressed or to add any new learning requirements.</p> <p>The Committee is asked to consider and approve the Learning Plan for 2020-21.</p>

Relationship to Trust Strategic Objectives	
SO 1: Continuously improve service user experiences and outcomes	✓
SO 2: Achieve top 25% performance	✓
SO 3: Valued system leader focused on integrated solutions	✓
Which of the Trust Values are Being Delivered	
1: Open	✓
2: Compassionate	✓
3: Empowering	✓

Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against:	
Impact on CQC Regulation Standards, Commissioning Contracts, new Trust	✓

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

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

Acronyms/Terms Used in the Report			
NHSE/I	NHS England / Improvement		

Supporting Documents and/or Further Reading
Learning & Development Plan 2020/21

Lead
Paula Grayson, Chair of the Council of Governors Training & Development Committee

Council of Governors Learning & Development Plan
 2020/21

Key	
Training completed	
Training booked	
Training to be booked / action required	
Training as required	

Statutory/ mandatory requirement or request from Governors, Chair, NEDs, Executive Directors	Frequency	Training and development sessions	Special briefings	Council of Governors	Learning from each other	Learning during Service Visits, Quality Visits or Your Voice	Board of Directors
		<i>Training sessions from external providers</i>	<i>Training sessions from internal staff / teams</i>	<i>Presentations / Reports discussed at Council of Governors</i>	<i>Governors or NEDs sharing learning</i>	<i>Learning undertaken when visiting services / Your Voice meetings</i>	<i>Presentations / Reports discussed at Board of Directors</i>
Statutory/Mandatory / Induction							
Induction							
<ul style="list-style-type: none"> • Introduction • Code of Conduct • Obligations • Governors Effectiveness • Accountability Awareness 	Annual and for any new Governors		TBC – October TSO Office				
Team Building	Annual		TBC - November Team Building				
Governance Skills (Subject to Elections)	Annual	TBC – NHS Providers November/ December	TBC – Well-Led Review update				
Understanding	Annual		TBC January /				

Statutory/ mandatory requirement or request from Governors, Chair, NEDs, Executive Directors	Freque ncy	Training and development sessions	Special briefings	Council of Governors	Learning from each other	Learning during Service Visits, Quality Visits or Your Voice	Board of Directors
		<i>Training sessions from external providers</i>	<i>Training sessions from internal staff / teams</i>	<i>Presentations / Reports discussed at Council of Governors</i>	<i>Governors or NEDs sharing learning</i>	<i>Learning undertaken when visiting services / Your Voice meetings</i>	<i>Presentations / Reports discussed at Board of Directors</i>
Performance Data			February by appropriate team				
Accounts and Finance	Annual		TBC – AMM October; Finance Department January / February	TBC – CoG Meeting. Auditor's report			
Recommended							
Prospective Governor workshops	Annual		TBC – June 2020				
Public Speaking	2-yearly		Appropriate team				
Optional / Requested							
Business Highlights / Service Knowledge	During the year		As appropriate by new Services				
• Specialist Community Forensic- Team (SCFT)	New						
• Patient Experience Team	New						
Cost Improvement Plans	Annual			TBC – CoG Presentation.			
Co-Production	Annual		Medical Director's team as appropriate when can be demonstrated				
Drug & Alcohol	Rolled		When feasible				

Statutory/ mandatory requirement or request from Governors, Chair, NEDs, Executive Directors	Frequency	Training and development sessions	Special briefings	Council of Governors	Learning from each other	Learning during Service Visits, Quality Visits or Your Voice	Board of Directors
		<i>Training sessions from external providers</i>	<i>Training sessions from internal staff / teams</i>	<i>Presentations / Reports discussed at Council of Governors</i>	<i>Governors or NEDs sharing learning</i>	<i>Learning undertaken when visiting services / Your Voice meetings</i>	<i>Presentations / Reports discussed at Board of Directors</i>
Services	Over						
Equality & Inclusion	Annual		Before March 2021				
Governor Role in NED Appointments	Annual		As required				
Input to mental health commissioners' planning / How Governors can influence commissioners	Annual	When systems change: speaker from relevant organisation					To be re-scheduled before March 2021
Member Engagement	Annual			TBC - CoG		TBC – Your Voice	
Operational Plan	Annual		Page turning exercise with appropriate team				
Presentation Skills	Rolled Over		HR team members before March 2021				
Quality Assurance	Annual		TBC – CEO Briefings			TBC – Quality Visits	
Service Transformation	Annual			As soon as possible			
Staff Engagement	Annual		HR team before October 2020				
Strategy & Planning	Annual			NED before February 2021			
Transition Between Services	Rolled Over		Appropriate example before September 2020				

Statutory/ mandatory requirement or request from Governors, Chair, NEDs, Executive Directors	Frequency	Training and development sessions	Special briefings	Council of Governors	Learning from each other	Learning during Service Visits, Quality Visits or Your Voice	Board of Directors
		<i>Training sessions from external providers</i>	<i>Training sessions from internal staff / teams</i>	<i>Presentations / Reports discussed at Council of Governors</i>	<i>Governors or NEDs sharing learning</i>	<i>Learning undertaken when visiting services / Your Voice meetings</i>	<i>Presentations / Reports discussed at Board of Directors</i>

Helping You Think About Yourself

Self-Reflection: skills audit / learning and development requirements / Self-Reflection: Expertise / Interests	Annual	When feasible before March 2021					
Buddying	Annual				T&D cttee to raise at Governors' informal session		

Learning for 2021/22

Statutory/Mandatory

<i>Induction</i>							
<ul style="list-style-type: none"> • Introduction • Code of Conduct • Obligations • Governors Effectiveness • Accountability Awareness 	Annual		TBC – TSO				
Team Building	Annual	TBC – External Provider					
Governance Skills (Subject to Elections)	Annual	TBC – NHS Provider Conference	TBC – Well-Led Review				
Accounts and Finance	Annual		TBC – AMM October; Finance Department January /	TBC – CoG Meeting. Auditor's report			

Statutory/ mandatory requirement or request from Governors, Chair, NEDs, Executive Directors	Freque ncy	Training and development sessions	Special briefings	Council of Governors	Learning from each other	Learning during Service Visits, Quality Visits or Your Voice	Board of Directors
		<i>Training sessions from external providers</i>	<i>Training sessions from internal staff / teams</i>	<i>Presentations / Reports discussed at Council of Governors</i>	<i>Governors or NEDs sharing learning</i>	<i>Learning undertaken when visiting services / Your Voice meetings</i>	<i>Presentations / Reports discussed at Board of Directors</i>
			February 2022				
Recommended							
Effective Questioning & Challenge Skills	2-yearly	TBC- NHS Providers					
Prospective Governor workshops	Annual		TBC-TSO				
Optional / Requested							
Business Highlights / Service Knowledge	Annual		As requested	TBC – Quality Visit Report		TBC – Quality Visits	
Cost Improvement Plans	Annual			TBC – CoG Presentation.			
Co-Production	Annual		When can be demonstrated				
Equality & Inclusion	Annual		Before March 2022				
Governor Role in NED Appointments	Annual		As required				
Input to mental health commissioners’ planning / How Governors can influence commissioners	Annual	When systems change: speaker from relevant organisation					
Member Engagement	Annual			Reports			
NHS Long Term Plan	2-yearly		As changes notified				
Operational Plan	Annual		Page turning exercise with relevant team				

