

**Meeting of the Council of Governors
Monday 21 March 2022 at 17:00
Microsoft Teams Meeting**

Vision: Working to Improve Lives

CEO Briefing – 16:15

PART ONE MEETING – HELD IN PUBLIC

AGENDA

1	APOLOGIES FOR ABSENCE / WELCOME TO NEW STAFF	SS	Verbal	Noting	17:00
2	DECLARATIONS OF INTEREST	SS	Verbal	Noting	
3	MINUTES OF THE MEETING (PART 1) HELD ON 8 December 2021	SS	Attached	Approval	
4	ACTION LOG AND MATTERS ARISING	SS	Attached	Noting	
Business Plan Approach 2022/23 Trevor Smith, Executive Chief Finance Officer					17:05
5	STANDING REPORTS				
(a)	Report from the Chair	SS	Attached	Noting	17:15
(b)	Chief Executive Officer Report	PS	Attached	Noting	
(c)	Annual Reports from the Chairs of the Board of Directors Standing Committees				
	(i) Audit Committee	JWd	Attached	Noting	
	(ii) Finance & Performance Committee	ML / LL	Attached	Noting	
6	ITEMS FOR DECISION				
(a)	Trust Constitution	SS	Attached	Approval	17:35
(b)	Auditor Panel Outcome	JWd	Attached	Approval	
(c)	Council of Governors Governance Committee Report & Terms of Reference	JJ	Attached	Approval	
(d)	Remuneration Committee Report & Terms of Reference	JJ	Attached	Approval	
(e)	Training & Development Committee Report & Terms of Reference	PG	Attached	Approval	
7	ITEMS FOR DISCUSSION				
(a)	Marketing and Brand Strategy Update	JB	Attached	Discussion	18:00
(b)	Strategic Development	ZT	Attached	Discussion	

(c)	Outcome of Council of Governors Effectiveness Review	DG	Attached	Discussion	
8	ITEMS FOR NOTING				
(a)	Membership / Your Voice	JWy	Attached	Noting	18:45
(b)	Governor Elections 2022	CJ	Attached	Noting	
(c)	Changes to the Council of Governors and Membership of its Committees	CJ	Attached	Noting	
(d)	Lead / Deputy Lead Governor Report	JJ / PE	Attached	Noting	
9	ANY OTHER BUSINESS				18:55
10	QUESTION & ANSWER SESSION FROM MEMBERS OF THE PUBLIC				19:00
11	DATE AND TIME OF NEXT MEETING Monday 6 June 2022 (4pm)				
12	DATES OF FUTURE MEETINGS Wednesday 31 August 2022 (4pm) Thursday 8 December 2022 (4pm)				

Professor Sheila Salmon
Chair

**Minutes of the Council of Governors Meeting Held in Public
On Friday 8 December 2021
Microsoft Teams**

Attendees:

Prof Sheila Salmon (SSa)	Chair of the Trust (Chair of the meeting)
David Bamber (DB)	Public Governor West Essex & Hertfordshire
Keith Bobbin (KB)	Public Governor Essex Mid & South
Lara Brooks (LB)	Staff Governor Non-Clinical
Peter Cheng (PC)	Public Governor North East Essex & Suffolk
Dianne Collins (DC)	Public Governor Essex Mid & South
Mark Dale (MDa)	Public Governor Essex Mid & South
Jared Davis (JDv)	Staff Governor Clinical
Cllr. Mark Durham (MDu)	Appointed Governor Essex County Council
Pippa Ecclestone (PE)	Public Governor West Essex & Hertfordshire
Paula Grayson (PG)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
John Jones (JJ)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
Pam Madison (PM)	Public Governor Essex Mid & South
Nosi Murefu (NM)	Staff Governor Clinical
Cllr. Fraser Massey (FM)	Appointed Governor, Thurrock Council
Tracy Reed (TR)	Staff Governor Clinical
Stuart Scrivener (SSc)	Public Governor Essex Mid & South
David Short (DS)	Public Governor North East Essex & Suffolk
Paul Walker (PW)	Staff Governor Non-Clinical
Michael Waller (MWa)	Public Governor West Essex & Hertfordshire
Matt Webster (MW)	Appointed Governor Anglia Ruskin University
Judith Woolley (JWy)	Public Governor Essex Mid & South

In attendance:

Rufus Helm (RH)	Non-Executive Director
Mateen Jiwani (MJ)	Non-Executive Director
Manny Lewis (ML)	Non-Executive Director
Loy Lobo (LL)	Non-Executive Director
Amanda Sherlock (AS)	Non-Executive Director
Janet Wood (JWd)	Non-Executive Director
Paul Scott (PS)	Chief Executive Officer
Natalie Hammond (NH)	Executive Nurse
Sean Leahy (SL)	Executive Director of People & Culture
Nigel Leonard (NL)	Executive Director of Major Projects
Trevor Smith (TS)	Executive Chief Finance Officer
Matt Sisto (MS)	Director of Patient Experience (for the Presentation)
Charles Hanford (CH)	Director of Transformation, Estates & Facilities (for item 077/21)
Martine Munby (MM)	Director of Communications
Denver Greenhalgh (DG)	Director of Governance, ESNEFT
James Day (JDy)	Interim Trust Secretary
Chris Jennings (CJ)	Assistant Trust Secretary
Gina Trimble (GT)	Trust Secretary Co-Ordinator
Clare Sumner (CS)	Trust Secretary's Office Administrator

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Johnny Townson (JT)
Scott Waple (SW)

Senior Business Support Manager
Member of the Public

067/21 APOLOGIES FOR ABSENCE

Pam Madison
Alison Rose-Quirie

Public Governor Essex Mid & South
Non-Executive Director

SSa welcomed everyone to the meeting and welcomed SW as a member of the public joining the meeting today.

068/21 DECLARATIONS OF INTEREST

There were no declarations of interest.

069/21 MINUTES OF THE MEETING (PART 1) HELD ON 1 SEPTEMBER 2021

The minutes of the meeting held on the 1 September 2021 were reviewed and agreed as an accurate record.

PE noted that MJ was not listed as an attendee or as an apology for the meeting. CJ agreed to review. Following the meeting, it was noted MJ did not attend the meeting and would therefore be listed as an apology.

070/21 ACTION LOG AND MATTERS ARISING

The action log following the meeting on the 1 September 2021 was reviewed. Two actions were noted to be open, which were not yet due for completion.

The first action related to the establishment of a meeting of the Council of Governors Agenda Task and Finish Group to follow-up from action taken to amend the Council agenda. SSa was pleased to note an invite had been circulated for the group.

The second open action related to Disability Access scores for previous PLACE reviews. SSa noted this would be covered by agenda item 077/21.

071/21 WELCOME TO NEW STAFF

SSa welcomed MM and DG to the meeting as new members of staff whose roles would likely impact on the work of the Council.

MM introduced herself as the new Director of Communications. MM provided details of her background and looked forward to working with the Council on communication plans.

DG introduced herself as the new Director of Corporate Affairs. DG advised she was currently the Director of Governance for East Suffolk and North Essex Foundation Trust (ESNEFT) and was in the process of transitioning to EPUT from her current role.

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PRESENTATION: PUBLIC INVOLVEMENT BASELINE SUMMARY

MS delivered a presentation providing a baseline summary of the Public Involvement Survey. The presentation provided an overview of the survey results and identified action already taken to address any areas of concern.

MS detailed the gap identified in patient / public engagement and the importance of understanding the baseline before developing solutions. MS advised the survey was undertaken across different public involvement roles:

- Staff
- Volunteers
- Ambassadors with Lived Experience
- Governors
- Members

MS summarised key findings from the survey across the different public involvement roles, including:

- There is improvement required in relation to the awareness of public and patient involvement roles and opportunities for all staff.
- There is a need to clearly define the purpose of the patient experience function in relation to public and patient involvement and its value to staff.
- Improvement and embedding is needed for the use of coproduction at the Trust for all parties.
- Simplification of the registration for recompense and increase the scope of activities as the current process and procedure is restrictive.
- Increased involvement opportunities in all services across the Trust for volunteers and lived experience ambassadors.
- There is a need to involve and inform members more effectively.
- Ensure there are opportunities for Governors to be involved in the right way.
- Working with the Equality, Diversity and Inclusion team to undertake targeted recruitment to close the gaps in the current demographic position.

MS presented a number of slides providing further detailed results for each of the public involvement roles. MS advised the results should not be taken in isolation, but combined with additional feedback and work already being undertaken. MS advised there were additional slides providing detailed information on demographics, but would not go through these in detail due to the time constraints, however, the slides would be circulated to the Council following the meeting. SSa thanked MS for the interesting presentation and opened to questions from the Council.

JJ commented on the references to involvement from members of the public. JJ asked to what extent had there been consideration to linking with the universities / colleges in terms of membership, as there was untapped potential in these areas. MS advised this was something already being taken forward. There had been a successful “buddy scheme” developed and Essex Universities were very keen to be involved. SSa suggested also using this to encourage new individuals into the governing body.

MDa commented he was pleased that patient experience and volunteers are now within a specific directorate and there is a Director Patient Experience. MDa commented on there being a significant difference between co-production and co-creation and therefore it was

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important to have an EPUT definition of these terms. MDa commented on the importance of reward and recognition, with this not always being about paying people, but about recognising their time. He gave examples from other Trusts, such as putting people through volunteering training, recognising certain days for volunteers etc. MDa felt there needed to be a conversation around developing resources to help the recognition of volunteers.

SL commented on the definitions of co-creation and co-production in terms of ensuring these are purposeful and have a high impact when completed. SL advised not to differentiate between volunteers and mass vaccination volunteers and agreed to have a conversation with NL about how to ensure there is equity.

DB asked whether the recompense policy meant there was payments being made to some service users and volunteers. MS confirmed this was the case and that the policy had been in place since April. DB congratulated the Trust on having this policy, as it is something he had been highlighting for some time.

DB commented some service users in Harlow had mentioned they were not able to get transport to different areas covered by the Trust, such as Chelmsford, as they were not mobile. MS agreed to reflect on this in terms of the involvement of volunteers.

MS summarised that the baseline survey was the start of a journey. He advised the co-production / co-creation model needed to be lived and learned through experience. It was important to gain the perspective of staff, service users, families, friends, carers etc. If this was done in the right way, the Trust could be recognised as a national leader in this area. SSa felt that getting the approach right would also go a long way to help the Trust become an outstanding organisation and ensure it treated people as individuals. SSa commented there had been a good response to the presentation and looked forward to receiving further updates on this progressive journey.

072/21 REPORT FROM THE CHAIR

SSa presented a report as circulated providing an update 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. SSa noted the positivity of the NED team coming together with new members of the team over the last year. The new NEDs were starting to plan their roles and remits going forward.

PE commented on the positivity of Loy Lobo (LL) completing a visit to Robin Pinto Unit. PE asked for an explanation on the new Surge Management & Resilience Toolset (SMART) referenced in the report. She asked how this improved efficiency in terms of bed management. NH advised she was not able to explain the technology behind the toolset but had been able to see the system in action and could give an explanation. SMART was an electronic form that everyone involved in bed management was able to view and update. The form lets individuals know who is waiting to access services, who is currently in Trust services and other items such as occupancy, vacancy etc. This allowed the management of patient flow through the organisation and provided a quick snapshot of the current situation. The benefits of the system was allowing patient flow to be managed in a timely and effective way, whilst allowing everyone to have one version of the truth. PE thanked NH for the explanation.

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The Council of Governors received and noted the report.

073/21 CEO REPORT

PS presented a report as circulated providing a summary of key activities and information to be shared with the Council. PS advised there had been a positive informal session with Governors before the meeting which had covered a number of items within the report.

PS thanked the Council for helping the Trust in some of its schemes and decision-making. PS gave an example of DB raising concerns regarding the Crisis 111 service, with MDa able to provide an update on the work completed in the area as a result of the feedback. This demonstrated the Trust receiving great feedback from Governors that had resulted in a change.

PS advised he had attended a Your Voice meeting and felt it was a very powerful meeting, in particular hearing from a service user's experience. PS had made a commitment for Executive Directors to attend these meetings going forward.

PS advised he had spoken with Governors about the Omicron variant and the rising anxiety in health services, including the Trust. There was a direct impact on vaccination services as these had been stepped-up again. It was also a complex situation as he had visited The Lodge and witnessed staff dealing with multiple vaccinations across multiple lines. There were also pressures on the NHS, including Community Nursing, Community Mental Health Services and Mental Health Inpatient. PS expressed his thanks to those delivering care and advised the Trust was currently planning for the pressures the new variant will bring on the Trust.

PG asked for more information about the Child and Adolescent Mental Health Service (CAMHS) inpatient services as it was a major interest for the Council. PG advised staff had briefed Governors, but would like an update in a more formal meeting to be recorded. PS advised CAMHS inpatient services had been in a difficult place due to the demand and presentation of patients. This had led to the CQC issuing an enforcement notice. The Trust had worked hard to learn from the process, such as looking at thresholds for admission, acuity of patients and staffing levels. PS advised there had been a major recruitment process and there were a number of planned new starters. The Trust had worked closely with the CQC regarding the action plan and the changes required. The Trust was now in a position to admit patients to two of the wards, Poplar and Longview and working internally and with partners to ensure patients placed in services are in a better position to deliver their care. There was more difficulty in re-opening Larkwood Ward due to the patient group, but this was underway and the Trust was working with system partners to ensure the ward could re-open in a safe way.

JJ asked whether there had been any difficulty in getting CAMHS patients involved in the vaccination programme. He suggested it could be an age group that is less likely engaged with the vaccination programme, coupled with them being within an inpatient setting. NL advised the 12-15 year old programme was underway and included CAMHS inpatient services. There had been a campaign across all inpatient services, including CAMHS, which had been relatively successful to date. There was added complexity in relation to CAMHS as there was a choice in whether to have the vaccine and consent was required due to the age of the patient.

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The Council of Governors received and noted the report.

RH left the meeting.

074/21 ANNUAL ASSURANCE REPORTS FROM THE CHAIRS OF THE BOARD OF DIRECTORS STANDING COMMITTEES
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(i) Quality Committee

AS presented a report on behalf of RH providing highlights of the work and key issues reviewed by the Committee during the period 1 November 2020 – 31 October 2021 from the Chair’s perspective.

RH had provided comments in the MS Teams chat prior to leaving the meeting. It had been a very difficult year with Covid-19 pandemic and the Section 31 notice affecting CAMHS inpatient services. However, the positives included a new focus on safety through the Safety Strategy, innovations such as Oxehealth and numerous examples of staff rising to the challenge of the pandemic, including infection control and pharmacy. There were also examples of good practice coming through the patient stories presented to the Committee.

PG commented the assurance reports provided to the Council contained a number of items that had been received by the Committee, but did not include details of any learning that had been undertaken from the items presented. PG suggested including a learning point for each of the items which would provide better assurance for the Council.

ML advised there was not an agreed framework for the assurance reports and suggested taking this forward via the Chair of Sub-Committee meeting. The aim would be to produce a template assurance report that would be useful to the Council, including such elements of trend analysis, synopsis of key learning points etc. DG agreed to review the report structure as part of her induction and to understand the purpose of the reports.

JWd agreed with the comments and advised the reports needed to reflect on risk management and the management of strategic risks.

The Council of Governors received and noted the report.

Action:

- 1. Develop a template for future Standing Committee assurance reports via the CoG Chair of Sub-Committees meeting (ML).**

(ii) People, Innovation & Transformation (PIT) Committee

ML presented a report highlighting the work of the People, Innovation and Transformation (PIT) Committee during the period 13 January 2021 to 11 August 2021, along with a review of the first meeting of the People, Equality & Culture Committee (PECC) on the 4 November 2021.

ML advised the PECC would look at making a difference in terms of having a stable permanent core workforce, with high levels of retention. This also included areas such as health, wellbeing and diversity. The PECC will also monitor and scrutinise Communications

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and Patient Experience. The first meeting had set the framework and the next meeting scheduled for January 2022 would begin to take this forward.

SSa thanked ARQ for her leadership of the PIT Committee. SSa advised she would reflect with PS and colleagues in this area as interviews were taking place for a new Executive Director of Strategy, Transformation & Digital. It was important to make a strong appointment as they would be a driving force behind transparency and engagement. PS agreed it was important this area had the right profile and the role was critical in taking this forward.

The Committee received and noted the report.

075/21 BOARD SAFETY OVERSIGHT GROUP UPDATE

NH presented a report on behalf of ARQ providing an update on the role of the Board Safety Oversight Group (BSOG), the Executive Safety Oversight Group (ESOG) and the progress of projects and related activity linked to the five safety priorities within the safety strategy.

NH advised the meeting was strong in terms of its pace and deliverables. The ESOG element of the meeting met each week, with one meeting Chaired by ARQ, which became the BSOG. This allowed the group to work through priorities on a weekly basis, with Board oversight on a monthly basis. NH advised the report provided a list of the priorities and mentioned an additional priority not included related to inpatient flow. The report highlighted the review of all the agenda items, including the socialisation of system and processes.

JJ commented on one of the priorities relating to safer staffing. He noted one of the criticisms from the CQC inspection related to inadequate staffing levels for CAMHS inpatient services. The CEO report had advised the issue had now been resolved, but queried whether the resolution had caused issues in other services within the Trust, such as the transfer of staff, which created issues elsewhere. NH advised this was not the case as the issue was resolved through a recruitment campaign and nurse preceptors / graduates. There had also been a return to work for retirees and a strengthening of leadership within the service. NH was not aware of any direct recruitment from other services. Staffing would remain a challenge for all mental health providers, so providers were working together to look at staffing. This included developing new roles, retention and the development of support networks.

PE understood the Trust had internationally recruited nurses as identified in the report. She recalled that a previous meeting had noted three internationally recruited staff had declined to work for the Trust due to the independent inquiry. However, the report mentioned recruiting ten international nurses, seven starting in October and three in November. SL confirmed there had been a slight impact on international recruitment in relation to the independent inquiry, however, there was a forecast of recruiting a further 50 nurses over the next few months. SL advised a large amount of work was being undertaken to ensure any nurses are happy and satisfied when joining the Trust. PE asked whether it could be confirmed that three nurses did not start with the Trust because of the inquiry, as it was something she remembered being mentioned before.

The Council of Governors received and noted the report.

Action:

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1. Confirm whether three international nurses recruited had declined the offer due to the internal inquiry. (SL).

076/21 EPUT AUDIT OPINION

TS presented a report providing an update on the audit opinion issued by Ernst & Young (EY) on the 2020/21 financial statements. TS advised the report provided details of an error made by the external auditors, which it had brought to the attention of the Trust. The implications of the error were considered not to be material and therefore, did not require a reissue of the audit opinion. The Trust had received confirmation of this in writing.