Statutory/ mandatory requirement or request from Governors, Chair, NEDs, Executive Directors	Frequency	Training and development sessions	Special briefings	Council of Governors	Learning from each other	Learning during Service Visits, Quality Visits or Your Voice	Board of Directors
		<i>Training sessions from external providers</i>	<i>Training sessions from internal staff / teams</i>	<i>Presentations / Reports discussed at Council of Governors</i>	<i>Governors or NEDs sharing learning</i>	<i>Learning undertaken when visiting services / Your Voice meetings</i>	<i>Presentations / Reports discussed at Board of Directors</i>
Quality Assurance	Annual		TBC – CEO Briefings			TBC – Quality Visits	
Restrictive Practice	2-yearly		Appropriate team				
Service Transformation	Annual		As changes				
Staff Engagement	Annual		HR team before February 2022				
Strategy & Planning	Annual			NED before October 2022			
Helping You Think About Yourself							
Self-Reflection: skills audit / learning and development requirements / Self-Reflection: Expertise / Interests	Annual	TBC external provider					
Buddying	Annual				T&D cttee to progress		
Learning for 2022/23							
Statutory/Mandatory							
<i>Induction</i>							
<ul style="list-style-type: none"> • Introduction • Code of Conduct • Obligations • Governors Effectiveness • Accountability Awareness 	Annual		TBC – TSO				
Team Building	Annual	TBC – External					

Statutory/ mandatory requirement or request from Governors, Chair, NEDs, Executive Directors	Frequency	Training and development sessions	Special briefings	Council of Governors	Learning from each other	Learning during Service Visits, Quality Visits or Your Voice	Board of Directors
		<i>Training sessions from external providers</i>	<i>Training sessions from internal staff / teams</i>	<i>Presentations / Reports discussed at Council of Governors</i>	<i>Governors or NEDs sharing learning</i>	<i>Learning undertaken when visiting services / Your Voice meetings</i>	<i>Presentations / Reports discussed at Board of Directors</i>
		Provider					
Governance Skills (Subject to Elections)	Annual	TBC – NHS Provider Conference					
Accounts and Finance	Annual		TBC – AMM October; Finance Department January/February 2023	TBC – CoG Meeting. Auditor’s report			
Recommended							
Effective Questioning & Challenge Skills	2-yearly	TBC – NHS Providers					
Prospective Governor workshops	Annual		TBC-TSO				
Public Speaking	2-yearly	TBC – NHS Providers					
Optional / Requested							
Business Highlights / Service Knowledge	Annual		As requested	TBC – Quality Visit Reports		TBC – Quality Visits	
Cost Improvement Plans	Annual			TBC – CoG Presentation.			
Equality & Inclusion	Annual		Before March 2023				
Governor Role in NED Appointments	Annual		As Required				
Input to mental health commissioners’ planning / How Governors can	Annual	When systems change: speaker from relevant organisation					

Statutory/ mandatory requirement or request from Governors, Chair, NEDs, Executive Directors	Freque ncy	Training and development sessions	Special briefings	Council of Governors	Learning from each other	Learning during Service Visits, Quality Visits or Your Voice	Board of Directors
		<i>Training sessions from external providers</i>	<i>Training sessions from internal staff / teams</i>	<i>Presentations / Reports discussed at Council of Governors</i>	<i>Governors or NEDs sharing learning</i>	<i>Learning undertaken when visiting services / Your Voice meetings</i>	<i>Presentations / Reports discussed at Board of Directors</i>
influence commissioners							
Member Engagement	Annual			Reports			
Operational Plan	Annual		Page turning exercise with relevant team				
Quality Assurance	Annual		TBC – CEO Briefings			TBC – Quality Visits	
Service Transformation	Annual		As changes				
Staff Engagement	Annual		HR team before February 2023				
Strategy & Planning	Annual						
Helping You Think About Yourself							
Self-Reflection: skills audit / learning and development requirements / Self- Reflection: Expertise / Interests	Annual	TBC external provider					
Buddying	Annual				T&D cttee to progress		

		Agenda Item: 6(c)i			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1				
		28th May 2020			
Report Title:	Council of Governors Governance Committee Assurance Report				
Report Lead:	Marianne Evans, Staff Governor Chair of the CoG Governance Committee				
Report Author(s):	Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:					
Level of Assurance:	Level 1	✓	Level 2		Level 3

Purpose of the Report		
To present a summary of the Council of Governors Governance Committee meeting discussions held on 19 th May 2020.	Approval	
	Discussion	
	Information	✓

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

Summary of Key Issues
<p>The Governance Committee is a standing committee of the Council of Governors with delegated responsibility to provide support to the Council of Governors in ensuring that effective and robust governance processes are in place and operating effectively, enabling the Council to fulfill its statutory duties. All responsibilities are undertaken in support of the Council – it is the Council that holds the responsibility for decisions relating to all issues covered by the Committee.</p> <p>The Committee met on 19th May 2020 since the last assurance report was provided.</p> <p>The meeting focused on scrutinizing the Code of Governance self-assessment completed against the <i>FT Code of Governance 2014</i>. The Committee had a good discussion and the outcome has been included on the agenda for this Council of Governors meeting.</p> <p>The Committee also reviewed its' updated work plan and noted the delays in completing procedures for the Council of Governors due to these being deferred in January 2020 (due to Trust Constitution review) and the Covid-19 pandemic. The Committee accepted that these would be completed over the next couple of months and monitored using the action log and work plan for the Committee.</p>

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

Which of the Trust Values are Being Delivered	
1: Open	✓
2: Compassionate	✓
3: Empowering	✓

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors	
Holding the NEDs to account for the performance of the Trust	
Representing the interests of Members and of the public	
Appointing and, if appropriate, removing the Chair	
Appointing and, if appropriate, removing the other NEDs	
Deciding the remuneration and allowances and other terms of conditions of office of the Chair and the other NEDs	
Approving (or not) any new appointment of a CEO	
Appointing and, if appropriate, removing the Trust's auditor	
Receiving Trust's annual accounts, any report of the auditor on them, and annual report	
Approving "significant transactions"	
Approving applications by the Trust to enter into a merger, acquisition, separation, dissolution	
Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose or performing its other functions	
Approving amendments to the Trust's Constitution	
Another non-statutory responsibility of the Council of Governors (please detail): <ul style="list-style-type: none"> Compliance with the Foundation Trust Code of Governance 2014 	✓

Acronyms/Terms Used in the Report	
CoG	Council of Governors

Supporting Documents and/or Further Reading

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

		Agenda Item No: 6(c)ii			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	28th May 2020			
Report Title:	Council of Governors Training and Development Committee Assurance Report (including Self-Certification Statement)				
Report Lead:	Paula Grayson, Public Governor Chair of the Training and Development Committee				
Report Author(s):	Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:	N/A				
Level of Assurance:	Level 1	✓	Level 2		Level 3

Purpose of the Report		
To present a summary of the Council of Governors Training and Development Committee meeting discussions held on 20 th May 2020. The report also provides the statement relating to Governor training for 2020/21 to support the Board of Directors NHSE/I Self-Certification.	Approval	✓
	Discussion	
	Information	✓

Recommendations/Action Required
The Council of Governors is asked to: <ol style="list-style-type: none"> 1 Note the contents of the report. 2 Approve the statement (Appendix 1) as recommended by the CoG Training & Development Committee to support the Board of Directors self-certification for NHSE/I

Summary of Key Issues
<p>The Training and Development Committee is a standing committee of the Council of Governors with delegated responsibility to provide support to the Council of Governors in ensuring that effective and robust training and development arrangements are in place to develop Governor’s skills, knowledge and capabilities enabling them to be confident, effective, engaged and informed members of the Council. All responsibilities are undertaken in support of the Council – it is the Council that holds the responsibility for decisions relating to all issues covered by the Committee.</p> <p>The Committee met on 20th May 2020. Committee members noted two actions on the action log that had passed previously agreed timescales. One action related to the development of the induction programme, which had been delayed due to the postponement of elections. Committee members agreed to extend this action to coincide with the new election timetable. The second action related to developing metrics / measures to monitor training efficacy and outcomes. Committee members discussed and agreed to hold a small working group to consider and develop the metrics / measures.</p> <p>NHSE/I Self-Certification: Governor Training Committee members noted a report providing details of the learning and training undertaken by Governors in 2019/20. The report was previously circulated to Committee members for any comments to be provided to the Chair of the Committee. Chair’s action was taken on the 24th April 2020 to agree a recommendation to be made to the Council of Governors that the requirements in relation to Governor training have been met. The report has been attached to this report at Appendix 1 for consideration and approval by the Council of Governors.</p> <p>Learning & Development Plan 2020-21 The Learning & Development Plan 2020-21 was considered by the Committee. This has been included as an item on the agenda for Council of Governors.</p>

Council of Governors: Buddying 2020 Onwards

Committee members discussed the process in place for Buddying and how this should be taken forward. Committee members agreed a good procedure was in place, but there were concerns on how this should be implemented. It was agreed that a small working group would be established to develop ideas on how the Buddying system can be implemented and report back to the Committee.

Local Groups

The Committee discussed the benefit of having smaller localised groups for Governors to meet with each other to share learning and support new Governors. Committee members agreed arranging local groups should be taken forward by the Governors who would find this useful. Committee members noted it would be useful to link with the Staff Governor buddy group through which they support new Staff Governors.

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

1: Open	✓
2: Compassionate	
3: Empowering	✓

Relationship to the Board Assurance Framework (BAF)

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

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

Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives			
Data quality issues			
Involvement of Service Users/Healthwatch			
Communication and consultation with stakeholders required			
Service impact/health improvement gains			
Financial implications:			
Capital £ Revenue £ Non Recurrent £			
Governance implications	✓		
Impact on patient safety/quality			
Impact on equality and diversity			
Equality Impact Assessment (EIA) Completed?	<table border="1"> <tr> <td>YES/NO</td> <td>If YES, EIA Score</td> </tr> </table>	YES/NO	If YES, EIA Score
YES/NO	If YES, EIA Score		

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

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

NHSE/I Self-Certification for 2020/21: Governor Training
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Lead

**Paula Grayson, Public Governor
Chair of the CoG Training and Development Committee**

NHSE/I SELF-CERTIFICATION FOR 2020/21 GOVERNOR TRAINING

1.0 INTRODUCTION

This report provides the Training & Development Committee with details of the learning and training completed by Governors in 2019/20 to support the Board of Directors self-certification for NHSE/I.

2.0 REQUIREMENTS FOR SELF-CERTIFICATION

The Health Social Care Act, Section 151(5) 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.”

NHSE/I also 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 s 151(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 Council of Governors Training & Development Committee will consider this report and make recommendations to the Council of Governors. The outcome will be used by the Board of Directors to support completion of the self-certification process.

3.0 COUNCIL OF GOVERNORS SELF-CERTIFICATION INFORMATION

Activities carried out in 2019/20 which ensured Governors have been equipped with the skills and knowledge required for their roles, including relevant training.

3.1 Methods for holding NEDs to account:

3.1.1 Learning and Development in gaining assurance on NED appraisals

The Council of Governors asked for assurance on the NED appraisal process. The process was delegated to the Remuneration committee members. Prior to meeting the NEDs, points made in their appraisals were noted by the committee members. In individual discussion sessions with Remuneration committee members, each NED and the Chair, was asked to provide an example of how one key objective had been achieved during the year, what learning had been gained and to give an example of holding an Executive Director to account. Based on learning from these sessions, reviewing the formal appraisals, then noting the cited highlights during the discussions, Remuneration committee members provided assurance on the process to the Council of Governors.

3.1.2 Learning and development in understanding NEDs' contributions to the Trust

Governors and NEDs, with the Chair, met quarterly at informal sessions with no Executive Directors present. Discussions allowed Governors to learn that either through their NED roles on Board sub-committees, or through their formal questions during the Board meetings held in public, they had actively contributed to strategic matters, risk management and to holding the Executive Directors to account. A new item was introduced by the Chair to the CoG agenda, setting out the triangulation visits, involvement and quality assurance activities taken on by each NED since the previous CoG. Four NEDs gave a formal presentation at a

CoG of their assigned area of special interest: performance/finance, quality assurance, strategy/planning, research. NEDs and Governors in small work groups shared awareness about clinical transformation concepts at the Annual Members Meeting.

3.2 Learning about Improving Governance

3.2.1 Gaining knowledge from meetings, assurance and decisions

The CoG met on five occasions during 2019/20 (four ordinary meetings, one special meeting). Each CoG has included a private briefing from the Chief Executive, setting out key scrutiny issues around performance and future risks. Each CoG has considered the Trust scorecard including learning from: performance against safer staffing levels, Oversight Framework performance, quality priorities, financial targets and CQC Action Plans.