PG commented she was an observer on the Audit Committee at the time the error was being reported by EY. PG said she felt more impressed by EY as it had reviewed something during filing and admitted to the error, which likely would not have been noticed. She was pleased the error was not material and felt it had been a good learning experience for EY.

JJ commented the error had been raised with the Lead Governor, Deputy Lead Governor and PG (as observer to Audit Committee) in advance which he felt was very courteous.

JWd advised that it was the first time she had come across an error made by EY in her years within audit and confirmed EY were contrite. JWd advised the external auditors reported to the Council and therefore it was important the error was noted and confirmed not to have any material significance.

The Council of Governors received and noted the report.

077/21 PATIENT-LED ASSESSMENT OF THE CARE ENVIRONMENT (PLACE) 2021

TS presented a report providing the results of the PLACE-Lite inspections for 2021/22. TS introduced CH and thanked colleagues involved in the process for taking this forward. TS recognised the challenges experienced during the process and the report identified lessons learnt to be taken forward.

TS advised the report tried to make the results as comprehensive as possible, but would look to refine the results further. TS recognised the importance of the assessments and the help in informing improvement, investment and operating plans.

PE commented she had completed the PLACE-Lite visits to St. Margaret's Hospital, but noted the results were listed under one entry, when there were two distinct areas visited (Epping Forest Unit and the Mental Health Wards). She queried whether the results would be more informative if these were separated. TS confirmed he would review and look at disaggregating the results to ensure these are more informative.

PE commented a member of the public had attended the visits and had been a wheelchair user. She felt the individual had made a number of very good points and hoped these would be taken forward. TS confirmed the comments would be taken forward via the action plan.

PG commented it was a privilege and delight to assist the PLACE-Lite visits. The response from the staff met was highly professional, genuinely caring for the whole person and the wards were very well organised. SSc echoed these sentiments.

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CH advised the outcome was not just about taking a snapshot, but looking at opportunities for continuous improvement. The five-year plan and capital plan would include the results and will include elements such as disability access etc. CH also noted some low scores for some PFI buildings and it was important people were held to account and were delivering in the longer term.

PG commented that national bulletins had provided some negative outlook in terms of funding. She asked how realistic the capital plan would be if the bulletins were accurate. TS advised planning guidance was still awaited, but a three-year capital allocation had been promised, so it would be interesting to see if this is fulfilled. TS felt the Trust reviewing its estate and identifying opportunities for rationalisation was also important. The Trust was looking to maximise investments and using the resources. TS advised he would rather spend on the environment, rather than the money sitting in the bank.

CJ noted an action on the action log regarding previous PLACE Disability Access scores had been on the log for some time. He asked whether the update provided closed the action for the Council. TS advised there was variability in the scores as these were a subjective nature. There was nothing material that stood-out and it was important to look at trend lines in the different areas, including disability access, to demonstrate continuous improvement. JJ felt this area was very important and noted the update provided closing the action.

The Council of Governors received and noted the report.

078/21 RESTRICTIVE PRACTICE

NH presented a report providing analysis in relation to restrictive practice data and set-out the steps being taken to drive the agenda as one of the primary outcomes set against the Trust’s Patient Safety Strategy “Safety First, Safety Always”.

NH advised restrictive practice would have priority status for future years and the organisation has an ambition to be a “No Force First” organisation. The pandemic had provided challenge as the management of Covid-19 isolation was undertaken through restrictive practice and there was an obligation to record every aspect of restrictive practice, even if for Covid-19 purposes. NH advised data showed the Trust was in a steady position, however, the driver diagram, tools and approaches identified in the report showed the work undertaken to ensure the vision was kept in focus.

NH advised data had been used to share experiences between wards to show what they were doing differently. Prone restraint data showed significant improvement and UCL had asked the work undertaken regarding this reduction to be showcased. NH provided details of the scrutiny undertaken on a weekly basis, including looking at prone restraints recorded that week and reviewing the learning from the incidents the week after. This demonstrated the pacy nature of the learning. NH advised there was still more work required in relation to working with police partners, as there is a need for the Trust to report restraint incidents even if undertaken by the Police.

MDa commented yesterday had seen the introduction of the Mental Health (Use of Force) Bill following an individual, Seni Lewis, who had died after being restrained by multiple police officers. It was important to ensure learning was taken from this and it was important to work with partners, such as the police, to ensure the Trust is a safety always organisation. MDa noted one of the recommendations related to communicating with individuals to understand

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their triggers and stopping the further use of restraint. MDa hoped working with quality improvement and service users would help drive this forward and the Trust could be a benchmark Trust for only using restraint as the very last resort. NH advised she knew the Semi Lewis case very well and agreed there needed to be a cultural shift. NH fully appreciated the support expressed by MDa in this area.

AS commented, she would be interested how the No Force First guidance would be reflected in Trust guidance, policies and the messages to staff.

KB commented when he was a councillor he worked with the police closely and one of the comments from them was not knowing the individual during an incident. There had been comments regarding not being able to contact mental health staff. KB queried whether the Trust collaborates with the police at the point of arrest. NH advised there are a number of services that are involved in this area, such as Health and Justice. This is a collaborative service and is a huge development in urgent and emergency care. There are other elements such as street triage, where an individual can determine the signs and symptoms of mental health, where custody would then be a last resort. There are a number of ways to avoid a highly disturbed individual being under police custody for any length of time. The work was around ensuring handovers happen as quickly as possible and the avoidance of restraint.

PW commented that at a training event recently there had been some discussion about staff personal safety concerns, around feeling insecure in certain situations. NH agreed the agenda was very broad and did include staff experience. The emphasis was on more communication and more de-escalation, which would mean staff were not put into situations where they felt unsafe.

SSa noted the positive movement highlighted by the report and was encouraged by the drop of restraint, but noted there was more to do. NH advised the Covid-19 restrictions and the impact on care is an important factor to consider. This would always be a challenging area, but it was important to work through with others, to reduce the levels of restraint.

The Council of Governors received and noted the report.

079/21 REMUNERATION OF THE CHAIR AND NON-EXECUTIVE DIRECTORS PROCEDURE

JJ presented a report providing the Remuneration of the Chair and Non-Executive Directors procedure for approval. He advised minor amendments had been made to the procedure with one additional change towards the end of the procedure. The change related to the requirement to consult with external advisors once every three-years. The Trust had undertaken this internally and there was no legal requirement to undertake an external review. Therefore, the procedure had been amended to remove this requirement.

The Council of Governors received, noted and approved the Remuneration of the Chair and Non-Executive Directors procedure.

080/21 REMOVAL OF THE CHAIR AND NON-EXECUTIVE DIRECTORS PROCEDURE

JJ presented a report providing the Removal of the Chair and Non-Executive Directors procedure for approval. He advised he felt the procedure would be helpful when not in a position to require it, rather than finding a situation arising leading to rapid decisions which

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could impact the Trust negatively. He felt the procedure balanced the rights of the NEDs versus the needs of the Trust.

The Council of Governors received, noted and approved the Removal of the Chair and Non-Executive Directors procedure.

081/21 CHANGES TO THE COUNCIL OF GOVERNORS AND MEMBERSHIP OF ITS COMMITTEES

CJ presented a report providing details of any changes to composition, current sub-committee membership and attendance at the Council of Governors. He highlighted the vacancies on the sub-committees and a Governor that has not attended a number of Council meetings, which now required a letter to be sent by the Chair of the Trust. He advised attempts had been made to contact the individual, but letters had not been responded to and phone messages had not had a reply. Therefore, the more formal route was required.

JJ noted the vacancies for the sub-committees and advised Governors could attend a meeting as an observer, with no obligation to commit to being a member, to see the work of the sub-committees.

The Council of Governors received and noted the report.

082/21 COG MEMBERSHIP COMMITTEE ASSURANCE REPORT & TERMS OF REFERENCE

JWY presented a report providing assurance relating to the work of the CoG Membership Committee and presented the reviewed Terms of Reference for approval.

JWY advised the report had been developed by GT and she was feeding new ideas into the Committee. She was pleased with the survey results and felt this gave a baseline for how Membership should be taken forward. Details were also provided of the planning ahead for Your Voice and the Annual Members Meeting.

SSa commented she was glad to see the positive feedback from the Your Voice meeting and was good to see planning was underway for future meetings. JWY noted the arrival of MM to the Trust and looked forward to working with her on membership.

PG felt it should be included in the minutes that the AMM meeting was very positive and almost better than a face-to-face meeting. The meeting had allowed public and staff governors to hear the voice of the people they represent. This also translated to the Your Voice meeting where hearing people from the wider Trust membership was incredibly useful.

MDa agreed the Your Voice meeting was a great event and thanked everyone for their involvement, including the volunteers who had shared their experiences. SSa reflected on the comments and felt it showed the richness of the membership.

JWY advised the Terms of Reference had been reviewed and CJ had developed a work plan for the Committee which had given more structure.

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

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083/21 LEAD GOVERNOR ELECTION RESULT

CJ provided a verbal update on the outcome of the Lead Governor Election. He advised there had been no formal election as JJ had been appointed unopposed for a further two years. He congratulated JJ on his appointment.

The Council of Governors received and noted the verbal update.

084/21 LEAD / DEPUTY LEAD GOVERNOR UPDATE

JJ presented a report providing an update on the activities involving the Lead and Deputy Lead Governor. He advised he was not able to attend the regional meeting, but can share the outcome of this later. He noted the AMM went well and was pleased he was able to talk to the Membership.

PE highlighted a Governor Informal meeting which took place and was poorly attended. This had been followed-up and one comment for better attendance related to reconsidering times to allow individuals with full-time jobs to attend. It had been suggested one meeting per year could be at a later time and this was being taken forward.

The Council of Governors received and noted the report.

085/21 ANY OTHER BUSINESS

None

086/21 QUESTION & ANSWER SESSION FROM MEMBERS OF THE PUBLIC

SW advised he had no further questions and had added comments to the MS Teams chat. Ssa thanked SW for his attendance and contribution.

087/21 DATE AND TIME OF NEXT MEETING

The next meeting of the Council of Governors will take place on the 23 February 2022 at 4pm. Following the meeting, the Council of Governors meeting was moved to the 21 March 2022 at 5pm.

Signed Date

In the Chair

ESSEX PARTNERSHIP UNIVERSITY NHS FT

**Council of Governors Meeting
Action Log (following Part 1 meeting held on 8 December 2021)**

Lead	Initials	Lead	Initials	Lead	Initials
Manny Lewis	ML	Gill Mordain	GM	Trevor Smith	TS
Sean Leahy	SL	Chris Jennings	CJ		
Sheila Salmon	SSa	James Day	JDy		

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
Dec 074/21	Develop a template for future Standing Committee assurance reports via the CoG Chair of Sub-Committees meeting	ML / DG	Mar-22	<p>The was discussed at the Chair of Sub-Committees meeting in February 2022 and principles for the reports established. This was fed-back to the Chairs of the Board Standing Committees to include in future reports.</p> <p>The Senior Director of Governance and Corporate Affairs will incorporate this into a review of Trustwide governance forums and seek dialogue regarding what these reports should look like going forward.</p>	Open	
Dec 075/21	Confirm whether three international nurses recruited had declined the offer due to the internal inquiry.	SL	Mar-22	It is not possible to know the reasons why an international recruit may decline an offer for the Trust. There are multiple choices for international recruits as different organisation strive to achieve staffing targets on a national level. There is a possibility that international recruits may decline a position with the Trust due to the	Closed	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
				internal inquiry, however, it would not be possible to know this was the reason.		
Sep 051/21	Invite Stephen Heppell to a future session with Governors once the report relating to the environments of visited locations has been received.	SSa	May-22	Stephen Heppell has been invited to a session with Governors in May 2022.	Closed	
Sep 056/21	Undertake a data quality audit of the Serious Incident local indicator contained in the Quality Account 2019/20	GM	May-22	This will be incorporated into the Internal Audit Plan 2022/23.	Open	
Sep 057/21	Present the Standing Orders For The Council Of Governors to the Board of Directors for final ratification.	CJ	Oct-21	Standing Orders presented and approved by the Board of Directors on the 28 September 2021	Closed	
May 035/21	Re-establish Task and Finish Group to take forward strategic themes for Council of Governors meetings.	JDy	Oct-21	Task and Finish Group held and changes to the agenda agreed. The Group reviewed potential items for discussion linked to the Strategic Objectives, agreeing to include Communications and Strategy Development as topics for discussion.	Closed	
Dec 080/20	Review PLACE Scores 2019 and confirm reason for decline in Disability Access from 90.4% in 2018 to 84.7% in 2019.	TS	Feb-21	<p>11/02: Fiona Benson, Head of Estates and Facilities confirmed that the PLACE audit scores can fluctuate to this degree year-on-year and the decline in score from 2018 to 2019 on this question is not significant. The scores are based on the opinions of those completing the PLACE audits at the time and therefore changes can be because someone has registered more negative responses than the previous year.</p> <p>However, to ensure this is fully reviewed the question on Disability Access will be added to environmental audits to provide assurance in this area, particularly as PLACE audits are currently suspended due to the pandemic.</p>	Closed	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
				<p>18/02: The Council agreed to keep this action open to ensure it is fully followed-up in relation to the environmental audits.</p> <p>21/05: Environmental Audits are being undertaken and this is included, with areas of concern raised to the appropriate group to rectify. PLACE-Lite visits are also being arranged to take place in the summer and Governors will be involved.</p> <p>01/08: PLACE-Lite audits currently underway.</p> <p>29/11: Agenda item for the 8 December 2021 to provide feedback of visits.</p> <p>18/12: PLACE-Lite results presented to the Council of Governors in December 2021. Discussion regarding outcomes, including Disability Access. The Council of Governors confirmed they were satisfied the results and future plans had closed the action.</p>		

Agenda Item No: 5a

SUMMARY REPORT

**COUNCIL OF GOVERNORS
PART 1**

21 March 2022

Report Title:	Report from the Chair				
Executive/ Non-Executive Lead:	Professor Sheila Salmon, Chair of the Trust				
Report Author(s):	Angela Horley, PA to Chair, Chief Executive and NEDs				
Report discussed previously at:	N/A				
Level of Assurance:	Level 1	✓	Level 2		Level 3

Purpose of the Report

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

Approval	
Discussion	
Information	✓

Recommendations/Action Required

The Council of Governors is asked to:

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

Summary of Key Issues

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

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

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

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

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

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

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

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

Acronyms/Terms Used in the Report			
CQC	Care Quality Commission	CAMHS	Child and Adolescent Mental Health Services
ICS	Integrated Care System		
PECC	People, Equality and Culture Committee		

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.

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

You will all be aware of and many of us will have been affected in some way by the recent events in Ukraine. A session for our staff, led by EPUT Chaplain Paul Walker and colleagues from our Faith and Spirituality Staff Network took place on 08 March, which provided an opportunity for prayer, reflection and support for all of those affected by the conflict. Richard Bannister also shared an update on his collection of goods for the Ukraine. Richard is collecting sleeping bags, nappies, female sanitary products, first aid kits and over the counter medications and many of our colleagues across the Trust have generously donated to this collection.

I am delighted that Denver Greenhalgh has now joined us formally as Senior Director of Governance and Corporate Affairs. Denver will oversee all aspects of Corporate Governance for the Trust as well as directing the Trust Secretary's Office. One of her first tasks will be to set in train arrangements for a "Well Led Review" which is due for completion in 2022. I would like to take this opportunity to thank James Day for his support and leadership of the Trust Secretariat whilst in post as our Interim Trust Secretary and wish him well for the future.

We also look forward to formally welcoming Zephan Trent to the role of Executive Director of Digital, Strategy and Transformation in April. Zephan brings a wealth of experience from within the health care sector and a passion for the potential benefits of digital technology and innovation in the NHS.

Following updated NHS England guidance to NHS Trusts and Foundation Trusts in January, and as advised in my January Board Chair's report; in order to ensure our Managers and Leaders are able to continue to respond to the ongoing pandemic as well as conduct 'business as usual', we have taken the decision to adopt a 'Board Lite' approach. Assurance is given that the Board of Directors continue to discharge their duty in ensuring the Trust meets all of its governance and regulatory obligations, continuing to provide safe and effective care for our service users. All Board and sub-committee meetings are being conducted virtually until advised otherwise. The guidance is similarly applied to the Council of Governors and related meetings.

Building on my Board Champion role for education and learning development, I have chaired an Apprenticeship Board meeting at which the membership agreed to extend its remit to take an overarching strategic steering role for all of education and training across the Trust. The Associate Director of Education is currently updating the Terms of Reference to both support and reflect the expanding role. The Apprenticeship Board was originally established to ensure compliance with OFSTED requirements. The wider Education Board will retain a standing section at each meeting to receive reports in regard to apprenticeships to ensure that full compliance is maintained. The Education Board will report into the People, Equality and Culture (PECC) committee.

On the 11th March, I was delighted to be able to join the selection panel constituted by the Mid and South Essex (MSE) Integrated Care System (ICS) Independent Chair, Professor Mike Thorne, in my capacity of Chair of the Chairs for Mid and South Essex, to interview shortlisted candidates for the role of Alliance Director, who will have lead responsibility for the establishment,

management and continuing development of the four “places” as defined across the Mid and South Essex footprint. (South East Essex (including Southend), Thurrock, Basildon and Brentwood, Mid Essex.

Joint strategic discussions continue with our primary higher education partner, Anglia Ruskin University and key development projects are now being formulated and advanced.

I visited Mountnessing Court, with members of the estates team, and Professor Stephen Heppell, to examine plans for the use of the building to temporarily house and support incoming international recruits, including the provision of skills based learning and assessment.

The Chief Executive and I were delighted to welcome Paul Burstow, Independent Chair of the Hertfordshire and West Essex Integrated Care System (ICS) to the Trust, during which he visited Brockfield House and services at the St Margaret’s site in Epping.

ii) Alison Rose-Quirie

Unfortunately, with the resurgence of Covid-19, service visits were rightly halted since the last Governors meeting. We hope to resume these in the near future once it is deemed safe for patients and staff.

The Board Safety Oversight Group (BSOG) continues to progress the patient safety agenda and the various strands of work are now starting to really take shape with the restructure of the Estates department and better communication channels between operations and estates. The EPUT Culture of Learning resource team has been approved and is well on the way to becoming the driving force for culture change. There is still work to do to really embed lessons learnt but the processes to drive such are now underway. The Executive are currently finalising the key performance indicators that will report and monitor progress towards achieving our patient safety and organisational learning ambitions.