Each CoG has included one-off information sessions on topics raised by Governors, the Chair or in preparation for contributing to the Quality Account, the Annual Report and Accounts, CQC visits and other statutory obligations such as choosing the local indicator for external assurance (Quality Account). A sequence of Board sub-committee assurance reports has allowed Governors to learn about the work of those committees. Papers presented to the Board meetings held in public have provided guidance to Governors on governance improvements, such as methods for learning from deaths, analysis to improve equality, diversity and inclusion, methods for improving outcomes for service users in clinical outcomes and safety.

3.2.2 Gaining knowledge from analysis

An efficacy review was carried out by an independent facilitator asking questions of members of each CoG sub-committee. Governors were asked if they believed they were achieving the outcomes set out in the Terms of Reference for their own sub-committees as well as from the perspective of being a Governor more generally. Governors were asked if sub-committees were perceived to be effective. The results of the review were discussed at a Task and Finish Group composed of volunteer Governors to determine ways forward. The agreed changes are being progressed through the sub-committees and the CoG agenda.

3.2.3 Learning about representing members and the public

From the formation of EPUT in 2017/18, in matching the necessary constituencies based on the distribution of FT members and the existing services, the CoG required 40 Governors. After an initial reconsideration in 2018/19 of representation with a reduction in some constituencies giving a total Governors' number of 32, the CoG Governance Committee in 2019/20, considered the appropriate constituencies and numbers when reviewing the Trust's Constitution for a second time. The CoG Governors gained knowledge about the reasoning and accepted the recommendation made by the Governance committee that in responding to the revised numbers of FT members after a data cleansing exercise and considering the current geographical distribution of the business plan, numbers have been revised and reduced to 30.

At formation, Governors were allocated either two or three year terms to reduce future disruption and ensure some continuity. In summer 2020, the three year terms will be completed. Due to Covid-19 requirements, the elections are on hold. However, plans are in place for Governor and Staff Elections to be held across all 4 geographical constituencies. Having had content guidance from the Training and Development committee and active input from Governors, Prospective Governor Workshops will be held in each constituency with FT members who have indicated an interest in being a Governor. Prospective Governors will be taken through the specially designed information pack "Prospective Governors Guide", with our current Governors explaining the practicalities of being a Governor. This process was

very effective in 2017 in attracting high quality Governors. Governors will encourage Prospective Governors to stand for election.

3.2.4 Learning how to listen to members and the public

“Your Voice” public meetings have been held at intervals in each constituency. Learning from those sessions has been discussed at Training and Development committee meetings and at Membership committee meetings because in some locations, members had not necessarily seen the relevance of the Trust’s public meetings to their personal requirements of the health service. Governors provided ideas for future “Your Voice” sessions which could increase relevance. “Your Voice” sessions in each constituency took place in January and February 2020 (postponed from the autumn of 2019) which included a clinical topic “Dementia”. Governors chaired these public meetings and learned about key issues from the NEDs and Executive Directors and from the questions asked by the public. Attendances increased as a result of the earlier learning and discussions.

At the second Annual Members meeting, held on 16 October 2019, the Trust invited internal and external support organisations to attend. Governors and members visited their stalls to learn about the support offered to service users and carers. Trust departments and partner organisations explained their services, demonstrating how they work with service users and carers. Governors listened to members on their tables and from content of the public questions, learning about the issues of importance to members.

3.2.5 Learning how to contribute to Trust plans

Governors were twice involved in consideration of the five year Strategic Plan initially considering principles at the CoG meeting on 22 May 2019, then by volunteer Governors in a page-turning exercise on 22 October 2019 to consider the final text.

CoG volunteers worked with an Executive Director on the background issues for the Operational Plan for 2020/21 on 2 March. Governors provided feedback from learning derived from Quality visits (carried out with NEDs and Executive Directors) and PLACE visits (carried out with service users) as well as from discussions with members to ensure that services are appropriately patient-centred, safe, clinically appropriate and working towards the clinical transformation plans which were set out at Board meetings and the CoG.

3.2.6 Learning how to contribute to inspections and assessments

A presentation to the CoG on 13 February 2020 set out the Governors’ contribution to the Quality Account. Governors are reminded on each Quality assessment by the Executive Directors on that visit about the assessment criteria. PLACE inspections are facilitated by the Estates Team and a briefing session is held before each inspections is undertaken. Outcomes from the Quality Visits have been recorded and summarised in the subsequent CoG papers prior to March 2020.

3.2.7 Learning how to contribute to triangulation and testing of services

Governors have asked formal questions at Board meetings in the public section. Each question has been recorded with the responses either at the time or after further enquiry allowing Governors to gain knowledge from those responses. Governors share this information. During the quarterly Governor informal sessions without the Chair/NEDs/Executive Directors, they discussed points made by members of the public, service users, carers and their own experiences. A Governor recorded questions which are sent to the Chair and Trust Secretary. The questions and responses have been recorded to become part of the CoG papers, demonstrating active testing of services and providing learning. A rolling Action Plan features in the Part 2 papers, setting out the questions and providing responses from relevant Trust staff.

3.3 Learning how to improve active membership

3.3.1 Learning how to analyse and improve membership effectiveness

The Membership Framework written at formation was further reviewed and revised by the Membership committee members. Staff had previously presented a comprehensive analysis of membership data allowing Governors to understand the key details. Membership committee members discussed the extent to which members demonstrate a active interest in the Trust, other than voting in elections. The Trust had a large public membership base many of whom could only be contacted by post. Membership committee members recommended that members should be contacted to be asked if they wished to continue as members. If they wished to remain in membership, they were asked to provide e-mail addresses and asked how they wished to receive communications from the Trust. This initial data cleansing activity reduced the membership database to approximately 5,400 of more active and interested members. In 2019/20, Membership committee members recommended a further data cleansing exercise should be carried out for the whole Trust, explaining to members which services exist in which constituency.

3.3.2 Learning how to gain value from Volunteers

Governors, NEDs and the Chair attended the Volunteers lunch on 20 February 2020 to learn about the assistance, whether direct or through training, which volunteers give to service users and carers.

3.4 Governors learning how to understand their role and the Trust

3.4.1 Learning from induction

All formation Governors attended a comprehensive induction programme, taking them through the GovernWell (NHS Providers) recommended information such as the Govern or Code of Conduct, the Constitution and key Trust documents. Governors who joined during 2019/20 were provided with a shortened version of the induction which included the Governor Work Plan designed by the Governance committee.