I have chaired a complicated Maintaining High Professional Standards (MHPS) investigation that will hopefully conclude this month, chaired two very interesting Governors Constituency meetings, had 1:1s with Sean Leahy and an introductory meeting with Denver Greenhalgh, our new Senior Director of Governance and Corporate Affairs. I have also attended an Extraordinary Audit Committee to approve the appointment of our external auditors and have been involved in the process to appoint a new Freedom to Speak-Up (F2SU) Guardian, in addition to the usual routine meetings.

iii) Janet Wood

The work of the Audit Committee continues as planned. Internal Audit are progressing through their plan of work reporting outcomes and recommendations. Elements of the plan have been flexed to ensure that some of the key areas relating to safety and learning are prioritised. The tender process for External Audit is nearing completion. Once again, significant time is being spent with Trevor Smith and his team working through the systems and processes for year end forecasting and 2022/23 planning. It is important to understand the underlying financial position of EPUT and how this will impact on the integration and transformation we want to deliver from both a capital and revenue perspective. Much of this planning is taking place at a system level, expectations, timetables and guidance can be subject change. Although delayed until July 2022, planning for the transition from Integrated Care Systems (ICS) to Integrated Care Boards / Providers continues. I am actively involved in the development of the Suffolk and North East Essex (SNEE) chairs and non-executive role within the new governance structures. I was also on the interview panel for the Audit Chair for the new Integrated Care Board.

iv) Rufus Helm

As the end of this NHS financial Year approaches and a new one dawns it is time to take stock and look forward to new challenges. There is a real feeling that we have left the worst of the Covid-19 pandemic behind us now and can concentrate on moving things forward again. As part of this process, we have welcomed two new members to the senior management team:

- Denver Greenhalgh (Senior Director of Governance and Corporate Affairs) - with whom I had an introductory 1:1 and we've agreed to look at the reporting structures into the Quality Committee; and,
- Zephan Trent (Director of Strategy, Transformation and Digital) - who presented the emerging Trust strategy to a group of the Non-Executive Directors, including an outline of the numerous projects and programmes taking place to support that strategy.

In addition to my regular activities of chairing the Quality Committee and attending Audit Committee, Board Safety Oversight Group, the Remuneration and Nomination Committee and EPUT Lab, I also attended a presentation of the new inpatient protocol for Personality Disorders which, slightly counter-intuitively, offers the opportunity to improve care for this cohort of users by reducing the length of their inpatient stays and had a 1:1 meeting with Dr David Ho to discuss research in the Trust. Finally, and unfortunately, a planned visit to Rawreth Court and Clifton Lodge Care Homes had to be cancelled because of breakouts of Covid-19 in the residents there.

v) Loy Lobo

It has been a relatively quiet period from a non-executive director perspective since my last update in December 2021. I was away for most of January, initially with my teaching commitments at Imperial College Business School where I recorded series of lectures on the topic of Technology and Transformation in Healthcare. I then went on a 10-day silent retreat which I have been doing every two years, but hope to go more frequently. As I write this update, it is nearly a year since I joined EPUT. Although I made good progress on my personal objectives, I am not fully satisfied with the pace of change we have achieved so far. No doubt, much of the constraints have been due to the pandemic from which we are not quite free yet. I have taken this opportunity to reflect and refine my objectives and set a more realistic pace for their achievement.

I am pleased that Zephan Trent, our Executive Director for Strategy, Transformation, and Digital will be joining EPUT in April. I expect to work closely with him and other colleagues to help shape EPUT's Digital Strategy, a key enabler for the design and delivery of person-centred services.

Through my new role as Chair of the Finance and Performance Committee, I am encouraging a sharper focus on the strategic drivers of performance, which I expect, would be achieved through a closer alignment of key performance indicators to EPUT's Corporate Strategy and the underpinning strategies for each of the key resource groups (e.g. workforce and estates). An organisation has a better chance of achieving its strategic goals if it measures progress along its chosen path.

There is still so much to do. I feel privileged to be part of an excellent and committed team. We are operating in a time of great change. We must collectively seize this opportunity to design and deliver a service that is fit for now and the foreseeable future.

vi) Amanda Sherlock

During the last few weeks the emphasis for my time has been on several governance and end of year process matters such as the clinical excellence awards and review and scoring for external audit providers. Alongside this, it has been a great pleasure to engage with the Allied Health Professionals and join one of their senior leadership meetings with the opportunity to contribute to some exciting career mentoring and advisory sessions. It is lovely to see the various important strategy work streams coming together and at both Quality Committee and People, Equality and Culture Committee (PECC), the presentation of on-going work programmes and also the ability to both question and also hear about really positive work is heartening as we continue to look forward to a fuller 're-engagement' across the organisation. Finally, it was a pleasure to join a regional meeting on behalf of Sheila and together with Nigel Leonard, to participate in some great debate and share the ambition and views of EPUT across regional peers and colleagues.

vii) Manny Lewis

Since the last Council of Governors meeting, apart from the standard meetings, highlights have been as follows:

- I have progressed the arrangements for and the impact of the new People, Equality and Culture Committee with Mateen and Amanda through the monthly meetings and extensive preparation. I have been pleased with the level of Executive commitment to the new Committee with the Executive Chief Finance Officer, the Chief Operating Officer, Executive Nurse and Executive Director for People & Culture all in attendance. The Committee is reviewing a very wide agenda, bringing deeper scrutiny, challenge and policy formulation to key corporate business including marketing & communications, patient experience, training & development, diversity & inclusion in addition to the core Human Resources (HR) reviews. I am particularly pleased at the improvements made to the international recruitment business case and the lessons learned that were captured and then actioned after the first cohort.
- I continued to support Finance and Performance Committee but now as vice-chair.
- I have continued to lead or attend a number of governor constituency engagements, including with Council of Governor sub-committee chairs, staff governors and West constituency governors. Paul Scott joined our most recent meeting with the staff governors which showed a strong commitment to listening and following up staff concerns.
- I met with the Chair of West Hertfordshire Hospital Trust in January to advise informally on their redevelopment plans given my previous knowledge of the plans from when I was MD at Watford Council.
- I also met with Lorraine Hammond the Director of Employee Experience to particularly discuss the process for cultural reviews which are important in identifying particular employee experience issues in some of our most demanding local services.
- I have now also joined the Trust's Apprenticeship Board to link up the work of People, Equality and Culture Committee (PECC) with this very important drive to create new roles and 'grow our own'.

viii) Mateen Jiwani

Since the last Council of Governors meeting, as well as the standard meetings and committees, I have continued to be active, applying my leadership to stretch the learning and research agenda. I have also joined as a member of the People, Equality and Culture Committee (PECC). I am continuing to fulfil the Mental Health Act Board Champion role and am working closely with Professor Natalie Hammond and Dr. Milind Karale in this regard.

3.0 RECOMMENDATIONS AND ACTION REQUIRED

The Council of Governors is asked to:

1. Note the content of this report.

Report prepared by
Angela Horley
PA to Chair, Chief Executive and Non-Executive Directors.

On behalf of
Professor Sheila Salmon
Chair of the Trust

Agenda Item No: 5b

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		21 March 2022			
Report Title:		Chief Executive Officer Report				
Report Lead:		Paul Scott, Chief Executive Officer				
Report Author(s):		Paul Scott, Chief Executive Officer				
Report discussed previously at:						
Level of Assurance:		Level 1	✓	Level 2		Level 3

Purpose of the Report	
This report provides the Council of Governors with a summary of key activities and information.	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 Covid-19, Performance and Strategic Developments.

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

CAMHS	Children and Adolescent Mental Health Services	ICB	Integrated Care Board
HCA	Health Care Assistant	CEO	Chief Executive Officer
ICS	Integrated Care System		

Supporting Documents and/or Further Reading

Main Report

Lead

Paul Scott
Chief Executive Officer

**Chief Executive Officer Report –
March 2022**

1.0 Introduction

This is the first Council of Governors report that I have written in 2022, with the Trust having successfully navigated through what arguably has been the most difficult winter period since the NHS was established. Unprecedented Covid-19 outbreaks and staff sickness levels put immense strain on our services and I am immensely proud, and full of admiration, of the response of all colleagues throughout this challenging time. During a period of unrelenting pressures, people stepped up to ensure EPUT was able to maintain the delivery of all our services to the patients and communities we serve. The incremental toll of living through the pandemic, and now the recent events taking place in Ukraine, has affected many colleagues across health and care, and I remain in awe of colleagues across the EPUT family and the resilience, compassion and dedication they demonstrate to our patients every single day.

Events will undoubtedly pose continued challenges and surprises but we will remain focussed on making sure this year will be another year of progress for EPUT through the continued expansion and transformation of our services. There are a range of developments to improve our services over the next few months, with an unrelenting focus on transforming our services so that patients who need us have better access, better care and better outcomes. We will do this by continuing our expansion of Mental Health Services in the community, releasing more time to care for clinical colleagues on our wards, continuing to invest in new technology and bringing more staff to work on our wards. We will also continue to build increasingly integrated services with our partners in health, social care and the voluntary sector.

The Trust continues to play a significant role in the Covid-19 vaccination programme across Essex and Suffolk. Having now delivered over 1.2 million vaccinations across our mass vaccination centres, this should be a source of collective pride for us all. The team are currently focussed on the roll out of a fourth jab to the over 75s, extension of the vaccine to all 5 -11 year olds, as well as trying to reach those communities that have struggled to access the vaccine.

The sense of collective endeavour across the organisation is palpable, and we continue to be able to attract talented, committed and passionate colleagues to join the EPUT family. Indeed, we are excited to welcome the first cohort of seven international nurse recruits who will join us at the end of March. But as ever we will not be complacent and continue to develop and build on ambitious and creative plans to alleviate recruitment and retention pressures whilst concentrating on making it easier for our frontline colleagues to focus on what they love and do so well – caring for our patients. I therefore want to take this opportunity, and I am sure the Council of Governors will join me, in thanking all colleagues across the entire EPUT family and wish all the very best for what I believe is going to be an exciting and transformational year for the Trust.

2.0 Key Issues

I wanted to set out some of the plans we aim to progress against our four strategic objectives throughout 2022/2023.

2.1 We will deliver safe, high quality integrated care services.

Despite the challenges of the last year we have remained relentlessly focussed on improving our safety and are able to demonstrate a number of tangible improvements. By the time this financial year is complete we will have invested some £20m into expanding our Mental Health services in the community, meaning there is more support for people in crisis and those needing support through primary care services. Restructuring our services to form care units will provide an increased focus on local geographies, meaning better integration and increased investment in clinical leadership.

Working in partnership with Provide and North East London NHS Foundation Trust (NELFT) we are implementing virtual wards that mean people can be treated safely, receiving the best care in their own home rather than having to go to hospital, enabled through our brilliant teams and the latest technology.

2.2 We will enable each other to be the best that we can.

We will continue to embrace and build on our intention of supporting absolutely everyone within the Trust, from our support staff, through our service users, carers and families, to our medical teams, to be their best possible selves. We are planning to increase the number of permanent staff on our wards, release more time to care and improve outcomes for patients. We have secured significant investment to attract nurses from overseas to work at EPUT, which will result in less reliance on temporary staff in our services and make us more resilient as we expand our services. We will focus on allowing colleagues more time to be with patients, will continue to explore the adoption of new technologies that will improve safety or augment care, and build a layer of learning that underpins everything we do supporting everyone to be their best possible selves and give us the best of themselves back.

2.3 We will work together with our partners to make our services better.

We plan to continue to develop our services to meet the needs of the population at local level working in increasing partnership with colleagues in Primary Care, Social Care and the acute sector. Last year we further cemented our collaborative arrangements with Provide and NELFT and have established a shared ambition, created a shared platform for urgent care referrals and jointly implemented virtual wards, whilst the East of England Specialist Services Collaborative will allow us to work with clinical leaders and patient representatives to modernise services in Eating Disorders, Forensics and Child and Adolescent Mental Health Services (CAMHS) tier 4.

2.4 We will help our communities to thrive.

We know the impact of housing, education and employment on health outcomes. We will continue to develop our plans to have a positive impact beyond the delivery of healthcare services. We will seek to use our role as an anchor institution by employing more people from local communities, and buying more locally. We will develop plans to increase the attractiveness of Essex as a place to work and to do business. We will form better partnerships with local enterprise, the voluntary sector and education. We have more to do to in this area and 2022 will be the year we start to build on and finalise our plans in order to do so. But as we know services shaped by our people result in better outcomes for everyone. We therefore want to hear from you at the EPUT Forum (Thursday 24 March, between 3pm and 5pm) where we offer our delegates the chance to provide feedback about the Trust in an open and honest way, as well as share ideas about how to improve our services.

Report prepared by

**Paul Scott
Chief Executive Officer**

		Agenda Item No: 5ci			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	21 March 2022			
Report Title:	Report from the Chair of the Board of Directors Audit Committee				
Report Lead:	Janet Wood, Non-Executive Director, Chair of the Audit Committee				
Report Author(s):	Janet Wood, Non-Executive Director, Chair of the Audit Committee				
Report discussed previously at:	First Submission				
Level of Assurance:	Level 1	✓	Level 2		Level 3

Purpose of the Report	
This report provides assurance to the Council of Governors regarding the work of the Audit Committee in ensuring the Council of Governors appointed auditors are discharging their responsibilities to the required standard and providing an indication of the effectiveness of the Non-Executive Director membership of the Committee in fulfilling its remit as part of its contribution to the overall performance of the Board. The report covers the period 1 February 2021 to 31 January 2022.	Approval
	Discussion
	Information
	✓

Recommendations/Action Required
The Council of Governors is asked to: <ol style="list-style-type: none"> 1 Receive and note the report in its purpose of providing assurance that the Council of Governors appointed auditors are discharging their responsibilities to the required standard. 2 Receive and note the report as an indication of the effectiveness of the Non-Executive Director membership of the Audit Committee in fulfilling the remit of the Committee as part of its contribution to the overall performance of the Board.

Summary of Key Issues
The report provides: <ul style="list-style-type: none"> • An overview of the role of the Audit Committee within the context of Board performance • Identifies the Audit Committee Membership to align with non-executive director role in holding to account for performance of the trust • Confirmation that the Committee met seven times during the period 1 February 2021 to 31 January 2022 <p>As Chair of the Committee, in my opinion, the Audit Committee has discharged its responsibilities as outlined in its terms of reference effectively during this period.</p>

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

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

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

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

Acronyms/Terms Used in the Report			

Supporting Documents and/or Further Reading			
Main Report.			

Lead			
			
Janet Wood Chair of the Audit Committee			

**REPORT FROM THE CHAIR OF THE
 BOARD OF DIRECTORS AUDIT COMMITTEE**

1 Purpose of Report

This report provides assurance to the Council of Governors regarding the work of the Audit Committee in ensuring the Council of Governors appointed auditors are discharging their responsibilities to the required standard and providing an indication of the effectiveness of the Non-Executive Director membership of the Committee in fulfilling its remit as part of its contribution to the overall performance of the Board. The report covers the period 1 February 2021 to 31 January 2022.

2 Summary

2.1 Committee Purpose

The Committee is an integral part of the Trust's corporate governance arrangements and committee structure, which have been established in line with statutory and regulatory requirements, Monitor's *Code of Governance*, the Trust's constitution and good practice.

The duties of the Committee include:

- **Governance, risk management and internal control:** to review the establishment and maintenance of an effective system of integrated governance, risk management and internal control across the whole of the organisations activities, that supports the achievement of the Trusts objectives;
- **Internal Audit:** to ensure there is an effective internal audit function that meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit Committee, Chief Executive and Board;
- **External Audit:** to review the work and findings of the External Auditor and consider the implications and management responses to their work; and
- **Financial reporting:** to review the annual report and financial statements before submission to the Board.

2.2 Membership

The Committee is comprised of:

- Four Non-Executive Directors, one of whom must have relevant and recent financial experience, current membership is Janet Wood (Chair and member with recent / relevant financial experience), Amanda Sherlock, Rufus Helm and Alison Rose-Quirie.

In attendance:

- Executive Chief Finance & Resources Officer (CFO) (Trevor Smith)
- Head of Financial Accounts (Clare Barley)
- Director of Finance Operations (Simon Covill)
- Internal Audit Representative (BDO)
- External Audit Representative (Ernst and Young)
- Local Counter Fraud Specialist (BDO)
- Chief Executive to present the Annual Governance Statement
- Other Directors and officers as requested by the members

Since May 2021, in line with agreed procedure, a member of the Council of Governors has been invited to observe at meetings (Part 1) to observe the non-executive directors.

Paula Grayson has been our observer and I would like to thank her for her attendance and feedback.

2.3 Review

The Audit Committee met seven times during the period 1 February 2021 to 31 January 2022. All meetings have been held via MS Teams in line with COVID restrictions.

I would like to bring to Governors attention the following issues which the Committee dealt with during this period:

- **COVID-19 and vaccination programme** - The costs associated with COVID-19 have been subject to internal audit to assess that approval and reporting of COVID expenditure has been robust and compliant with national guidance. The Audit Committee has also reviewed the waivers to standing orders that have been necessary to deliver the vaccine programme.
- **Governance arrangements** – In line with best practice the Trust has been reviewing governance arrangements. The Audit Committee has received regular updates on progress and been able to participate in the review. Areas covered include, the Risk and Assurance Management Framework (including risk appetite), Standing Committee review and the Accountability Framework. Once any new arrangements are in place they will be reviewed for effectiveness.
- **Adapted Financial Regime** – The Audit Committee has received assurance updates on the governance arrangements for funding and reporting under this regime. We have also been assured on arrangements for working with system partners on the funding arrangements.

In addition the table below highlights some of the work of the Committee in relation to the management of risks on the Board Assurance Framework.

Key issue	Commentary/context	Actions
Cyber security/attack – (CRR40) - closed (SR05)	<ul style="list-style-type: none"> • Data Security & Protection Toolkit Assurance Report received July 2021 • National guidance and operational instructions issued 	<ul style="list-style-type: none"> • Cyber Security Audit included on 2021/22 Internal Audit Plan (Q4) • New format assurance report being developed with reporting at each Audit Committee from April 2022
Fire safety (BAF4) - closed (CRR80)	<ul style="list-style-type: none"> • 2020/21 Internal Audit Programme Fire Safety Audit as this is one of the longest standing risks on the BAF. • Risk scoring reduced following implementation of recommendations of Internal Audit • Assurance provided to Audit Committee by Director Estates September 2021, follow up due March 2022 	<ul style="list-style-type: none"> • 2020/21 Audit moderate assurance on design and effectiveness.

Key issue	Commentary/context	Actions
Continuous Learning (CRR93)	<ul style="list-style-type: none"> Review to ensure safety issues that have require embedding of learning have been taken forward in a systemic and sustainable way. 	<ul style="list-style-type: none"> Update from Director of Safety on plans to embed learning across Trust Progress monitored by Board Safety Oversight Group (Audit Chair in attendance) To be include in Internal Audit Programme 2022/23

As Chair of Audit I visited the finance function at Thurrock Community Hospital once during the year.