Three 2019 Induction programme sessions were held. Session 1 (15 July), included Trust staff and the Chair of the Trust explaining the role of the Governor and how that translated into their work within the responsibilities of the CoG.. Session 2 was facilitated by NHS Providers, focusing on Governors' statutory duties, understanding the concepts and methods of holding the Board to account, informing Governors of key topics/issues which affect their role, practising formulating effective questions and a forum for Governors to meet and learn from each other. At the third session (17 October), an external consultant facilitated discussions on Governor responsibilities.

New and existing Governors attended these sessions to hear updates on responsibilities for working together for the benefit of service users, carers, members and the public. The 2019 induction documents are being reviewed and revised by a task and finish group of the Training and Development committee.

3.4.2 Co-ordination of learning by the Training and Development committee

At formation and as part of the Trust's governance framework, a Council of Governors Training and Development Committee was established to provide support to the Council on training and development. Their Terms of Reference include 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 CoG. The Governor Learning & Development Pathway was designed and

used to cover the life-cycle of Governors from prospective Governors, through induction and additional ongoing learning and development to support the role. During 2019/20, there were 151 learning and developmental subjects provided at special training sessions, special briefings, Council of Governor meetings, information from other Governors, during Quality and PLACE visits and at the Board of Directors' meetings held in public.

3.4.3 Developing skills

Two workshops were added to the induction events (11 September and 17 October 2019) with an external facilitator, allowing Governors to share their values, then improve their skills in listening, questioning, challenging, debating and supporting others.

3.4.4 Developing knowledge of the Trust and the wider health economy

Special briefing sessions were held in 2019/20 on topics requested by Governors or relevant to the Trust's values, vision and business plans: bidding process; links with criminal justice; cost improvement plans; equality, diversity and inclusion; estates strategy; member engagement; restrictive practice; reverse mentoring; staff engagement. Speakers were mainly Trust middle and senior managers and Board members. The links with criminal justice sessions were given by external speakers involved in these partnership projects. Governors asked questions for clarification and to understand how services were being improved. Governors challenged speakers when services still needed improvements or CIPs were not delivering the necessary recurrent savings. Governors attending the monthly Board meetings have gained knowledge from the presentation at the beginning of each Board and from annual reports for example: "Enable East"; improving dental access for adults with learning disabilities; WRES standards; WDES standards; eliminating dormitory accommodation; Freedom to Speak up annual report and the new Guardian; safe working of junior doctors; mortality report; well-led review report; medicines optimisation report; ligature risk management. Governors were kept regularly informed about key facts during the year through the Chief Executive/Deputy Chief Executive's weekly e-mail to staff; the Trust's internal Governor e-newsletter and occasional briefings by the Chief Executive. Governors' knowledge has been kept up to date through the sharing of best practice and centrally published information. All information was received in a timely manner.

3.4.5 Governors gaining and sharing knowledge more widely

Governors attend external development events or webinars either through Trust membership of NHS organisations (NHS Providers, NHS Confederation, STPs) or from their own membership (Kings Fund, CCGs). They summarise and share experiences by completing a feedback form which is circulated to all Governors. In May 2019, five Governors attended the NHS Provider Governor Conference learning from national speakers and sharing experiences with Governors in other Trusts. The Lead Governor established a Regional Governors' Network which meets quarterly to discuss key issues, learn from one another and share with their own Governors: reviewing Trust Constitutions; NEDs who are experts by experience in mental health; end of life care; public accountability of STPs; Governor involvement with CCGs. Outside the Trust, in 2019/20 the Lead Governor has: contributed to a report on ward staffing produced by the National Institute for Health Research Dissemination Centre and commented on the draft document produced by CQC on Governor involvement in inspections. The Lead Governor was asked to rejoin the NHS Providers Governor Advisory Committee. He provided regular updates on the work of this group at CoG meetings, including: sharing views about the proposed revised remuneration framework for NEDs and Chairs; the Governor role in system working; the need for resumption of nurse bursaries for recruitment; governance issues when ICSs are created which should be co-terminous with each CCG which might provide new roles for Governors.

		Agenda Item No: 6(c)iii			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	28 May 2020			
Report Title:	Council of Governors Membership Committee Assurance Report				
Report Lead:	Judith Woolley, Public Governor Chair of the Membership Committee				
Report Author(s):	Tina Bixby, Assistant Trust Secretary				
Report discussed previously at:					
Level of Assurance:	Level 1	✓	Level 2		Level 3

Purpose of the Report

To present a summary of the Council of Governors Membership Committee meeting discussions.

Approval	
Discussion	
Information	✓

Recommendations/Action Required

The Council of Governors is asked to:

- Note the contents of the report

Summary of Key Issues

The Membership Committee is a standing committee of the Council of Governors with delegated responsibility to recommend to the Council of Governors appropriate actions to implement the Trust's membership recruitment and engagement strategy and to ensure on-going development of the strategy in response to the Trust's operating context. All responsibilities are undertaken in support of the Council – it is the Council that holds the responsibility for decisions relating to all issues covered by the Committee.

The Committee met on 19 May. The Agenda covered the membership plans for 2020/21 and the communication of the elections planned for June/July 2020.

It was recommended that Your Voice meetings will be held in Mid-October subject to social distancing rules at that time (whether virtual or in person) and this will be discussed further at the August Membership Committee meeting.

The Committee noted that after June 23 the committee would consist of Judith Woolley, Mark Dale and Michael Waller. It was noted that Gillian Lock-Bowen had requested to stand down from the Committee in January but was now in a positions to resume her place. Judith Woolley will contact Gillian directly.

It was also noted that the communication to members discussed in January regarding services in each area should be sent out along with a 'restart' message and a reminder for the Governor elections. All Governors will be sent a copy of the services table for comment.

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

1: Open	✓
2: Compassionate	
3: Empowering	✓

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report**Supporting Documents and/or Further Reading****Lead**

**Judith Woolley, Public Governor
Chair of the Council of Governors Membership Committee**

Agenda Item No: 6(d)

**SUMMARY
REPORT**

**COUNCIL OF GOVERNORS
PART 1**

28 May 2020

Report Title:	Elections to the Council of Governors					
Report Lead:	Faye Swanson, Director of Compliance & Assurance/ Trust Secretary					
Report Author(s):	Tina Bixby Assistant Trust Secretary					
Report discussed previously at:						
Level of Assurance:	Level 1	<input checked="" type="checkbox"/>	Level 2	<input type="checkbox"/>	Level 3	<input type="checkbox"/>

Purpose of the Report

To note the election plans for Summer 2020

Approval	<input type="checkbox"/>
Discussion	<input type="checkbox"/>
Information	<input checked="" type="checkbox"/>

Recommendations/Action Required

The Council of Governors is asked to:

- note the revised election timeline
- support promotion of the elections wherever they can.