- I met face to face with the finance senior leadership team;
- Walked round finance, procurement and system teams to say hello;
- I met a couple of trainees and new starters to find out about their experience, they told me that felt well supported with induction on site with appropriate members of staff coming in to give training; and
- Training was continuing with their professional providers delivering it online.

2.4 Assurance

In my opinion, the Audit Committee has been fulfilling its terms of reference in ensuring the appointed auditors are discharging their responsibilities to the required standard and there are no issues / risks associated with the work of the auditors to bring to the attention of the Council of Governors.

In my opinion, the Non-Executive Director membership has ensured the Audit Committee has been fulfilling its remit as part of its contribution to the overall performance of the Board.

In my opinion the Audit Committee has been fulfilling its terms of reference during the period 1 February 2021 to 31 January 2022.

I can also assure Governors that issues and recommendations identified were escalated to other Committees and the Board as appropriate and that all risks were recorded on the appropriate risk registers.

3 Action Required

The Council of Governors is asked

- Receive and note the report in its purpose of providing assurance that the Council of Governors appointed auditors are discharging their responsibilities to the required standard.
- Receive and note the report as an indication of the effectiveness of the Non-Executive Director membership of the Audit Committee in fulfilling the remit of the Committee as part of its contribution to the overall performance of the Board.

Report prepared by:

**Janet Wood, Non-Executive Director
Chair of the Audit Committee
March 2022**

		Agenda Item No: 5cii			
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1		21 March 2022	
Report Title:	Report From The Chair of the Board of Directors Finance & Performance Committee				
Report Lead:	Manny Lewis and Loy Lobo Non-Executive Directors Chair of the Finance & Performance Committee				
Report Author(s):	Manny Lewis and Loy Lobo (from 18/11/21) Non-Executive Directors Chair of the Finance & Performance Committee				
Report discussed previously at:	N/A				
Level of Assurance:	Level 1	✓	Level 2		Level 3

Purpose of the Report	
This report is provided to the Council of Governors by the Chair of the Finance and Performance Committee. It is designed to provide an indication of the effectiveness of the Non-Executive Director membership of the Committee in fulfilling its remit as part of its contribution to the overall performance of the Board. The report covers the period 1 February 2021 to 31 January 2022.	Approval
	Discussion
	Information
	✓

Recommendations/Action Required
The Council of Governors is asked to: <ol style="list-style-type: none"> Receive and note the report as an indication of the effectiveness of the Non-Executive Director membership of the Finance and Performance Committee in fulfilling the remit of the Committee as part of its contribution to the overall performance of the Board.

Summary of Key Issues
The Committee is responsible for ensuring compliance with any mandatory regulatory guidance, relevant statutory requirements and contractual obligations.
The attached report confirms: <ul style="list-style-type: none"> An overview of the role of the Finance and Performance Committee within the context of Board performance. Identifies the Finance and Performance Committee membership to align with Non-Executive Director role in holding to account for the performance of the Trust. Confirmation that the Committee met ten times during the period 1 February 2021 to 28 February 2022
As Chairs of the Committee, in our opinion the Finance and Performance Committee has fulfilled its terms of reference during the period 1 February 2021 to 28 February 2022.
We can also assure Governors that issues and recommendations identified were escalated to other Committees and the Board as appropriate and that all risks were recorded on the appropriate risk registers.

Relationship to Trust Strategic Priorities	
SO 1: We will deliver safe, high quality integrated care services	✓
SO 2: We will enable each other to be the best that we can	✓
SO 3: We will work together with our partners to make our services better	✓
SO 4: We will help our communities to thrive	✓

Which of the Trust Values are Being Delivered

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

Supporting Documents and/or Further Reading

Accompanying Report

Lead

Manny Lewis & Loy Lobo Non Executive Directors Chair of the Finance & Performance Committee
--

**REPORT FROM THE CHAIR OF THE
 BOARD OF DIRECTORS FINANCE & PERFORMANCE COMMITTEE**

1 Purpose of Report

This report is provided to the Council of Governors by the Chair of the Finance and Performance Committee. It is designed to provide an indication of the effectiveness of the Non-Executive Director membership of the Committee in fulfilling its remit as part of its contribution to the overall performance of the Board. The report covers the period 1 February 2021 to 31 January 2022.

2 Summary

2.1 Committee Purpose

The Committee is an integral part of the Trust's corporate governance arrangements and committee structure which has been established in line with statutory and regulatory requirements, Monitor's *Code of Governance*, the Trust's constitution and good practice.

The duties of the Committee include:

- Oversight and monitoring of the Trust's financial, operational (including quality & workforce) and organisational performance;
- Considering in detail, reports prepared on a monthly basis by the Executive Operational Sub-Committee detailing the performance (quality, contractual, partnership, workforce and regulatory) against identified local and national targets/ indicators that contribute to the delivery of quality services and ensuring that the Trust meets its contractual or regulatory requirements;
- Scrutinising the risks (areas requiring improvement) to quality and organisational performance highlighted by the Executive Operational Sub-Committee, seeking assurance that the risks are clearly articulated and mitigating action has or is being taken by Executive Directors;
- Making recommendations to the Board of Directors in relation to investment decisions;
- Seeking assurance of effective monitoring of contract performance.

2.2 Membership

The Committee is comprised of:

- Two Non-Executive Directors, one of whom is the Chair. The membership of Non-Executive Directors for most of the reporting year was Janet Wood, Loy Lobo (from May 2021) and Manny Lewis (Chair until 18 November 2021).
- Chief Operating Officer
- Executive Chief Finance Officer
- Executive Director of People and Culture

In attendance (as required):

- Executive Medical Director
- Executive Director of Nursing & Quality
- Director of ITT

- Director MH Mid Essex
- Director MH NE & W Essex
- Director of Risk & Compliance
- Deputy Director of Finance
- Commercial Director
- Trust secretary
- Performance Manager
- Director of Contracts
- Other Directors/Officers

The Council of Governors should note that in line with other Committees, a member of the Council of Governors (John Jones) observed the Non-Executive Directors from May 2021.

With the creation of the People Equality & Culture Committee autumn 2021, workforce matters were transferred over.

2.3 Review

The Committee met ten times during the period.

The Committee is routinely informed of progress or issues relating to Corporate Objectives, Workforce Plans, Board Assurance Framework(BAF), Risk Management and Assurance Framework, Organisational Development, Engagement Strategy, Governance certifications, Contractual Performance and the Trusts Financial Position.

As the pandemic affected all service delivery and Trust operations, under national OPEL guidance, the Committee adopted a governance light approach to enable the Executive and managers to focus on critical service delivery. Nonetheless, a considerable level of scrutiny, challenge and review of Committee business continued.

Listed below are some of the key issues which the Committee dealt with during the year:

Performance Monitoring

Performance Matters

The Committee has received assurance via a monthly Performance Report detailing progress against identified hotspots.

There have been a number of matters reported over the year. The Committee has been assured that, subject to the OPEL 4 regime, the action plans in place to address these areas are being actioned and where areas for improvement continue to be reported that discussions with our Commissioners are taking place to either re-visit the KPI or review the targets agreed within the contracts.

Mental Health Commissioners have also acknowledged that some of the KPIs will need to change as part of the transformation programme for Mental Health and that some of our hotspots are affected as some of that change is starting to take place.

The committee increasingly focussed on assurance on trajectories for recovery where under performance arose.

Areas of focus through the year were:

- Timeliness of data entry
- Care Program Approach (CPA) 12 month reviews
- Mandatory training

- Mental health inpatient capacity
- Waiting lists
- Out of area placements
- Temporary staffing (agency/bank)
- Child and Adolescent Mental Health Services (CAMHS)
- Delayed Transfers of Care

Committee Impact

The Committee undertook a full review of compliance with mandatory training in April 2021. This covered the effectiveness of the training tracker, the extended content of our mandatory training, the link to the accountability framework to deliver on compliance. The Committee approved the new appraisal process with an emphasis on support, personal objectives and the delivery of safety.

The Committee undertook a ‘deep dive’ to understand psychology waiting times, the recruitment challenges for the service and the actions necessary for turnaround. The Committee heard about joint recruitment with other providers, introduction of new roles international recruitment and the introduction of interim support. The committee particularly challenged how risk is managed with long waits.

The Committee agreed the draft sustainable development plan in November for Board consideration. The committee also at this meeting highlighted a number of risks that needed to be addressed in taking on the new Lighthouse Children’s Development centre.

In the January and February 2022 meetings the Committee reviewed the business cases for international recruitment and the ‘Time to care’ workforce initiative and undertook a deep dive into the inpatient flow challenges; agreed a new Estates structure; and reviewed the impact of the Trust’s accountability framework.

Despite the complexities of the mass vaccination funding and the adapted financial regime as a result of the pandemic, the Committee was successful in monitoring financial and capital performance to year end 2020/21 with commendable Trust performance on revenue and capital outturn which was detailed within the annual accounts. The committee also supported the redeployment of MHIS funding underspend to support more extensive recruitment strategies. The Trust’s underlying cash position is excellent and the Trust is on track to achieve financial breakeven in 21/22 albeit with risk being managed.

2.4 Assurance

In our joint opinion the Finance and Performance Committee has fulfilled its terms of reference during the period 01 February 2021 to 28 February 2022.

We assure Governors that issues and recommendations identified were escalated to other Committees and the Board as appropriate and that all risks were recorded on the appropriate risk registers and through the BAF.

3. ACTION REQUIRED

The Council of Governors is asked to:

1. Receive and note the report as an indication of the effectiveness of the Non-Executive Director membership of the Finance and Performance Committee in fulfilling the remit of the Committee as part of its contribution to the overall performance of the Board.

Report prepared by:

**Manny Lewis and Loy Lobo
Non-Executive Directors
Chair of Finance and Performance Committee**

		Agenda Item No: 6a			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1			21 March 2022	
Report Title:	Trust Constitution Review				
Report Lead:	Professor Sheila Salmon, Chair of the Trust				
Report Author(s):	Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:	Trust Constitution Task and Finish Group Council of Governors Governance Committee				
Level of Assurance:	Level 1		Level 2	✓	Level 3

Purpose of the Report		
The report confirms that a review of the Essex Partnership University NHS Foundation Trust Constitution has been undertaken and proposes amendments for approval by the Council of Governors for onward presentation to the Board of Directors for ratification.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1. Note the review process 2. Note the proposed amendments to the Constitution following routine annual review as recommended by the Trust Constitution Task and Finish Group and Council of Governors Governance Committee 3. Approve the amendments for onward presentation to the Board of Directors.

Summary of Key Issues
<p>It is recognised good governance to undertake a review of the Trust’s constitution on an annual basis. The previous review took place in February 2021.</p> <p>It is a responsibility of the Council of Governors to approve recommended amendments to the constitution prior to approval by the Board of Directors.</p> <p>The Trust Constitution was reviewed by a Task and Finish Group held on the 21 January 2022 attended by Governors, a Non-Executive Director and the Assistant Trust Secretary to check for, discuss and agree any required amendments to the Constitution. The Council of Governors Governance Committee considered the amended Trust Constitution on the 3 February 2022 and (what did they agree).</p> <p>There are a number of minor amendments to the Constitution recommended:</p> <ul style="list-style-type: none"> • Throughout the document: the removal of the pronoun ‘he’ throughout the document. Noting that there are no alterations to the content as a result of this action. • Annex 4: Composition of the Council of Governors: The current composition of the Council Governors includes an appointed Governor for Council for Voluntary Services (CVS) Essex. However, the position has been vacant from July 2019, including a significant delay in identification of a new Appointed Governor by CVS and the subsequent nominee unable to engage as a consequence of personal capacity. The Council of Governors Governance Committee proposes an amendment to constitution to state ‘Third Sector / Voluntary Sector Appointed Governor’, achieving a positive engagement with the voluntary sector through widening the criteria to include other large organisations. • Termination of Office and Removal of Governors (Annex 6, Section 5): The Governance Committee agreed to add a clause which would allow the removal of a

Governor if they failed to submit documentation relating to conflict of interests or knowingly providing false or misleading information in this regard.

- **Annex 5: The Model Election Rules:** The Governance Committee suggested removing this section and making reference to the publically available document, in the same manner as the Standing Orders. This would help reduce the size of the Constitution. The section has been removed from Appendix 1 to demonstrate the reduction of pages, but is available on request.

The following areas were discussed, but did not result in a change to the Constitution:

- The Governance Committee discussed references to 'Monitor' and whether these should be removed as there was legislation formally dissolving Monitor as a regulatory body. The legislation had not yet been enacted and therefore the references to Monitor in the Constitution were correct, but likely to be removed once the Health & Social Care Bill is enacted.

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Approving applications by the Trust to enter into a merger, acquisition, separation, dissolution	
Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose or performing its other functions	
Approving amendments to the Trust's Constitution	✓
Another non-statutory responsibility of the Council of Governors (please detail):	

Acronyms/Terms Used in the Report

CoG	Council of Governors		
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Supporting Documents and/or Further Reading

Appendix 1: Trust Constitution

Lead

Professor Sheila Salmon
Chair of the Trust

202~~21~~0331

Essex Partnership University NHS Foundation Trust
Constitution

Approved by Council of Governors ~~18 February 2021~~23 February 2022 and
Board of Directors ~~31~~30 March 202~~2~~4

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1. Interpretation and Definitions

- 1.1 Unless otherwise stated, words or expressions contained in this constitution shall bear the same meaning as in the 2006 Act as amended by the 2012 Act
- 1.2 ~~Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa. Words importing the plural shall import the singular and vice-versa.~~
- 1.3 The **2006 Act** is the National Health Service Act 2006
- 1.4 The **2012 Act** is the Health and Social Care Act 2012
- 1.5 **Annual Members' Meeting** is defined in paragraph 13 of the Constitution
- 1.6 **Board of Directors** or **Board** means the Chair, Executive and Non-Executive Directors of the Trust collectively as a body in accordance with this Constitution
- 1.7 **Board of Directors Nominations Committee** means a committee of the Board described in paragraph 30.4 of the Constitution
- 1.8 **Constitution** means this constitution which has effect in accordance with Section 37(1) of the 2006 Act
- 1.9 **Council of Governors or Council** means the Council of Governors of the Trust as described in paragraph 14 of this Constitution
- 1.10 **Chair** is the person appointed as Chair of the Board of Directors (and Chair of the Council of Governors) under paragraph 28 of this Constitution
- 1.11 **Chief Executive** is the person appointed as the Chief Executive Officer of the Trust under paragraph 31 of this Constitution
- 1.12 **Directors** means the Executive and Non-Executive members of the Board of Directors
- 1.13 **Executive Director** means a member of the Board of Directors appointed under paragraph 25 of the Constitution
- 1.14 **Member** means a person registered as a member of one of the constituencies set out in paragraph 5 of this Constitution
- 1.15 **Model Election Rules** means the Model Election Rules published by Department of Health and/or NHS Providers
- 1.16 **Monitor** is the body corporate known as Monitor, as part of NHS Improvement, as provided by Section 61 of the 2012 Act

Commented [JC(EP1)]: Change from the use of "he" to "they" throughout the document.

- 1.17 NHS England / Improvement (NHSE/I)** the operational name for the organisation which consists of (inter alia) NHS Improvement, NHS England, Monitor and the NHSTDA;
- 1.18 NHSTDA** means the Special Health Authority known as the National Health Service Trust Development Authority established under the NHS Trust Development Authority (Establishment and Constitution) Order 2012 SI 901/2012
- 1.19 Non-Executive Director** means a member of the Board of Directors, including the Chair, appointed by the Council of Governors under paragraph 28 of the Constitution
- 1.20 Officer** means an employee of the Trust or any person holding a paid appointment or office with the Trust
- 1.21 Regulated Activities Regulations** means the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 as amended
- 1.22 The Accounting Officer** is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act
- 1.23 The Trust Secretary** is the person appointed by the Chair and Chief Executive as the Trust Secretary
- 1.24 Vice-Chair** means the Non-Executive Director appointed under paragraph 30.1 and 30.3 of this Constitution
- 1.25 Acting Chair** means the Non Executive Director appointed under paragraph 30.2 and 30.3 of this Constitution.
- 1.26 Voluntary Organisation** is a body, other than a public or local authority, the activities of which are not carried out for profit
- 1.27 Working Day** means a day of the week which is not a Saturday, Sunday or public holiday in England.

2. Name

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

3. Principal Purpose

- 3.1** The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England
- 3.2** The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the

provision of goods and services for any other purposes

- 3.3** The Trust may provide goods and services for any purposes related to:
- 3.3.1** the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
 - 3.3.2** the promotion and protection of public health
- 3.4** The Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principal purpose.

4. Powers

- 4.1** The powers of the Trust are set out in the 2006 Act
- 4.2** All the powers of the Trust shall be exercised by the Board of Directors on behalf of the Trust
- 4.3** Any of these powers may be delegated to a committee of Directors or to an Executive Director.

5. Membership and Constituencies

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

6. Application for Membership

- 6.1** An individual who is eligible to become a member of the Trust may do so on application to the Trust subject to paragraphs 8 and 12 below
- 6.2** An applicant will become a member when the Trust has received and accepted the application, and the name of the applicant has been entered in the Trust's Register of Members (see Annex 9: Further Provisions paragraph 2).

7. Public Constituency

- 7.1** An individual who lives in an area specified in Annex 1 as an area for a Public Constituency may become or continue as a member of the Trust

- 7.2 Those individuals who live in an area specified for a Public Constituency are referred to collectively as a Public Constituency
- 7.3 The minimum number of members in each Public Constituency is specified in Annex 1.

8. Staff Constituency

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

9. Automatic Membership by Default – Staff

- 9.1 An individual who is:
- 9.1.1 eligible to become a member of the Staff Constituency, and
- 9.1.2 invited by the Trust to become a member of the Staff Constituency and a member of the appropriate class within the

Staff Constituency,

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

10. NOT USED

11. NOT USED

12. Restriction on Membership

- 12.1** An individual who is a member of a constituency, or of a class within a constituency, may not, while membership of that constituency or class continues, be a member of any other constituency or class
- 12.2** An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency
- 12.3** An individual must be at least 12 years old to become a member of the Trust
- 12.4** Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust are set out in Annex 9: Further Provisions paragraph 2.

13. Annual Members' Meeting

- 13.1** The Trust shall hold an annual meeting of its members (Annual Members' Meeting). The Annual Members' Meeting shall be open to members of the public
- 13.2** Annual Members' Meetings shall be conducted in accordance with paragraph 27A of Schedule 7 of the 2006 Act (and as set out in paragraph 46 of this constitution) and the standing orders for the practice and procedure of Annual Members' Meetings as set out in Annex 10: Annual Members' Meeting.

14. Council of Governors – Composition

- 14.1** The Trust is to have a Council of Governors, which shall comprise both elected and appointed Governors
- 14.2** The composition of the Council of Governors is specified in Annex 4
- 14.3** The members of the Council of Governors, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The

number of Governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 4.

15. Council of Governors – Election of Governors

- 15.1 Elections for elected members of the Council of Governors shall be conducted in accordance with the Model Election Rules adopting Single Transferable Vote (STV)
- 15.2 The Model Election Rules are attached at Annex 5 but they do not form part of this constitution
- 15.3 A variation of the Model Election Rules by the Department of Health or NHS Providers shall not constitute a variation of the terms of this constitution for the purposes of paragraph 48 of the constitution (amendment of the constitution)
- 15.4 An election, if contested, shall be by secret ballot
- 15.5 Where a vacancy arises from amongst the elected Governors within the first 24-months of their term of office, the Trust Secretary shall offer the next highest polling candidate in the election for that post the opportunity to assume the vacancy for the unexpired balance of the former member's term of office. If that candidate does not wish to fill the vacancy, it will then be offered to the next highest polling candidate and so on until the vacancy is filled.
- 15.6 Governors must be at least 16 years of age at the date they are nominated for election or appointment

16. Council of Governors – Tenure

- 16.1 An elected Governor may hold office for a period of up to three Years. The period of office shall be known as the 'term'
- 16.2 ~~An elected~~ Governors shall cease to hold office if ~~he ceases~~ they cease to be a member of the constituency or class by which ~~he was~~ they were elected
- 16.3 ~~An elected~~ Governors shall be eligible for re-election at the end of ~~his~~ their term
- 16.4 ~~An appointed~~ Governors may hold office for a period of up to three Years
- 16.5 ~~An appointed~~ Governors shall cease to hold office if the appointing organisation withdraws its sponsorship of ~~him~~ them or if the appointing organisation ceases to exist and there is no successor in title to its business
- 16.6 ~~An appointed~~ Governors shall be eligible for re-appointment at the end of ~~his~~ their term

A Governor may serve a maximum of three terms of each up to three years in office and shall be eligible to stand for election or appointment as a Governor again following a break of at least a Year

- 16.7** “Year’ in this clause 16 means the period commencing on the date of election or appointment (as the case may be) and ending 12 months after such election or appointment.

17. Council of Governors – Disqualification and Removal

- 17.1** The following may not become or continue as a member of the Council of Governors:

17.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged

17.1.2 a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986)

17.1.3 ~~a person~~ people who ~~has~~ have made a composition or arrangement with, or granted a Trust deed for ~~his~~ their creditors and ~~has~~ have not been discharged in respect of it

17.1.4 ~~a person~~ people who within the preceding five years ~~has~~ have been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on ~~him~~ them

- 17.2** Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors and for the removal of Governors are set out in Annex 6 paragraphs 4 and 5.

18. Council of Governors – Duties of Governors

- 18.1** The general duties of the Council of Governors are:

18.1.1 to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and

18.1.2 to represent the interests of the members of the Trust as a whole and the interests of the public

- 18.2** Further provision as to the roles and responsibilities of the Council of Governors is set out in Annex 6

- 18.3** The Trust must take steps to ensure that Governors are equipped with the skills and knowledge they require in their capacity as such.

19. Council of Governors – Meetings of Governors

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

20. Council of Governors – Standing Orders

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

21. NOT USED

22. Council of Governors – Conflicts of Interest of Governors

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

23. Council of Governors – Travel Expenses

23.1 The Trust may pay travelling and other expenses to Governors that are incurred in carrying out their duties at rates determined by the Trust. These expenses are to be disclosed in the Trust's annual report

23.2 Governors do not receive remuneration when undertaking their duties and role as a Governor.

24. Council of Governors – Further Provisions

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

25. Board of Directors – Composition

25.1 The Trust is to have a Board of Directors, which shall comprise both Executive and Non-Executive Directors

25.2 The Board of Directors is to comprise:

25.2.1 a Non-Executive Chair

25.2.2 not less than five and not more than eight other Non-Executive Directors; and

25.2.3 not less than four and not more than eight Executive Directors,

so that the number of Non-Executive Directors including the Chair shall always exceed the number of Executive Directors including the Chief Executive in a voting capacity.

25.3 One of the Executive Directors shall be the Chief Executive

25.4 The Chief Executive shall be the Accounting Officer

25.5 One of the Executive Directors shall be the Finance Director

25.6 One of the Executive Directors is to be a registered Medical Practitioner or a registered Dentist (within the meaning of the Dentists Act 1984)

25.7 One of the Executive Directors is to be a registered Nurse or a registered Midwife.

26. Board of Directors – General Duty

26.1 The general duty of the Board of Directors and of each Director individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.

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

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

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

28. Board of Directors – Appointment and Removal of Chair and Other Non-Executive Directors

- 28.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other Non-Executive Directors
- 28.2 Appointment of the Chair or another Non-Executive Director shall require the approval of a majority of the Council of Governors present at a meeting of the Council of Governors
- 28.3 Removal of the Chair or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors
- 28.4 The Council of Governors shall adopt a procedure for appointing/removing the Chair and/or other Non-Executive Directors in accordance with any guidance issued by Monitor.

29. NOT USED

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

- 30.1 The Council of Governors at a general meeting of the Council of Governors shall appoint one of the Non-Executive Directors as the Vice-Chair
- 30.2 When the absence of the Chair has or will exceed a period of 3 months the Council of Governors at a ~~general~~ meeting shall appoint one of the Non-Executive Directors as the Acting Chair.
- 30.3 Before a resolution for such appointments is passed, the Chair shall be entitled to advise the Council of Governors of the Non-Executive Director who is recommended by the Board of Directors for that appointment. This recommendation will not, however, be binding upon the Council of Governors; it will be presented to the Council of Governors at its meeting

before it comes to its decision.

- 30.4** The Board of Directors shall, following consultation with the Council of Governors, appoint one of the Non-Executive Directors as the Senior Independent Director to act in accordance with Monitor's *NHS Foundation Trust Code of Governance* (as may be amended and replaced from time to time) and the Trust's standing orders.
- 30.5** The Board of Directors Remuneration and Nominations Committee, which comprises of all the Non-Executive Directors, shall appoint an Executive Director as the Deputy Chief Executive in line with agreed procedure.

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

- 31.1** The Non-Executive Directors shall appoint or remove the Chief Executive
- 31.2** A committee consisting of the Chair and Non-Executive Directors shall appoint the Chief Executive.
- 31.3** The appointment of the Chief Executive shall require the approval of a majority of the Council of Governors present at a meeting of the Council of Governors in accordance with the procedure agreed by the Council of Governors from time to time
- 31.4** A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors
- 31.5** An Executive Director's post may be held by two individuals on a job share basis (save that the Executive positions of registered Medical Practitioner or registered Dentist and registered Nurse or registered Midwife cannot be shared between the two professions). Where such an arrangement is in force, the two individuals may only exercise one vote between them at any meeting of the Board of Directors as in the standing orders.

32. NOT USED

33. Board of Directors – Disqualification

The following may not become or continue as a member of the Board of Directors:

- 33.1** a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged
- 33.2** a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986)
- 33.3** ~~a person~~ people who ~~has~~ have made a composition or arrangement with, or granted a Trust deed for, ~~his~~ their creditors and ~~has~~ have not been discharged in respect of it

- 33.4** a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on ~~him~~them
- 33.5** a person who is subject of a disqualification order made under the Company Directors Disqualification Act 1986 and/or who is disqualified from being a trustee of a charity under the Charities Act 2011
- 33.6** ~~a person~~people where disclosures revealed by a Disclosure & Barring Service check against such people ~~a person~~ are such that it would be inappropriate for ~~him~~them to become or continue as a Director or would adversely affect public confidence in the Trust or otherwise bring the Trust into disrepute
- 33.7** ~~a person~~people whose tenure of office as Chair or as a member or Director of a health service body has been terminated on the grounds that their appointment is not in the interests of the health service for reasons including non-attendance at meetings, or for non-disclosure of a pecuniary interest
- 33.8** a person who has within the preceding two years been dismissed: otherwise than by reason of redundancy or for ill health, from any paid employment with;
- 33.8.1** a health service body or a local authority;
- 33.8.2** any other public body; or
- 33.8.3** a private provider or health or social care services;
- unless approved by the Board of Directors for Executive Directors or the Council of Governors for Non-Executive Directors
- 33.9** a person who is the subject of a Sexual Offenders Order under the Sexual Offences Act 2003
- 33.10** a person who is included in any barred list established under the Safeguarding Vulnerable Adults Act 2006 or any equivalent list maintained under the laws of Scotland or Northern Ireland
- 33.11** a person who is a Director or Governor or Governing Body member or equivalent of another NHS body, including Clinical Commissioning Groups unless approved by the Board of Directors for Executive Directors or the Council of Governors for Non-Executive Directors
- 33.12** a person who is a member of the Council of Governors
- 33.13** in the case of Non-Executive Directors, a person who is no longer a member of one of the public constituencies

- 33.14 in the case of Non-Executive Directors, a person who has refused without any reasonable cause to fulfil any training requirement established by the Board of Directors
- 33.15 a person who is a member of a Local Authority's Overview & Scrutiny Committee covering health matters or of a Local Healthwatch Board or of a Health & Wellbeing Board
- 33.16 a person who is the spouse, partner, parent or child of a member of the Trust's Board of Directors
- 33.17 a person who has displayed aggressive or violent behaviour at any NHS establishment or against any of the Trust's staff or persons exercising functions for the Trust
- 33.18 a person who fails to satisfy the requirements of the Regulated Activities Regulations
- 33.19 a person who has failed to sign and return to the Trust Secretary a statement in the form required by the Board of Directors confirming acceptance of the code of conduct for the Board of Directors
- 33.20 a person who has acted in a manner inconsistent with or who has failed to comply with the Trust's terms of authorisation, standing orders, standing financial instructions and/ or the code of conduct for the Board of Directors.

34. Board of Directors – Meetings
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- 34.1 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons. Special reasons include for reasons of commercial confidentiality. The Chair may exclude any person from a meeting of the Board of Directors if that person is interfering with or preventing the proper conduct of the meeting
- 34.2 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the Part 1 minutes of the meeting to the Council of Governors. A summary of Part 2 minutes will be provided to the Council of Governors.

35. Board of Directors – Standing Orders

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

36. Board of Directors – Conflicts of Interest of Directors

- 36.1** The duties that a Director of the Trust has by virtue of being a Director include in particular:
- 36.1.1** a duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Trust
 - 36.1.2** a duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity
- 36.2** The duty referred to in sub-paragraph 36.1.1 is not infringed if:
- 36.2.1** the situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - 36.2.2** the matter has been authorised in accordance with the constitution if it has been considered and approved by the Board of Directors
- 36.3** The duty referred to in sub-paragraph 36.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest
- 36.4** In sub-paragraph 36.1.2, “third party” means a person other than:
- 36.4.1** the Trust, or
 - 36.4.2** a person acting on its behalf
- 36.5** If a Director of the Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to the other Directors
- 36.6** If a declaration under this paragraph proves to be, or becomes, inaccurate, incomplete, a further declaration must be made
- 36.7** Any declaration required by this paragraph must be made before the Trust enters into the transaction or arrangement
- 36.8** This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question
- 36.9** A Director need not declare an interest:
- 36.9.1** if it cannot reasonably be regarded as likely to give rise to a conflict of interest

36.9.2 if, or to the extent that, the Directors are already aware of it

36.9.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered:

36.9.3.1 by a meeting of the Board of Directors, or

36.9.3.2 by a committee of the Directors appointed for the purpose under the constitution

36.10 The standing orders for the Board of Directors make further provision for the disclosure of interests.

37. Board of Directors – Remuneration and Terms of Office

37.1 The Council of Governors at a general meeting of the Council of Governors shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors

37.2 The Trust shall establish a committee of Non-Executive Directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other Executive Directors.

38. Registers

The Trust shall have:

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

38.2 a register of members of the Council of Governors

38.3 a register of interests of Governors

38.4 a register of Directors, and

38.5 a register of interests of the Directors.

39. Admission to and Removal from the Registers

39.1 The Trust Secretary shall be responsible for fulfilling the obligations of the Trust in relation to the maintenance of, admission to and removal from the registers under the provisions of this constitution and as set out in paragraph 38.

39.2 ~~Each~~ ~~Directors~~ and ~~Governors~~ shall advise the Trust Secretary as soon as practicable of anything which comes to ~~his~~ ~~their~~ attention or of which ~~he~~ ~~is~~

they are aware and which might affect the accuracy of the matters recorded in any of the registers referred to in paragraph 38.

40. Registers – Inspection and Copies

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

41. Documents Available for Public Inspection

- 41.1** The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
- 41.1.1** a copy of the current constitution,
 - 41.1.2** a copy of the latest annual accounts and of any report of the auditor on them, and
 - 41.1.3** a copy of the latest annual report
- 41.2** The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times:
- 41.2.1** a copy of any order made under section 65D (appointment of Trust special administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L (Trusts coming out of administration) or 65LA (Trusts to be dissolved) of the 2006 Act
 - 41.2.2** a copy of any report laid under section 65D (appointment of Trust special administrator) of the 2006 Act

- 41.2.3 a copy of any information published under section 65D (appointment of Trust special administrator) of the 2006 Act
- 41.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act
- 41.2.5 a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act
- 41.2.6 a copy of any notice published under section 65F(administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA(Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act
- 41.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act
- 41.2.8 a copy of any final report published under section 65I (administrator's final report) of the 2006 Act
- 41.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act
- 41.2.10 a copy of any information published under section 65M (replacement of Trust special administrator) of the 2006 Act

- 41.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy
- 41.4 If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

42. Auditor

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

43. Audit Committee

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

44. Accounts

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

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

- 45.1** The Trust shall prepare an annual report and send it to Monitor
- 45.2** The Trust shall give information as to its forward planning in respect of each financial year to Monitor
- 45.3** The forward plan shall be prepared by the Directors
- 45.4** In preparing the forward plan, the Directors shall have regard to the views of the Council of Governors
- 45.5** Each forward plan must include information about:
- 45.5.1** the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on, and
 - 45.5.2** the income it expects to receive from doing so
- 45.6** Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 45.5.1 the Council of Governors must:
- 45.6.1** determine whether it is satisfied that the carrying on of the activity

will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions, and

45.6.2 notify the Directors of the Trust of its determination

45.7 A Trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England may implement the proposal only if more than half of the members of the Council of Governors of the Trust voting approve its implementation.

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

46.1 The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:

46.1.1 the annual accounts

46.1.2 any report of the auditor on them

46.1.3 the annual report

46.2 The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one Board Director in attendance

46.3 The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 46.1 with the Annual Members' Meeting.

47. Instruments

47.1 The Trust shall have a seal

47.2 The seal shall not be affixed except under the authority of the Board of Directors.

48. Amendment of the Constitution

48.1 The Trust may make amendments of its constitution only if:

48.1.1 more than half of the members of the Council of Governors of the Trust voting approve the amendments, and

48.1.2 more than half of the members of the Board of Directors of the Trust voting approve the amendments

48.2 Amendments made under sub-paragraph 48.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in

so far as the constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act

48.3 Where an amendment is made to the constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):

48.3.1 at least one member of the Council of Governors must attend the next Annual Members' Meeting and present the amendment, and

48.3.2 the Trust must give the members an opportunity to vote on whether they approve the amendment

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

48.4 Amendments by the Trust of its constitution are to be notified to Monitor.

49. Mergers, etc, and Significant Transactions

49.1 The Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors

49.2 The Trust may enter into a significant transaction unless it is a merger, acquisition, separation or dissolution only if more than half of the members of the Council of Governors of the Trust voting, approve entering into the transaction

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

50. Indemnities

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

50.2 The Trust may purchase and maintain insurance against this liability for its own benefit and for the benefit of the Board of Directors, the Council of Governors and the Trust Secretary.

ANNEX 1: THE PUBLIC CONSTITUENCIES

(Paragraphs 7.1 and 7.3)

THE PUBLIC CONSTITUENCIES			
Constituency Name	Area of the Constituency	No of Governors to be Elected	Minimum No of Members
Essex Mid & South	The electoral wards covered by: <ul style="list-style-type: none"> • Basildon Borough Council • Braintree District Council • Brentwood Borough Council • Castle Point Borough Council • Chelmsford Borough Council • Maldon District Council • Rochford District Council • Southend on Sea Borough Council • Thurrock Borough Council 	9	60
North East Essex & Suffolk	<ul style="list-style-type: none"> • Colchester Borough Council • Suffolk County Council • Tendring District Council 	3	60
West Essex & Herts	<ul style="list-style-type: none"> • Borough of Broxbourne Council • East Herts District Council • Epping Forrest District Council • Harlow Council • North Herts District Council • Stevenage Borough Council • Uttlesford District Council • Welwyn Hatfield Borough Council 	5	60
Milton Keynes, Bedfordshire & Luton, and Rest of England	<ul style="list-style-type: none"> • Bedford Borough Council • Central Bedfordshire Council • Luton Borough Council • Milton Keynes Council • Any other Council in England unless named in Annex 1 to the Trust's Constitution 	2	60

ANNEX 2: THE STAFF CONSTITUENCY

(Paragraph 8.4 and 8.5)

THE STAFF CONSTITUENCIES			
Constituency Name	Area of the Constituency	No of Governors to be Elected	Minimum No of Members
Clinical	<ul style="list-style-type: none">Registered medical practitioners and registered dentistsRegistered nurses and registered midwives	4	60
Non-Clinical	<ul style="list-style-type: none">Healthcare professionals (not included above)Social workersSupport staff	2	60

ANNEX 3: NOT USED

ANNEX 4: COMPOSITION OF COUNCIL OF GOVERNORS

(Paragraphs 14.2 and 14.3)

Public Governors		19
Essex Mid & South	9	
North East Essex & Suffolk	3	
West Essex & Herts	5	
Milton Keynes, Bedfordshire & Luton, and Rest of England	2	
Staff Governors		6
Clinical	4	
Non-Clinical	2	
Appointed and Partnership Governors		5
Essex County Council	1	
Southend Borough Council	1	
Thurrock Council	1	
Anglian Ruskin and Essex Universities (joint appointment)	1	
CVS Essex	1	
Total Council of Governors		30

Commented [JC(EP2)]: See main report

ANNEX 4.1: NOT USED

ANNEX 5: THE MODEL ELECTION RULES

(Paragraph 15.2)

The Model Election Rules 2014 are included as a separate document to this constitution.