Summary of Key Issues

The report sets out the proposed election timeline and actions to be undertaken by the Trust Secretary's Office.

The report confirms the number of vacant positions and the Governors whose Term of Office ends on 22 June 2020.

If Governors intend to seek re-election, the nominations process for this starts on 16 June 2020.

Relationship to Trust Strategic Objectives

SO 1: Continuously improve service user experiences and outcomes	<input checked="" type="checkbox"/>
SO 2: Achieve top 25% performance	<input checked="" type="checkbox"/>
SO 3: Valued system leader focused on integrated solutions	<input checked="" type="checkbox"/>

Which of the Trust Values are Being Delivered

1: Open	<input checked="" type="checkbox"/>
2: Compassionate	<input type="checkbox"/>
3: Empowering	<input checked="" type="checkbox"/>

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

Equality Impact Assessment (EIA) Completed?	YES/NO	If YES, EIA Score	

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

Acronyms/Terms Used in the Report			

Supporting Documents and/or Further Reading

Lead
Faye Swanson Director of Compliance & Assurance/ Trust Secretary

COUNCIL OF GOVERNORS ELECTIONS 2020

1 Introduction

This report presents the plan for the 2020 elections to the Council of Governors.

2 Summary

2.1 Background

As the Council is aware, elections to the Council of Governors have been postponed from May 2020 and will now take place during August 2020. This will result in newly elected Governors taking up their roles with effect from 2 September 2020.

2.2 Timetable

Key dates and stages for the election process are as follows:

Action	Responsibility	Date
CoG advised of Election plans	TSO	28/05/2020
Add info to EPUT website	TSO	01/06/2020
FB/Twitter/PET	Comms	w/c 1 June 2020
Email members to advise of elections and virtual meetings	TSO	01/06/2020
Email to Governors to share/remind etc	TSO	01/06/2020
Trust to send nomination material and data to ERS	TSO	02/06/2020
FB/Twitter reminder re Chelmsford virtual	Comms	08/06/2020
PGW Chelmsford virtual	TSO	11/06/2020
FB/Twitter reminder re Epping virtual	Comms	10/06/2020
PGW Epping virtual	TSO	15/06/2020
Notice of Election / nomination open	CIVICA	16/06/2020
Reminder email to Members advising nominations open	TSO	16/06/2020
FB/Twitter reminder re Lodge or virtual	Comms	24/06/2020
PGW The Lodge virtual	TSO	30/06/2020
Email to members nominations end on 14 Jul	TSO	06/07/2020
FB/Twitter reminder re nominations deadline	Comms	06/06/2720
Nominations deadline	CIVICA	14/07/2020
Summary of valid nominated candidates published	CIVICA	15/07/2020
Final date for candidate withdrawal	CANDIDATES	17/07/2020
Electoral data to be provided by Trust	TSO	22/07/2020
Notice of Poll published	CIVICA	04/08/2020
Poll added to EPUT website	TSO	04/08/2020
Voting packs emails despatched	CIVICA	05/08/2020
Reminder email to members to vote	TSO	12/08/2020
FB/Twitter reminders re voting	Comms	12/08/2020
Reminder email to members re voting closing	TSO	21/08/2020
Close of election	CIVICA	28/08/2020
Declaration of results	CIVICA	31/08/2020
Candidates advised of vote	TSO	01/09/2020
EPUT website updated with results	TSO	02/09/2020

2.3 Prospective Governor Workshops

The Trust Secretary's Office attempted to book venues for the workshops, however the Chelmsford venue has advised that bookings are no longer being made in June. In Thurrock and Colchester bookings were not being taken. The Lodge and Epping were also booked however due to social distancing measures continuing (face to face meetings not being held in June) it is not possible to hold the workshops as face to face sessions at this time. The workshops will therefore be held using Teams video conferencing. Potential Governors will also be able to request one to one sessions with the Trust and have direct contact with a current Governor if required.

Details of all sessions and invitations will be sent to all Governors, along with a copy of the Prospective Governor Guide. The Membership Committee has reviewed the guide. Governors are requested to promote the elections wherever they can with local contacts.

2.3 Constituencies and Council of Governors Composition

The table below identifies Governors whose term of office is due to end on 22 June 2020. There are a total of 10 Public/Staff Governor vacancies.

Constituencies	Current Governors	End of ToO	No of Gov	Total Vacancies For Election
Essex Mid & South	Roy Birch	June 2020	9	3
	Keith Bobbin	June 2020		
	Dianne Collins	June 2022		
	Mark Dale	June 2022		
	Jim Dean	June 2022		
	Sam Rakusen	June 2022		
	Tanya Robertson	June 2022		
	Judith Woolley	June 2022		
	Vacancy			
West Essex & Hertfordshire	Brian Arney	June 2020	5	3
	David Bamber	June 2020		
	Pippa Ecclestone	June 2020		
	Michael Waller	June 2022		
	Kate Shilling	June 2022		
North East Essex & Suffolk	Clive White	June 2020	3	1
	Peter Cheng	June 2019		
	Gillian Lock-Bowen	June 2022		
Milton Keynes, Bedfordshire, Luton & Rest of England	Paula Grayson	June 2022	2	0
	John Jones	June 2022		
	Clive Travis*	June 2020		
	Alex Zihute*	June 2020		
Clinical	Marianne Evans	June 2022	3	1
	Nosi Murefu	June 2022		
	Tracy Reed	June 2020		
Non-Clinical	Vacancy x2		2	2
Anglian Ruskin/ Essex Universities	Ruth Jackson	June 2022	1	0
CVS Essex	Vacant		1	
Essex County Council**	Cllr Andy Wood	June 2020	1	
Southend Borough Council	Cllr Laurie Burton	June 2022	1	
Thurrock Borough Council	Cllr Sue Shinnick	June 2022	1	
Total			29	10

* Position removed

** Essex County Council to advise

2.4 Terms of Office

The tenure for all Public and Staff Governors will be 3 years; this approach continues to enable the staggering of future elections thereby helping to maintain continuity and experience on the Council.

3 Recommendations and Action

The Council of Governors is asked to:

- note the revised election timeline
- support promotion of the elections wherever they can.

Report prepared by



Tina Bixby
Assistant Trust Secretary

		Agenda Item No: 6(e)
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	28 May 2020
Report Title:	Changes To The Council of Governors and Membership of Its Committees	
Report Lead:	Faye Swanson, Director of Compliance & Assurance/ Trust Secretary	
Report Author(s):	Tina Bixby Assistant Trust Secretary	
Report discussed previously at:	CoG Governance Committee 23 rd January 2020	
Level of Assurance:	Level 1	<input checked="" type="checkbox"/> Level 2
		<input type="checkbox"/> Level 3

Purpose of the Report		
<ul style="list-style-type: none"> To note the current composition of Governors To note the current members of the Council of Governor Committees To note the Composition and Membership post 23 June 2020. 	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> Note the contents of the report Express interest in being a member of any of the sub-committees to fill vacancies after 22 June 2020 Request any further information or action.