ANNEX 6: ADDITIONAL PROVISION – COUNCIL OF GOVERNORS

(Paragraphs 17.3, 18.2 and 24.1)

1. Roles and Responsibilities of the Council of Governors

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

1.1 General Duties

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

2.1 Non-Executive Directors, Chief Executive and Auditor

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

engagement with the Board

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

3.1 Strategy Planning

- 3.1.1** to provide feedback to the Board of Directors on the development of the strategic direction of the Trust, as appropriate
- 3.1.2** to collaborate with the Board of Directors in the development of the forward plan
- 3.1.3** where the forward plan contains a proposal that the Trust will carry out activities other than the provision of goods and services for the purposes of the NHS in England, to determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions and notify its determination to the Board of Directors
- 3.1.4** where the Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the NHS in England, approve such a proposal
- 3.1.5** to approve the entering into of any significant transaction (as

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

- 3.1.6 to approve proposals from the Board of Directors for merger, acquisition, dissolution or separation in accordance with 2006 Act and the constitution
- 3.1.7 when appropriate, to make recommendations for the revision of the constitution and approve any amendments to the constitution in accordance with the 2006 Act and the constitution
- 3.1.8 to receive the Trust's annual accounts, any report of the auditor on them, and the annual report at a general meeting of the Council of Governors

4.1 Representing Members and the Public

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

(Paragraphs 17.3 and 24.1)

4. Eligibility to be a Governor

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

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

(Paragraph 17)

5. Termination of Office and Removal of Governors

- 5.1 ~~A person~~People holding office as a Governor shall cease to do so if:
 - 5.1.1. ~~he resigns~~they resign by notice in writing to the Trust Secretary
 - 5.1.2 in the case of ~~an~~ elected Governors, ~~he ceases~~they cease to be member of the area of the constituency or class of the constituency by which ~~he was~~they were elected
 - 5.1.3. in the case of an appointed or partnership Governor, the appointing organisation terminates the appointment of the individual
 - 5.1.4. ~~he~~they consistently and unjustifiably fails to attend the meetings of the Council of Governors in line with the Governor attendance policy as agreed by the Council of Governors

5.1.5. ~~he has~~they have refused without reasonable cause to undertake any training which the Trust requires all Governors to undertake

5.1.6. ~~he has~~they have failed to sign and deliver to the Trust Secretary a statement in the form required confirming acceptance of the code of conduct for Governors

5.1.7. they have failed to complete a submission identifying any conflict of interest or they have knowingly provided false or misleading information in this regard.

5.1.8. ~~he has~~they have committed a serious breach of the code of conduct for Governors or fails to abide by the Council of Governors standing orders

5.1.9. ~~he has~~they have acted in a manner detrimental to the interests of the Trust

5.1.10. ~~he has~~they have expressed opinions which are incompatible with the values of the Trust

5.1.11. ~~he is~~they are incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs

5.2 Governors who are to be removed under any of the grounds set out in paragraph 5.1 above (with the exception of sub-paragraph 5.1.1 – 5.1.3) above shall be removed from the Council of Governors by a resolution approved by the majority of the remaining Governors present and voting

5.3 There shall be a working group/committee of the Council of Governors whose function shall be to:

5.3.1 receive and consider concerns about the conduct of any governor and/or

5.3.2 consider whether there are grounds to remove a Governor from office

and to make recommendations to the Council of Governors.
Membership of the working group/committee shall be determined from time to time

5.4 If the Council of Governors receives a complaint in writing about any

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

- 5.5 The Council of Governors may decide that whilst the working group is carrying out its investigation, the Governor concerned shall be suspended from office. Suspension is a neutral act and any decision to suspend the Governor concerned shall not be seen as an indicator of, or have any bearing on, the eventual recommendation of the working group
- 5.6 If the Council of Governors decides to terminate a Governor's tenure of office pursuant to paragraph 5.2 above, the Governor may apply in writing to the Council of Governors within seven (7) days of the date of the decision, for the decision to be referred to an independent assessor
- 5.7 The decision of the Council of Governors to terminate the tenure of office of the Governor concerned shall not take effect until the later of:
 - 5.7.1 seven (7) days after the date of decision; or
 - 5.7.2 where the Governor applies for the decision to be referred to an independent assessor in accordance with paragraph 5.6 above, the date on which the independent assessor determines the matter
- 5.8 The Governor shall be suspended from office (if ~~he/ she has~~ they have not already been suspended from office pursuant to paragraph 5.5 above) with effect from the date of the Council of Governors' decision until the later of the two dates set out in paragraph 5.7 above
- 5.9 On receipt of an application under paragraph 5.6 above the Council of Governors and the applicant Governor will co-operate in good faith to agree on the appointment of the independent assessor. If the parties fail to agree on the identity of the independent assessor within twenty-one (21) days of the date upon which the application is received by the Council of Governors, then the Council of Governors shall request the Chartered Institute of Arbitrators to nominate an independent assessor

- 5.10 The independent assessor will consider the evidence and conclude whether the decision to remove the Governor was reasonable or otherwise
- 5.11 The independent assessor's decision will be binding on the parties. If the independent assessor finds that the decision of the Council of Governors to remove the governor was not reasonable, the decision of the Council of Governors will be rescinded
- 5.12 The Trust shall bear the independent assessor's costs unless the independent assessor determines that such costs shall be shared between the Trust and the Governor.

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

(Paragraph 19.1 and 20)

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

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

(Paragraph 35)

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

ANNEX 9 – FURTHER PROVISIONS

(Paragraph 49)

1. SIGNIFICANT TRANSACTIONS

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

- 1.3.1 an agreement entered into or changes to the health services carried out by the Trust following a reconfiguration of the health services led by the commissioners of such health services; or
- 1.3.2 a grant of public dividend capital or the entering into a working capital facility or other loan, which does not involve the acquisition or disposal of any fixed asset of the trust
- 1.3.3 For the purpose of this paragraph 1.3 the following definitions apply:
 - (a) “merger” means a transaction that involves one organisation acquiring / transferring the assets and liabilities of another, either wholly or in part;
 - (b) “demerger” means a transaction that involves the disaggregation of a single corporate body into two or more new corporate bodies;
 - (c) “joint venture” means a transaction involving an agreement between two or more parties to undertake economic activity together which establishes a separate legal entity.; and
 - (d) “divestment” means a transaction that involves the disposal, in whole or in part, of an organisation’s business, services or assets and liabilities where the Board of Directors has made a decision to do so.
- 1.4 A transaction is not a Significant Transaction if it is:
 - 1.4.1 a transaction which is a statutory merger, acquisition, separation or dissolution under sections 56, 56A, 56B or 57A of the National Health Service Act 2006; or
 - 1.4.2 a transaction in the ordinary course of current business from time to time (including the expiry, termination, renewal, extension of, or the entering into an agreement in respect of the health services carried out by the Trust).
 - 1.4.3 a transaction that involves the disposal, in whole or in part, of an organisation’s business services or assets and liabilities where the Board of Directors has not made a decision and therefore is outside Trust control.

(Paragraphs 6.2 and 12.4)

2. TERMINATION OF MEMBERSHIP

- 2.1 A member shall not become or continue to be a member if:
 - 2.1.1 it is reasonably suspected by the Board that in the five years prior to the individual’s application for membership of the Trust or during the

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

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

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

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

2.1.4 ~~he~~they ceases to be eligible under this Constitution to be a member

2.1.5 ~~he dies~~they die

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

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

ANNEX 10: ANNUAL MEMBERS' MEETING

(Paragraphs 13 and 46)

1. Interpretation

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

2. General Information

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

3. Attendance

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

4. Meetings in Public

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

5. Notice of Meetings

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

6. Setting the Agenda

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

7. Chair of Annual Members' Meetings

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

8. Chair's Ruling

- 8.1. Statements of members made at Annual Members' Meetings shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be final

9. Voting

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

10. Suspension of Standing Orders

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

11. Variation and Amendment of Standing Orders

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

12. Record of Attendance

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

13. Minutes

13.1. The minutes of the proceedings of an Annual Members' Meeting shall be drawn up and maintained as a public record. They will be submitted for agreement at the next Annual Members' Meeting where they will be signed by the person presiding at it

13.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the meeting

13.3. The minutes of an Annual Members' Meeting shall be made available to the public on the Trust's website

14. Quorum

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

		Agenda Item No: 6b			
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			21 March 2022
Report Title:		Auditor Panel Outcome			
Report Lead:		Janet Wood, Chair of Audit Committee			
Report Author(s):		Clare Barley, Head of Financial Accounts			
Report discussed previously at:		Audit Committee			
Level of Assurance:		Level 1	✓	Level 2	Level 3

Purpose of the Report		
This report provides the Council of Governors with the outcome of the recent market testing exercise for external audit services, and includes a recommendation to appoint Ernst and Young.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1 Note the contents of the report 2 Approve the appointment of Ernst and Young as the Trusts external auditors for a three year period (with the option to extend for a further two) subject to an annual reappointment exercise at a total cost of £498,000 excluding VAT. 3 Request any further information or action.

Summary of Key Issues
<p>The roles and responsibilities of the Council of Governors which are to be undertaken in accordance with the constitution, the Trust license and the <i>NHS Foundation Trust Code of Governance</i> include:</p> <ul style="list-style-type: none"> • Approving the criteria for the appointment, removal and reappointment of the auditor. • Appointing, removing and re-appointing the auditor, having regards to the recommendation of the Audit Committee. <p>The Trusts Standing Financial Instructions state the Council of Governors are responsible for the appointment of external auditors.</p> <p>Further to the update provided at the informal meeting of the Governors in February, the market testing process for external audit services has now been completed with one submission returned to the Trust by the incumbent provider, Ernst and Young. Although disappointing, this is reflective of the national picture for external audit services and Governors may recall that the Trust endeavoured to mitigate this by selecting the Crown Commercial Framework with the highest number of potential providers and weighting the process 70% to quality.</p> <p>The Evaluation Panel, including two Public Governors, have now met to review and score the submission, and receive a presentation from Ernst and Young on their bid. This process resulted in an overall score of 96.6 out of 100 being awarded, with 66.6 out of 70 relating to quality and 30 out of 30 relating to cost.</p> <p>An extraordinary meeting of the Audit Committee has been held on 11 March where it was agreed to recommend to the Council of Governors the approval of a three year contract to Ernst and Young (with the option to extend for a further two years) at a total price of £498,000 excluding VAT. This is a negotiated price from their original submission of £530,090 to exclude the impact of the 7% inflation applied to years 2 and 3, which will now be subject to discussion at the time.</p> <p>The contract will also clearly stipulate that the Trust has a firm expectation that no additional fees (for an issue known at time of submission) are expected and the fee proposal covers</p>

expected work in respect of these areas (for example, the inquiry). Similarly, in the event any unknown issues, the associated fees in respect of that work, must be discussed and agreed in advance.

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

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

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

Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	
Data quality issues	
Involvement of Service Users/Healthwatch	
Communication and consultation with stakeholders required	✓
Service impact/health improvement gains	
Financial implications:	Capital £ Revenue £ Non Recurrent £
	£498k (over 3 years)
Governance implications	
Impact on patient safety/quality	
Impact on equality and diversity	
Equality Impact Assessment (EIA) Completed	YES/NO
	If YES, EIA Score

Impact on Statutory Duties and Responsibilities of Council of Governors

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

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

Acronyms/Terms Used in the Report

NHSE/I	NHS England / Improvement		
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Supporting Documents and/or Further Reading

Main Report

Lead



Janet Wood
Chair of Audit Committee

AUDITOR PANEL OUTCOME

1 PURPOSE OF REPORT

The purpose of this report is to advise the Council of Governors on the process undertaken by the Audit Committee to select external auditors for the Trust, and the recommended appointment to be approved by the Council of Governors.

2 PROCESS

The roles and responsibilities of the Council of Governors, which are to be undertaken in accordance with the constitution, the Trust license and the NHS Foundation Trust Code of Governance, include:

- Approving the criteria for the appointment, removal and reappointment of the auditor.
- Appointing, removing and re-appointing the auditor, having regards to the recommendation of the Audit Committee.

The Trusts Standing Financial Instructions state the Council of Governors are responsible for the appointment of external auditors.

On an annual basis, the Audit Committee will undertake a review of the existing auditors and make a recommendation to the Council of Governors on whether they should be reappointed. The current contract with Ernst and Young was awarded for the financial year 2017/18 for an initial period of 12 months, with the option to extend for a further 48 months subject to the annual review. The 2021/22 financial year represents the final year of the current contract and as such, a market testing was entered into as advised at the informal meeting of the Council of Governors in February.

As highlighted in February, concerns had been raised nationally around poor responses to such exercises together with significant increases in costs being evidenced. The Trust endeavoured to mitigate against these risks by selecting a framework with the maximum number of possible organisations included and weighted the process 70% quality and 30% price.

In line with the timetable, the East of England Procurement Hub who have supported the Trust with the exercise issued documentation to all suppliers on the Crown Commercial Services Framework on the 24 January. The 13 potential suppliers were required to return their documentation to the hub by the closing date of 28 February, following which the Trust was advised that only the current provider, Ernst and Young, had submitted a return.

3 OUTCOME OF EVALUATION PANEL

An Evaluation Panel had previously been agreed by the Audit Committee consisting of the following members,

Chair of Audit Committee
One other Audit Committee member (to be confirmed)
Executive Chief Finance Officer or Director of Finance
Executive Nurse
Director of Corporate Governance
Head of Financial Accounts

2 x Governors

Following a selection process, the Trust Secretary confirmed the two selected Governors to be included were John Jones and Dianne Collins.

All members of the Evaluation Panel were able to review and score the submission by the agreed deadline of 7 March, and ahead of the presentation to the Evaluation Panel by the supplier on the 9 March, and the subsequent challenge by the Panel of the supplier.

3.1 Quality Scoring

Following the presentation, the Head of Procurement confirmed the following allocated scores per quality indicator, with Ernst and Young scoring 66.6 out of 70 as follows,

	Weighting	Allocated Score
Service Delivery		
Audit strategy and planning process	10	1,000
Biography of personnel	15	1,500
Experience of managing and resolving major issues	10	1,000
Training programme	5	500
Work with incumbent provider	10	1,000
Conflicts		
Conflict of interest	5	500
Quality Assurance and Reporting		
Robust independent view for Audit Committee	5	330
Reporting	5	330
Liaison with Other Bodies		
Work with other bodies and auditors	5	500
	70	6,660
Overall Quality Score		66.6

3.2 Price

Price accounted for the remaining 30% of the bid. The return submitted by Ernst and Young across the three required workstreams for the financial years 2022/23 to 2024/25 shown below, together with comparator costs for 2021/22,

	2021/22 £	2022/23 £	2023/24 £	2024/25 £
External Audit	100,000	145,000	154,425	164,463
Quality Accounts*	n/a	16,000	16,800	17,640
Independent Examination (Charity)	4,500	5,000	5,250	5,512
Fixed Price	104,500	166,000	176,475	187,615
% increase (excluding quality accounts)		44%	6.5%	6.5%

Due to only one return being received, Ernst and Young achieved the highest score of 30 out of 30 on price.

However, following discussions between the Trust and Ernst and Young post presentation, it has been agreed that the inflationary uplifts applied to years 2 and 3 of the contract will not be fixed and instead be subject to negotiation at the time. In addition, the contract will clearly stipulate that the Trust has a firm expectation that no

additional fees (for an issue known at time of submission) are expected and the fee proposal covers expected work in respect of these areas (for example, the inquiry). Similarly, in the event any unknown issues, the associated fees in respect of that work, must be discussed and agreed in advance. When the inflationary uplift for years 2 and 3 is removed, this reduces the 3 year contract value to £498,000 exclusive of VAT.

3.3 Overall Score and Recommendation

Based on the above, Ernst and Young were awarded an overall score of 96.6 out of 100.

In acknowledging receipt of only one response from the incumbent provider, the Evaluation Panel further explored the issue of independence with Ernst and Young as part of the presentation. It was noted that whilst there continues to be the same management team in place for the potential new contract, that the team below are rotated more regularly in order to ensure there is sufficient challenge and scientism applied to the audit process. In addition, there are restrictions around the length of time an Audit Partner and Audit Manager can remain with the same client, which will enforce further independence.

Subject to the Council of Governors consideration of the process, it is recommended that a three year contract be awarded to Ernst and Young (with the option to extend for a further two years) at a total value of £498,000 excluding VAT. This includes a year one cost of £150,000 for the provision of external audit services for our main statutory accounts, and the completion of the independent examination of our charity accounts, plus a further £16,000 if NHSE/I confirm the requirement for work to be undertaken on quality accounts which has been paused since 2019/20 due to Covid-19. In addition, this does not include any inflationary uplift for years 2 and 3 which will be subject to discussion.

The contract will also clearly stipulate that the Trust has a firm expectation that no additional fees (for an issue known at time of submission) are expected and the fee proposal covers expected work in respect of these areas (for example, the inquiry). Similarly, in the event any unknown issues, the associated fees in respect of that work, must be discussed and agreed in advance.

4 Action Required

The Council of Governors is asked to:

- 1 Note the contents of the report
- 2 Approve the appointment of Ernst and Young as the Trusts external auditors for a three year period (with the option to extend for a further two) subject to an annual reappointment exercise at a total cost of £498,000 excluding VAT.
- 3 Request any further information or action

Report prepared by

Clare Barley
Head of Financial Accounts

**On behalf of
Janet Wood
Non-Executive Director
Chair of the Audit Committee**

Agenda Item No: 6c

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	21 March 2022
Report Title:	Council of Governors Governance Committee Report and Terms of Reference	
Executive/Non-Executive Lead:	John Jones, Public Governor	
Report Author(s):	Chris Jennings, Assistant Trust Secretary	
Report discussed previously at:	n/a	
Level of Assurance:	Level 1	Level 2 ✓ Level 3

Purpose of the Report		
The report provides the Council of Governors with details of the work of the Council of Governors Governance Committee and presents a reviewed Terms of Reference for approval.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1 Receive and note the report 2 Approve the Terms of Reference for the Council of Governors Governance Committee (Appendix 1)

Summary of Key Issues
<p>The Council of Governors Governance Committee is a standing committee providing support to the Council in ensuring effective and robust governance processes are in place and operating effectively, enabling the Council to fulfil its statutory duties.</p> <p>The report is the first annual report from the Committee providing details of the work undertaken by the Committee January 2021 – February 2022. The report also provides a reviewed Terms of Reference for consideration and approval.</p>

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

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

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

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

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

Acronyms/Terms Used in the Report				

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

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

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

1.0. PURPOSE OF THE REPORT

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

2.0 COMMITTEE PURPOSE AND TERMS OF REFERENCE

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

The Terms of Reference (attached as Appendix 1) were reviewed at the Committee meeting on the 3 February 2022. No changes were made to the Terms of Reference and these are presented to the Council for approval.

3.0. ANNUAL REVIEW (JANUARY 2021 – FEBRUARY 2022)

The report covers the activities of the Committee for the period January 2021 – February 2022. Within this period, meetings were held on five occasions:

- 25 January 2021
- 6 April 2021
- 16 August 2021
- 17 November 2021
- 3 February 2022

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

Included in the current membership are:

- Keith Bobbin, Public Governor, Essex Mid and South
- Lara Brooks, Staff Governor, Non-Clinical
- Peter Cheng, Public Governor, North Essex and Suffolk
- Pam Madison, Public Governor, Essex Mid and South
- Nosi Murefu, Staff Governor, Clinical

The key activities undertaken by the Committee:

Trust Constitution

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

The Committee meeting on the 25 January 2021 and 3 February 2022 received a revised Trust Constitution as part of its required annual review. The Constitution had been reviewed by a Task and Finish Group, with proposed amendments presented to the Committee for consideration.

The Committee undertook a page turning exercise to fully review the Constitution and consider proposed amendments from the Task and Finish Group before recommending the revised Constitution to the Council of Governors for formal approval.

Outcome of the Effectiveness Review

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

The Committee meeting on the 25 January 2021 considered the outcome of the Council of Governors Effectiveness Review 2020. The outcome had been presented to the Council of Governors in December 2020 and it was agreed, due to the positive outcome, the Governance Committee would consider the outcome of the Council of Governors element of the review to consider whether any further action was required. The Committee also considered the outcome of the review of its own effectiveness.

The Committee discussed the outcome and agreed the actions being taken by the Committee already or through other work-streams covered any issues identified and therefore no further action was required.

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

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

The Committee meeting on 6 April 2021 received a review completed by the Trust Secretary's Office, Finance and Human Resources to demonstrate compliance against the code of governance or if an explanation would be required in the annual report. The Committee was able to recommend to the Council of Governors that the Trust was compliant with the Code of Governance, allowing the Trust and this was captured within the Annual Report 2020-2021.

Standing Orders for the Council of Governors

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

The Committee meeting on the 16 August 2021 reviewed the document, considered and suggested amendments to the document. The revised Standing Orders, were presented and approved by the Council of Governors

Composition of the Council of Governors including the Monitoring of Attendance

The Committee is required to review the attendance at the Council of Governors and agree action to be taken in line with the Council of Governors Monitoring of Attendance procedure.

The Committee received a standing report for each meeting detailing any changes to the Council of Governors, the membership of the standing committees and the attendance at the Council of Governors for the financial year. The report highlighted any Governors who had missed two meetings in succession and any action taken.

Policies and Procedures

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

The Committee on the 17 November 2021 received a procedure for the Removal of the Chair and Non-Executive Directors for consideration. The procedure was the last of a number of procedures requested by the Committee to outline the procedure to be followed for any statutory duties included in the Trust Constitution. The procedure was recommended to the Council of Governors for approval and approved on the 8 December 2021.

There were no other procedures requiring review during this period.

Other Matters

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

4.0 ASSURANCE

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

5.0 ACTION REQUIRED

The Council of Governors is asked to:

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

Report prepared by

Chris Jennings
Assistant Trust Secretary

On behalf of

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

ESSEX PARTNERSHIP UNIVERSITY NHS FT

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

Overall Purpose of Committee

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

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

- | | |
|-----------------------------|---|
| 1 Name of Committee: | Governance Committee |
| 2 Chair: | The Committee will elect a Chair from its membership, the role of Chair will be reviewed annually. In the absence of the Governance Committee Chair, the remaining members present will elect one of their number to chair the meeting. |
| 3 Reporting to: | The Council of Governors (Council) |
| 4 Authority: | <p>4.1 The Governance Committee (Committee) is constituted as a standing committee of the Trust's Council. Its constitution and terms of reference are set out below and are subject to regular review and approval by the Council</p> <p>4.2 The Committee is authorised by the Council to act within its terms of reference. All members of the Council are requested to co-operate with any request made by the Governance Committee</p> <p>4.3 The Committee will act in accordance with Monitor's <i>Code of Governance</i> and current best practice</p> <p>4.4 The Committee does not have any delegated authority. All responsibilities are undertaken in support of the Council – it is the Council that holds the responsibility for decisions relating to all issues covered by the Committee.</p> |
| 5 Functions: | <p>General Duties:</p> <p>5.1 To regularly keep under review the policies, procedures and guidelines relating to the Council to ensure they comply with relevant legislation, regulations, good practice and other guidance; and recommend any changes to the Council as appropriate</p> <p>5.2 To keep under review any changes in legislation, the regulatory framework governing the work of the Council</p> |

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

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

Monitoring of Effectiveness:

- 5.13 To undertake an annual review of its own performance to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary for Council's approval. The results of this review will be in a summary report together with the results of other

standing committees to the Council of Governors

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

6 Sub Groups / Working Groups:

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

7 Membership:

7.1 Eight (8) Governors

7.2 Members of the Committee may nominate an alternative to attend in their absence. This individual will have the same role, responsibilities and authority as a substantive Committee member

7.3 Governors on a reserve list or who express an interest to join the Committee will be invited to attend and participate in Committee meetings but may not vote unless they are acting as an alternative for a substantive Committee member

7.4 Appointments to the Committee will be made in line with the Committee Membership procedure and having due regard to the Trust's Equality & Diversity Policy.

8 In Attendance:

Trust Secretary Office (minute taker)

Other persons may be invited to attend a meeting to assist in deliberations, including but not limited to the Chair, Executive Directors, Non-Executive Directors and the Trust Secretary.

9 Support to Committee:

Trust Secretary Office

10 Quorum:

10.1 The quorum necessary for the transaction of business is four members

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

11 Reporting and Minutes:

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

- 11.2 The Committee will report in writing to the Council on an annual basis as a minimum and as required should any risk be identified by the Committee or the Council of Governors.
- 11.3 The Committee will provide to the Council an annual self-assessment report which highlights areas for improvement
- 11.4 The Committee will receive and agree a description of its work (in the form of an annual work plan), and will regularly monitor progress against the work plan.

12 Frequency of Meetings:

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

13 Approval Dates:

August 2018, February 2019, February 2020, February 2021, February 2022

14 Frequency of Review:

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

15 Next Review Date:

February 202~~3~~2 (annually).

Agenda Item No: 6d

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	21 March 2022
Report Title:	Council of Governors Remuneration Committee Report and Terms of Reference	
Executive/Non-Executive Lead:	John Jones, Public Governor	
Report Author(s):	Chris Jennings, Assistant Trust Secretary	
Report discussed previously at:	n/a	
Level of Assurance:	Level 1	Level 2 ✓ Level 3

Purpose of the Report		
The report provides the Council of Governors with an update of the work of the Council of Governors Remuneration Committee and presents a reviewed Terms of Reference for approval.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1 Receive and note the report 2 Approve the Terms of Reference for the Council of Governors Remuneration Committee (Appendix 1) 3 Approve the process for Non-Executive Directors – Governor Performance Reviews (Appendix 2)

Summary of Key Issues
<p>The Council of Governors Remuneration Committee is a standing committee to recommend to the Council of Governors the remuneration levels for the Chair and all Non-Executive Directors including allowances, and other terms and conditions of office.</p> <p>The report is the first annual report from the Committee providing details of the work undertaken by the Committee January 2021 – February 2022. The report also provides a reviewed Terms of Reference for consideration and approval.</p>

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

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

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

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

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

Acronyms/Terms Used in the Report				

Supporting Documents and/or Further Reading
Main Report Appendix 1: Council of Governors Remuneration Committee Terms of Reference Appendix 2: NED – Governor Performance Review

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

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

1.0. PURPOSE OF THE REPORT

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

2.0 COMMITTEE PURPOSE AND TERMS OF REFERENCE

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

The Terms of Reference (attached as Appendix 1) were discussed at the Committee meeting on the 4 February 2022. No changes were made to the Terms of Reference and these are presented to the Council for approval.

3.0. ANNUAL REVIEW (JANUARY 2021 – FEBRUARY 2022)

The Council of Governors Remuneration Committee annual review covers the activities of the Committee for the period January 2021 – February 2022. Within this period, meetings were held on seven occasions:

- 1 February 2021
- 20 – 21 April 2021 (NED – Governor Performance Reviews)
- 18 August 2021
- 18 November 2021
- 17 December 2021 (Extra-Ordinary)
- 4 March 2022

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

Included in the current membership are:

- Lara Brooks, Staff Governor Non-Clinical
- Peter Cheng, Public Governor, North East Essex and Suffolk
- Paula Grayson, Public Governor, Bedfordshire, Luton, Milton Keynes and Rest of England.
- Pam Madison, Public Governor, Essex Mid and South
- Tracy Reed, Staff Governor, Clinical
- Judith Woolley, Public Governor, Essex Mid and South.

The key activities undertaken by the Committee:

NED – Governor Performance Review Process

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

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

The Committee meeting held on the 1 February 2021 received a report providing details of the proposed Non-Executive Director – Governors Performance Review process. The Committee reviewed the process and requested an additional question to be included, relating to working with the Council of Governors. The agreed process is presented in Appendix 2 and recommendation to the Council of Governors for approval.

Remuneration of the Chair and Non-Executive Directors

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

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

The Committee meeting held on the 18 November 2021 received a revised Remuneration of the Chair and Non-Executive Directors procedure. The procedure was reviewed in light of guidance issued by NHS England and Improvement. The Committee recommended the procedure to the Council of Governors and it was approved on the 8 December 2021.

The revised procedure solidified the practice undertaken over the past year and incorporated the expectations of the NHS England / Improvement framework *Structure to Align Remuneration for Chair and Non-Executive Directors for NHS Trusts and NHS Foundation Trusts*. The Committee agreed to recommend the procedure for approval by the Council of Governors.

The Committee meeting on the 17 December 2022 received a proposal regarding an amendment to the remuneration of the Chair and Non-Executive Directors. The Committee considered the proposal and undertook a detailed discussion, including considering the previously agreed approach to the remuneration framework. The Committee agreed to recommend the proposal to the Council of Governors, which was subsequently approved on the 27 December 2021 using a written resolution process.

On the 4 March 2022 the Committee received remuneration benchmark data for Chairs and Non-Executive Directors of Mental Health Foundation Trusts and other Foundation Trusts. The information included details of the CQC rating, staffing levels, annual turnover, population and size of organisation as defined by the NHS England / Improvement Remuneration framework. On comparison the Trust's remuneration for Chair and Non-Executive Directors was consistent with other similar organisations.

Outcome of the Effectiveness Review

The Committee is required to undertake an annual review of its own performance to ensure it is operating at maximum effectiveness and recommend any amendments to how it conducts its business to the Council of Governors.

On the 1 February 2021 received the outcome of the effectiveness review for 2020. The results were very positive with only one comment suggesting there may be overlap with the Council of Governors Nominations Committee. The Committee reviewed the terms of reference and agreed the careful wording of the document had ensured there was no overlap between the committees and therefore no further action was required.

4.0 ASSURANCE

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

5.0 ACTION REQUIRED

The Council of Governors is asked to:

- 1 Receive and note the report
- 2 Approve the Terms of Reference for the Council of Governors Remuneration Committee (Appendix 1)
- 3 Approve the process for Non-Executive Directors – Governor Performance Reviews (Appendix 2)

Report prepared by

Chris Jennings
Assistant Trust Secretary

On behalf of

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

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

Overall Purpose of Committee

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

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

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

- | | |
|-----------------------------|---|
| 1 Name of Committee: | Council of Governors Remuneration Committee |
| 2 Chair: | <p>2.1 The Committee will elect a Chair from among their membership, the role of Chair will be reviewed annually.</p> <p>2.3 In the absence of the Remuneration Committee Chair, the remaining members present will elect one of their number to chair the meeting.</p> |
| 3 Reporting to: | The Council of Governors (Council) |
| 4 Authority: | <p>4.1 The Remuneration Committee (Committee) is constituted as a standing committee of the Trust's Council. Its constitution and terms of reference are set out below and are subject to regular review and approval by the Council</p> <p>4.2 The Committee is authorised by the Council to act within its terms of reference. All members of the Council and/or staff are requested to co-operate with any request made by the Committee</p> <p>4.3 The Committee is authorised to recommend to the Council the appointment of professional advisers and request the attendance of individuals and authorities from outside the Trust with relevant experience and expertise if it considers this necessary or expedient to its functions. This will be at the Trust's expense and subject to funding approval in line with the Trust's Scheme of Delegation and Standing Financial Instructions, ensuring value for money at all times</p> <p>4.4 The Committee is authorised to obtain such internal</p> |

information as necessary and expedient to the fulfilment of its functions

- 4.5 The Committee will act in accordance with Monitor's *Code of Governance* and current best practice
- 4.6 The Committee does not have any delegated authority. All responsibilities are undertaken in support of the Council – it is the Council that holds the responsibility for decisions relating to all issues covered by the Committee.

5 Functions:

General Duties:

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

this performance against pre-defined objectives that support the design and delivery of the Trust's strategic priorities will also be undertaken

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

Monitoring of Effectiveness:

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

6 Sub Groups / Working Groups:

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

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

7 Membership:

- 7.1 Eight (8) Governors
- 7.2 Members of the Committee may nominate an alternative to attend in their absence. This individual will have the same role, responsibilities and authority as a

substantive Committee member

7.3 Appointments to the Committee will be made in line with the Committee Membership procedure and having due regard to the Trust's Equality & Diversity Policy.

8 In Attendance:

8.1 Trust Secretary Office (minute taker)

8.2 The Chair of the Trust is invited to advise the Committee on matters relating to Non-Executive Directors but may not receive any papers in relation to or be present when the Chair has a conflict of interest for example, discussions about the Chair's remuneration, in which case the Senior Independent Director will be invited to attend

8.3 At the invitation of the Committee, the senior officer responsible for HR will attend the meeting in an advisory capacity

8.4 Other persons may be invited to attend a meeting to assist in deliberations, including but not limited to the Chair, Executive Directors, Non-Executive Directors, and the Trust Secretary.

9 Support to Committee:

Trust Secretary Office

The Trust Secretary Office will:

9.1 Notify the payroll department of any action agreed, and notify individuals of decisions taken on the instructions of the Council of Governors

9.2 Be responsible for ensuring that provisions regarding disclosure of remuneration and allowances, as set out in the directors' Remuneration Report Regulations 2013 and Monitor's Code of Governance, are fulfilled

9.3 Be responsible for reporting the frequency of, and attendance by, members at Committee meetings in the annual reports.

10 Quorum:

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

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

11 Reporting and Minutes:

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

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

by the Council of Governors.

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

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

12 Frequency of Meetings:

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

13 Approval Dates:

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

14 Frequency of Review:

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

15 Next Review Date:

February 202~~3~~2

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

**CHAIR AND NON-EXECUTIVE DIRECTOR PERFORMANCE REVIEW PROCESS
2021/22**

1.0 PURPOSE OF REPORT

This report sets out the proposed process for performance review of the Chair and Non-Executive Directors (NEDs) for the year April 2021 to March 2022.

2.0 PERFORMANCE REVIEW OF THE CHAIR AND NON-EXECUTIVE DIRECTORS

2.1 Background

NHS England / Improvement (formerly Monitor) *The NHS Foundation Trust Code of Governance (Update July 2014)* states that:

- B.6.e: The Board of Directors and its committees should have the appropriate balance of skills, experience, independence and knowledge to enable them to discharge their respective duties and responsibilities effectively
- B.6.a: The Board should undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual directors
- B.6.c: The Council of Governors should take the lead on agreeing a process for the evaluation of the Chair and NEDs, with the Chair and the NEDS, which should take account of the views of Directors and Governors. The outcomes of the evaluation of the NEDs should be agreed with them by the Chair; those for the Chair should be agreed with him/ her and with the Senior Independent Director. The outcomes of both should be reported to the Council
- B.6.f: NEDS should aim to demonstrate how they continue to contribute effectively, demonstrating commitment and have the relevant skills for the role, including time commitment for Board and committee meetings, and other duties, going forward.
- B.6.h: The focus of the Chair's appraisal will be on his/ her performance as leader of the Board and the Council. The appraisal should carefully consider that performance against pre-defined objectives that support the design and delivery of the Trust's priorities and strategy as described in its Forward and Operational Plans.
- B.6.3: The SID should lead the performance evaluation of the Chair within a framework agreed by the Council taking into account the views of Directors and Governors.

2.2 Proposed Chair and NED Performance Review Process

The process for 2021/22 is proposed to be very similar to that implemented in 2020/21. The 360-appraisal for NEDs is not due this year (bi-annual), however, a 360-appraisal will be completed as part of a wider development and review of the Board of Directors. This will involve Governors as respondents and presented to the Council of Governors on completion.

The performance review process set out below will be the same for the Chair as it will be for NEDs except:

- The views of the Council in relation to the performance of the Chair of the Trust will be gathered from Governors an electronic system. The results and comments received will be passed to the Senior Independent Director (SID) for consideration.
- The SID will carry out the Chairs performance review. It is intended to include external partner feedback, subject to partners sparing time during this exceptionally challenging period to comment.

The appraisals will include a performance review, which will include performance against corporate, personal and development objectives in the past year and will identify objectives for the forthcoming year. Feedback from the Governor Observer roles will be included for any NED chairing a standing committee.

The Chair will prepare a report on the performance review process to the Council of Governors Remuneration Committee and a summary report on the performance of each NED will be made available for scrutiny by the committee. The committee will be able to review the full details of each individual performance review and will have individual virtual meetings with each NED via Microsoft Teams to seek further clarification and assurance.

The purpose of the virtual review is:

- To receive assurance on the satisfactory performance of the NED for the previous financial year following performance review by the Chair, including progress against personal and development objectives.
- To receive objectives for the following year.
- To agree that the performance review process as agreed by the Council of Governors has been followed.
- To provide assurance on the above to the Council.

The framework for Governor/ NED face-to-face discussion is to be the same as last year with all members of the Remuneration Committee provided with the opportunity to review the individual reports for each NED presented by the Chair and to ask each NED questions.

Following the Remuneration Committee, an assurance report on the process and outcomes will be developed and presented to the Council of Governors meeting in June 2022.

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

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

All members of the C0G Remuneration Committee will be invited to attend the meeting to carry out the face-to-face performance review discussions with NEDs.