Summary of Key Issues
<p>Composition Of The Council Of Governors</p> <p>The current Governor composition is detailed in Appendix 1.</p> <p>Pam Madison, Staff Clinical Governor retired from the Trust on 30 April 2020 and subsequently her role as Governor.</p> <p>Further to the resignation of Jess Plant, Public Governor Essex Mid & South Jim Dean has accepted the offer to join the Council as Public Governor Essex Mid & South.</p> <p>Committee Membership as at 28 May 2020</p> <p>The Sub-committee composition is attached. (Appendix 2). This report also confirms the composition of the committee membership after June 2020 when the terms of office of current members end. If any Governor wishes to be considered for membership of any Committee, please advise the Trust Secretary's Office.</p> <p>Governor Attendance At Meetings</p> <p>Governor attendance at general meetings is required to be monitored and reported in the Trust Annual Report. A summary of attendance for the year 2019/20 is attached at Appendix 3. Governors are asked to check the attendance record and advise the Trust Secretary's Office of any corrections required. The attendance of Kate Shilling, Public Governor is noted to be 0 out of 4 meetings. The Governance Committee has raised concern about this and action will now be taken in line with the Standing Orders of the Council of Governors.</p>

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

Which of the Trust Values are Being Delivered	
1: Open	✓
2: Compassionate	
3: Empowering	✓

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

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

Acronyms/Terms Used in the Report

Supporting Documents and/or Further Reading

Appendix 1: Council of Governors Composition May 2020

Appendix 2: Committee Membership May 2020

Appendix 3: Governor Attendance at COG meetings

Lead

Faye Swanson

Director of Compliance & Assurance/ Trust Secretary

ESSEX PARTNERSHIP UNIVERSITY NHS FT

COUNCIL OF GOVERNORS as at 19 May 20

ELECTED GOVERNORS

Public: Essex Mid & South (9)

Roy Birch*
Keith Bobbin*
Dianne Collins
Mark Dale
Jim Dean
Sam Rakusen
Judith Woolley
Tanya Robertson
Vacancy x1

Public: North East Essex & Suffolk (3)

Peter Cheng
Gillian Lock-Bowen
Clive White*

**Public: Milton Keynes, Bedfordshire,
Luton & Rest of England (4)**

Paula Grayson
John Jones
Clive Travis**
Alex Zihute**

Public: West Essex & Hertfordshire (5)

Brian Arney*
David Bamber*
Kate Shilling
Pippa Ecclestone*
Michael Waller

Staff: Clinical (3)

Marianne Evans
Nosi Murefu
Tracy Reed*
Vacancy

Staff Non Clinical (2)

Vacancy x2

APPOINTED GOVERNORS

Essex County Council
Southend on Sea Council
Thurrock Council
Anglia Ruskin/Essex Universities
CVS Essex

Andy Wood
Laurie Burton
Sue Shinnick
Dr Ruth Jackson
TBC

*Term of Office ends June 2020

** Term of office ends June 2020 but election will not take place as the number of Governors in this constituency was reduced in April 2020.

COUNCIL OF GOVERNORS
Committee Membership at 19 May 2020

Governance	Remuneration	Membership	Training & Development	Nominations
Members (8/8)	Members (7/8)	Members (6/8)	Members (8/8)	Members (7/8)
Brian Arney Keith Bobbin Peter Cheng Marianne Evans John Jones Nosi Murefu Sam Rakusen Clive White	Brian Arney Peter Cheng Paula Grayson John Jones Tracy Reed Clive White Judith Woolley	Roy Birch Mark Dale Pippa Ecclestone Michael Waller Clive White Judith Woolley	David Bamber Keith Bobbin Paula Grayson Gillian Lock-Bowen Sam Rakusen Tracy Reed Andy Wood Alex Zihute	Prof Sheila Salmon Brian Arney Roy Birch Pippa Ecclestone Paula Grayson John Jones Clive White
Chair	Chair	Chair	Chair	Chair
Marianne Evans	John Jones	Judith Woolley	Paula Grayson	Prof Sheila Salmon
Meetings 2020	Meetings 2020	Meetings 2020	Meetings 2020	Meetings 2020
19 May 13:00 (Teams) August November	18 May (Governors only via Teams) August November	19 May 12:00 (Teams) August November	20 May 13:00 (Teams) August November	1/2 June TBC (Teams) August November

Significant Transaction Group – is held on a ‘needs only basis’, the following Governors will be called upon as necessary:
 Brian Arney, Keith Bobbin, Paula Grayson, John Jones, Clive White

The ToO of Governors highlighted in yellow end in June 2020.

Appendix 3

COUNCIL OF GOVERNORS MEETING ATTENDANCE RECORDS 2019-20

	22 May Part 1	22 May Part 2	5 Sept Part 1	5 Sept Part 2	16 Oct Part 2	13 Nov Part 1	13 Nov Part 2	13 Feb Part 1	13 Feb Part 2	Meetings Attended	Total No of Meetings
Governors											
Alex Zihute	√	√	√	√	X	√	√	√	√	4	5
Andy Wood	√	√	√	√	√	√	√	x	x	4	5
Bob Calver - until June 2019	A	A								0	1
Brian Arney	√	√	A	A	√	√	√	√	√	4	5
Clare Thorogood - elected June 2019 (resigned Dec 19)			√	√	A	A	A			1	3
Clive Travis	X	X	X	X	X	√	√	x	x	1	5
Clive White	√	√	√	√	√	√	√	√	√	5	5
David Bamber	√	√	√	√	X	√	√	√	√	4	5
Dianne Collins - elected June 2019			A	A	√	√	√	A	A	2	5
Gill Toby	√	√	S	S	S	S	S	S	S	1	5
Gillian Lock-Bowen -elected June 2019			A	A	√	√	√	√	√	3	4
Hasan Kayane - until June 2019	A	A								0	1
Jess Plant - joined 24 Oct 2019 until Feb 2020						√	√			1	1
Mark Dale - elected June 2019			√	√	√	√	√	√	√	4	4
John Jones	√	√	√	√	√	√	√	√	√	5	5
Judith Woolley	√	√	√	√	√	√	√	√	√	5	5
Kate Shilling - with effect from August 2019			X	X	X	X	X	x	x	0	4
Keith Bobbin	√	√	A	A	√	√	√	√	√	4	5
Laurie Burton - with effect from June 2019			A	A	A	X	X	√	√	1	4

Marianne Evans - elected June 2019			√	√	A	√	√	A	A		2	4
Michael Waller	√	√	√	√	√	√	√	√	√		5	5
Leanne Kelly - elected June 2019 & resigned October 2019			√	√							1	1
Nosi Murefu - elected June 2019			√	√	X	√	√	A	A		2	4
Pam Madison	√	√	A	A	√	√	√	√	√		4	5
Paula Grayson	√	√	√	√	√	√	√	√	√		5	5
Peter Cheng	√	√	√	√	√	√	√	√	√		5	5
Pippa Ecclestone	√	√	√	√	√	√	√	√	√		5	5
Robert Davison- Holmes - elected June 2019 & resigned August 2019												
Roy Birch	√	√	√	√	√	√	√	A	A		4	5
Ruth Jackson - with effect from July 2019			√	√	A	A	A	√	√		2	4
Sam Rakusen	√	√	√	√	A	A	A	A	A		2	5
Sue Shinnick	A	A	A	A	A	A	A	x	x		0	5
Toby Blunsten (resigned Dec 19)	√	√	A	A	A	A	A				1	4
Tracy Reed	√	√	A	A	A	√	√	√	√		3	5
Tanya Robertson (joined from Feb 2020)								√	√		1	1

v	Attended
A	Apologies received
X	No apologies received
S	Sabbatical
NR	Not Required (i.e. Part 2 meeting)
H	Holiday

		Agenda Item No: 7(b)				
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			28th May 2020	
Report Title:		Lead and Deputy Lead Governor Update				
Report Lead(s)		John Jones, Lead Governor and Brian Arney, Deputy Lead Governor				
Report Author(s):		John Jones, Lead Governor and Brian Arney, Deputy Lead Governor				
Report discussed previously at:						
Level of Assurance:		Level 1	✓	Level 2		Level 3

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

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

Summary of Key Issues
The report attached provides information in respect of: <ul style="list-style-type: none"> • Our role as your Lead and Deputy Lead Governor • The Regional Network of Lead Governors • Joint Governor Meeting across STP • Well-Led Review • Constitution • Governor Terms and Staff Governors • Dealing with difficult Governors • Dealing with Media Questions • Appointment of the CEO • Meeting with the Chair • NHS Providers Annual Conference

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

Which of the Trust Values are Being Delivered	
1: Open	✓
2: Compassionate	✓
3: Empowering	✓

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

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

Acronyms/Terms Used in the Report			
NEDs	Non-Executive Directors	LGs	Lead Governors
STPs	Sustainability and Transformation Partnerships		

Supporting Documents and/or Further Reading
Main Report

Lead
 
<p>John Jones Lead Governor</p> <p>Brian Arney Deputy Lead Governor</p>

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

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

2 Summary**2.1 Background**

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

2.2 Our role as your Lead and Deputy Lead Governor

As we have said before, our role as a Governor is the same as for all Governors. There may, however, be occasions when we are asked to represent Governors at meetings, coordinate consultations, etc. For this reason, it is important that we get to know our fellow Governors and to understand their views. We would be pleased to hear from Governors, and also to catch up with you at the various Council meetings as well as at the Board of Director meetings which we usually attend. We will also ensure that we provide you with regular updates on the work in which we are involved in our Lead and Deputy Lead Governor roles. While we are 'in lockdown' feel free to contact either of us via email and we will try and sort out any issues which concern you.

2.3 The Regional Network of Lead Governors

Colleagues may recall that this group was established by myself in early 2017 and meets every 3 months, usually and for convenience, at Addenbrookes Hospital, Cambridge. It was encouraging to note that there were 15 members present (and 2 apologies received). The last meeting was on 3 March 2020 and amongst the subjects discussed were:

2.3.1 Joint Governor Meeting across STP

Arrangements are in place for those FTs in Cambridgeshire with Governors holding a joint meeting (scheduled for the autumn), so that a united approach can be made to the STP/ICS in particular in relation to its public accountability and general governance.

2.3.2 Well-Led Review

It was a general experience that while a Well-Led Review has much to commend it (and it is a requirement every 3 years), its value is debatable, with very little original thinking coming from the outside consultants, most FTs using the same firms.

2.3.3 Constitution Review

As we had just completed our annual review it was helpful to the Network for sight of this, to avoid 'reinventing the wheel'.

2.3.4 Governor Terms and Staff Governors

The 3-year term is now nearly universal with a couple of FTs staggering the initial influx to 2 years, as we did. A couple of FTs have separate monthly meetings with the Chair for staff Governors, as there it was felt there may be different issues for those Governors to raise (LG also in attendance). This has to be balanced with 'favouring' a particular group but on

balance for these FTs it was found to be helpful and did not produce any backlash.

2.3.5 Dealing with difficult Governors

Advice was sought by one LG on how to handle Governors who do not understand the difference between being operational and non-operational, and were blurring the boundary with a high public profile. Strong advice as given by the Network.

2.3.6 Dealing with Media Questions

Again, strong advice given on how to handle this issue.

2.4 Appointment of the CEO

I can report that I was contacted by the Chair following the Interview of candidates on March 24th, given access to the Notes and the questions and answers provided, to assure myself and pass that assurance on to you, the Governors, that a proper process was undertaken in difficult circumstances. We look forward to working with the new CEO when he comes into post.

2.5 Meeting with Chair

The scheduled meeting with the Chair and Trust Secretary to discuss and adjust the Agenda for this meeting was held virtually on 14 May 2020. It is always useful to use these occasions to raise other issues which as Governors we feel should be aired with the Chair and we are grateful for the open and receptive way in which these meetings are conducted.

2.6 NHS Providers Annual Conference

The date for this (originally 7 July 2020) has now been rescheduled to 3 November 2020 at the same location, Congress House in London. The TSO will be in touch to confirm if this date is still convenient for those who are scheduled to attend.

2.7 Other Matters

May we take this opportunity to thank those of you who have raised queries with either of us. We hope that the answers which you have received have been satisfactory. Please let either of us have any comments on how we are doing as your Lead and Deputy Lead Governors. May we also thank colleagues for their co-operation with the Trust as we attempt to carry on using a virtual meeting process. We recognise that this is not ideal as so much is achieved by networking at Council and by the usual non-verbal communication, which is lost in a virtual meeting. However, we recognise that this is the best way to maintain contact and involvement with Governors. We are also grateful for the assistance given by the Trust Secretary's Office during these difficult times. Their patience and understanding is a real credit to them all.

3 Action Required

The Council of Governors is asked to:

- 1 Note the contents of the report.

Report prepared by



John Jones
Lead Governor
Public Governor
28 May 2020



Brian Arney
Deputy Lead Governor
Public Governor
28 May 2020