The following is a draft timetable for the CoG Remuneration Committee planned:

Day 1 (19 April 2022):

09:00	Chair Introduction
09:15	SID Introduction
09:20	Sheila Salmon
10:25	Manny Lewis
11:30	Alison Rose-Quirie
12:20 – 12:50	Lunch Break
12:55	Amanda Sherlock
14.00	Rufus Helm
15:00	Close

Day 2 (20 April 2022)

10:05	Loy Lobo
11:10	Janet Wood
12:15	Matteen Jiwani
13:20	CoG Remuneration Committee (formal meeting)
14:00	Close

Potential questions that each NED will be asked:

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

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

2.3 Summary Timetable For Chair and NED Performance Review

Based on the process set out above, the indicative timetable for the annual performance review process is:

Date/ Timescale	Action
Between 8 – 17 March 2022	Chair / NED Appraisals completed.
21 March 2022	NED-Governor Performance Review Report presented to Council of Governors recommending the process agreed by Remuneration Committee for approval
By 11 April 2022	Chair to prepare report on performance review of each NED and circulate to Council of Governors Remuneration Committee
	SID to prepare report on performance review of the Chair and circulate to Council of Governors Remuneration Committee
19 – 20 April 2022	Council of Governors Remuneration Committee to hold face-to-face reviews of Chair/ NEDs using Microsoft Teams.
4 May 2022	Council of Governors Remuneration Committee to provide initial feedback to the Council of Governors Nominations Committee for Janet Wood / Amanda Sherlock to support discussions regarding their terms of office.
6 June 2022	Council of Governors to receive assurance/ outcome report

		Agenda Item No: 6e				
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			21 March 2022	
Report Title:		Council of Governors Training and Development Committee Report and Terms of Reference				
Executive/Non-Executive Lead:		Paula Grayson, Public Governor				
Report Author(s):		Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:		n/a				
Level of Assurance:		Level 1		Level 2	✓	Level 3

Purpose of the Report		
The report provides the Council of Governors with details of the work of the Council of Governors Training and Development Committee and presents a reviewed Terms of Reference for approval.	Approval	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1 Note the contents of the report 2 Approve the Terms of Reference for the Council of Governors Training & Development Committee.

Summary of Key Issues
<p>The Council of Governors Training and Development Committee is a standing committee to support the Council in ensuring that effective and robust training and development arrangements are in place. The purpose is to develop the skills, knowledge and capabilities of Governors enabling them to be confident, effective, engaged and informed members of the Council.</p> <p>The report is the first annual report from the Committee providing details of the work undertaken by the Committee January 2021 – February 2022. The report also provides a reviewed Terms of Reference for consideration and approval.</p>

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

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

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

	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 that effective and robust training and development arrangements are in place for Governors. 	✓

Acronyms/Terms Used in the Report	

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

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

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

1.0. PURPOSE OF THE REPORT

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

2.0 COMMITTEE PURPOSE AND TERMS OF REFERENCE

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

The Terms of Reference (attached as Appendix 1) were reviewed at the Committee meeting on the 25 January 2022. No changes were made to the Terms of Reference and these are presented to the Council for approval.

3.0. ANNUAL REVIEW (January 2021 – February 2022)

The Council of Governors Training and Development Committee annual review covers the activities of the Committee for the period January 2021 – February 2022. Within this period, meetings were held on five occasions:

- 18 January 2021
- 12 April 2021
- 9 August 2021
- 10 November 2021
- 25 January 2022

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

Included in the current membership are:

- David Bamber, Public Governor, West Essex and Hertfordshire
- Keith Bobbin, Public Governor, Essex Mid and South
- Mark Dale, Public Governor, Essex Mid and South
- Tracy Reed, Staff Governor, Clinical
- David Short, Public Governor, North Essex and Suffolk
- Matt Webster, Appointed Governor, Anglia Ruskin University
- Cllr. Mark Durham, Appointed Governor, Essex County Council

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

Learning & Development Plan

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

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

The Committee receives the Learning and Development Plan for the Council of Governors, which includes different ways training can be delivered (internal sessions, external courses, board / council meetings etc.) and topics that Governors have identified as potential development opportunities. The plan is updated throughout the year, mapping various training opportunities to the topics. Committee members review the plan and identify any gaps or if anything further is required for a specific topic.

The Committee meeting on the 12 April 2021 received the final Learning & Development Plan for 2020/21, detailing the topics which had been successfully covered during the year. The plan had been reviewed by the Chair of the Committee to determine which topics should be repeated for the following year, including any where it had not been possible to fully achieve. This was developed into a new Learning & Development Plan for 2021/22, which was approved by Committee members and circulated to the Council of Governors.

The Committee has two standing items allowing Committee members to identify any new training requirements or any changes to legislation / guidance which could require further training. Topics identified included:

- Health Inequalities.
- Schwartz Rounds
- Staff Networks
- Crisis 111 Service
- Sanctuary Plus

Outcome of the Effectiveness Review

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

On the 18 January 2021 the outcome of the effectiveness review for 2020 was reviewed. It was noted the Training and Development section of the self-assessment received the highest scores in the review. The review highlighted some potential areas for improvement which the Committee considered that action was already being taken forward covered the issues identified.

EPUT Governor Training, Learning and Development Partnerships / Skills Matrix

The Committee is required to, as appropriate, facilitate a system for Governors to support each other and to help build relationships / team building.

On the 18 January 2021 a report detailing the outcome of a Governor Training, Learning and Development Partnership model was received. The model identifies strengths and areas for

development for each governor, which when collated enables colleagues to be matched to individuals with opposing strengths / weaknesses to form a partnership to support development. Feedback from Governors on the process suggested it was complex and difficult to complete.

On the 12 April 2021 following reflective discussion the Committee agreed to amend the approach to a “tick-box” matrix, which allowed Governors to identify strengths / areas for improvement based on specific themes. The matrix is an ongoing project for the Committee.

Training Feedback

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

At the Committee meeting on the 18 January 2021 received comprehensive feedback on the induction training programme provided in 2020. The induction programme had been completed between September – November 2020 via a number of virtual modules. The feedback was positive and comments suggesting potential developments for future induction programmes. These comments were reviewed and agreed to be included as part of the next induction programme in 2022.

The Committee meeting on the 12 April 2021 received a new standing report on feedback from training sessions. The report covered levels of attendance and collated attendee feedback. The Committee members considered the results of each training session and identified any potential improvements to sessions throughout the year. Each Training and Development Committee meeting received feedback from training sessions.

NHS England / Improvement Self-Certification

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

The Committee meeting on the 12 April 2021 received a report developed by the Chair of the Committee in support of the Health Social Care Act, Section 151(5) which states in paragraph 10BA :

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

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

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

Significant detail was provided of the training, learning and development activities undertaken by the Council of Governors in 2020/21. The report reflected on the virtual nature of training sessions held due to the Covid-19 pandemic and the Committee agreed to recommend to the Council that the requirements in relation to Governor training had been met. This was approved by the Council of Governors and reported to the Board of Directors to form part of its self – certifications.

4.0 ASSURANCE

In my opinion, the Council of Governors Training and Development Committee has fulfilled its Terms of Reference during the period set out in this report.

5.0 ACTION REQUIRED

The Council of Governors is asked to:

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

Report prepared by

Chris Jennings
Assistant Trust Secretary

On behalf of

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

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

Overall Purpose of Committee

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

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

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

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

- | | |
|-----------------------------|--|
| 1 Name of Committee: | Council of Governors Training & Development Committee |
| 2 Chair: | <p>2.1 The Committee will elect a Chair from its membership the role of Chair will be reviewed annually.</p> <p>2.2 In the absence of the Training & Development Committee Chair, the remaining members present will elect one of their number to chair the meeting.</p> |
| 3 Reporting to: | The Council of Governors (Council) |
| 4 Authority: | <p>4.1 The Training & Development Committee (Committee) is constituted as a standing committee of the Trust's Council. Its constitution and terms of reference are set out below and are subject to regular review and approval by the Council</p> <p>4.2 The Committee is authorised by the Council to act within its terms of reference. All members of the Council and/or staff are requested to co-operate with any request made by the Committee</p> <p>4.3 The Committee will act in accordance with Monitor's <i>Code of Governance</i> and current best practice</p> <p>4.4 The Committee does not have any delegated authority.</p> |

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

5 Functions:

General Duties:

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

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

Monitoring of Effectiveness:

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

6 Sub Groups / Working Groups:

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

7 Membership:

- 7.1 Eight (8) Governors
- 7.2 Other co-opted members to attend by invitation (including the Chair, Non-Executive and Executive Directors)
- 7.3 Members of the Committee may nominate an alternative

- to attend in their absence. This individual will have the same role, responsibilities and authority as a substantive Committee member
- 7.4 Appointments to the Committee will be made in line with the Committee Membership procedure and having due regard to the Trust's Equality & Diversity Policy.
- 8 In Attendance:**
- 8.1 Trust Secretary Office (minute taker)
- 8.2 Other persons may be invited to attend a meeting to assist in deliberations.
- 9 Support to Committee:**
- The Trust Secretary Office.
- 10 Quorum:**
- 10.1 The quorum necessary for the transaction of business is three (3) members
- 10.2 Reserve Governors may act as alternatives for substantive Committee members and as such will count toward the quorum. However, there must be a minimum of two (2) standing members of the Committee to achieve the quorum.
- 11 Reporting and Minutes:**
- 11.1 Minutes of the meeting will be recorded and circulated to Committee members for approval, unless it would be inappropriate to do so. Approved minutes will be made available to the Council on request, unless it would be inappropriate to do so
- 11.2 The Committee will report in writing to the Council after each meeting
- 11.3 The Committee will provide to the Council an annual self-assessment report which highlights areas for improvement
- 11.4 The Committee will receive and agree a description of its work (in the form of an annual work plan), and will regularly monitor progress against the work plan.
- 12 Frequency of Meetings:**
- The Committee will meet a minimum of quarterly and then as required to fulfil its responsibilities.
- 13 Approval Dates:**
- August 2017, February 2019, April 2019 (minor amendment), February 2020, February 2021, February 2022
- 14 Frequency of Review:**
- Terms of Reference are to be reviewed annually and reported to the Council of Governors for ratification.
- 15 Next Review Date:**
- February 2023



Essex Partnership University
NHS Foundation Trust

MARKETING & BRAND STRATEGY UPDATE

*Jess Briar – Director of Marketing & Brand
21st March 2022*

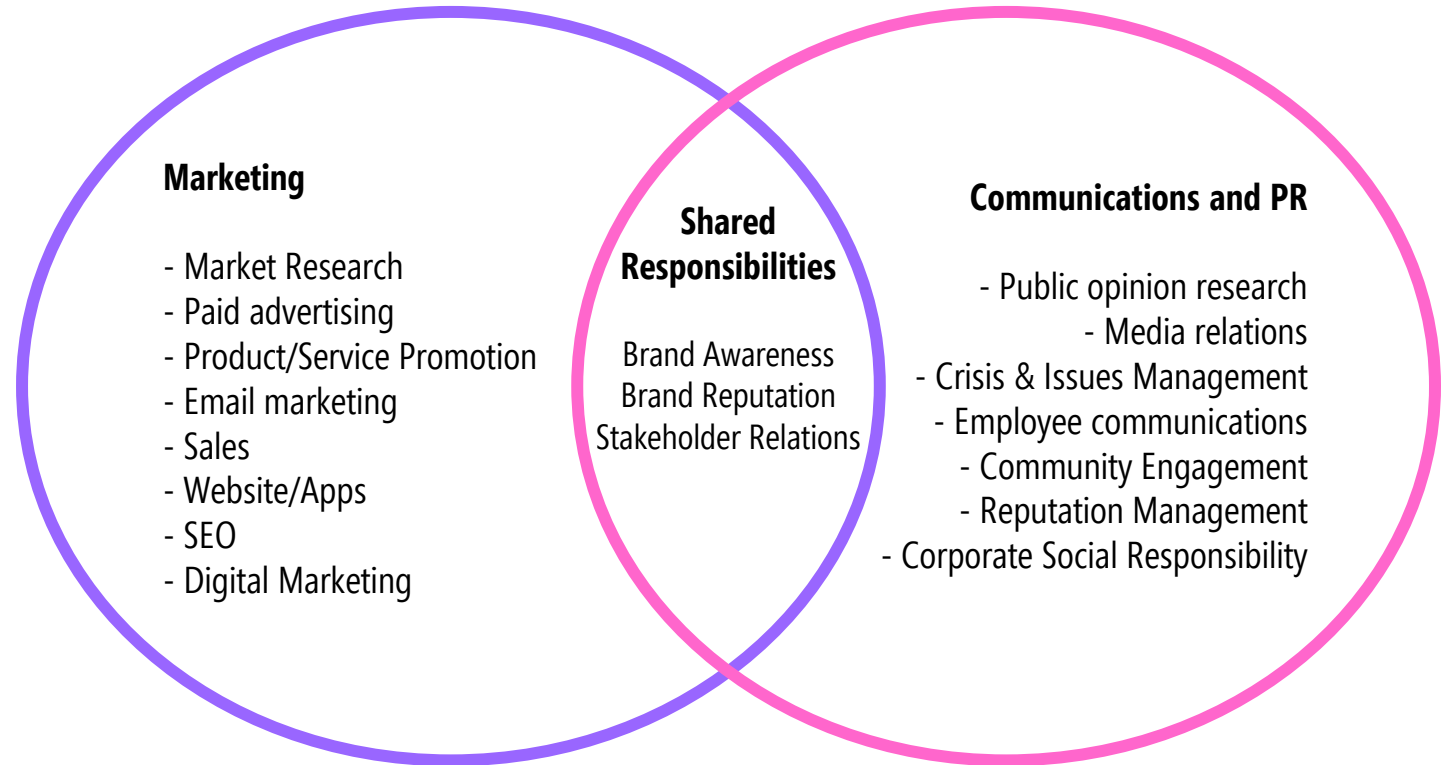
DIFFERENTIATING MARKETING & BRAND VS COMMUNICATIONS

Marketing

Marketing's main goal is to educate and advertise a product, service, idea or organization.

Communication

Communication focuses on conveying a specific message that isn't necessarily related to selling something.



YOU SPOKE, WE LISTENED

Putting the service user at the heart of our new website!

New updates:

- Integrated Services map – searchable by area, postcode, or a 'your location' button
- New front page with prominent, clickable 'get help' and 'service locator' buttons

[Development Website](#)

Next steps

- Rebrand – Live April 2022
- Phase 2 of website build – governor portal, microsite integration, video content
- Marketing strategy for next 12 months – social media content plan, working with our partners, using technology, new projects & initiatives, driving recruitment brand both Essex wide and internationally

HOW CAN WE WORK TOGETHER?

What we need from you?

- Tell us if there are events going on in your areas or services you think we can promote more
- Governor portal – we want to give you something that works for you
- Governor training – can we have a marketing & Brand slot and a communications/media training slot?

Discussion point: What do you need from us?

- How can we support you going forwards?
- What materials do you need to be our biggest brand ambassadors?
- What would you like to be included in? Campaign work going forwards?

Continuing the development our new strategy

Council of Governors

For discussion

21 March 2022

Our new vision, strategic objectives and values

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

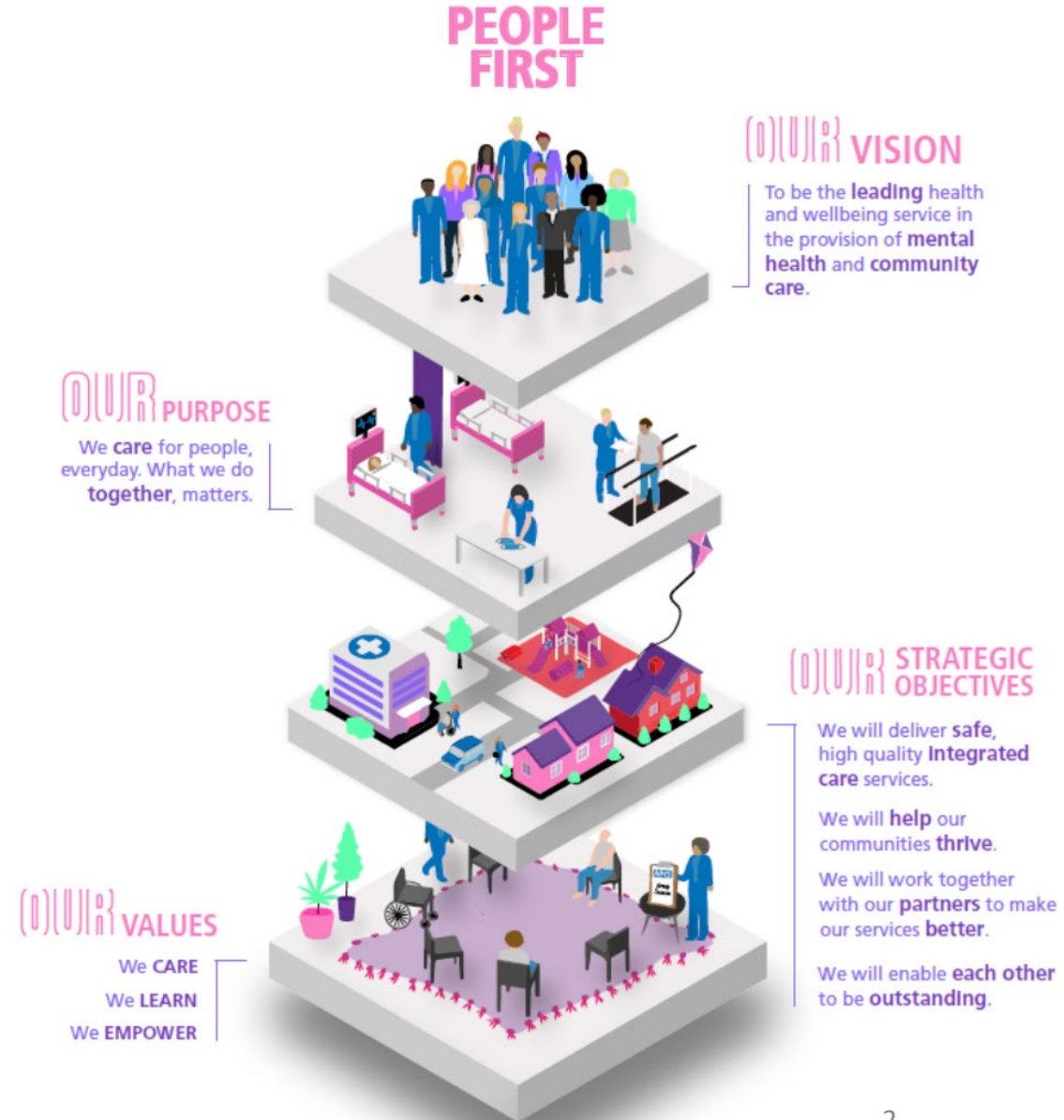
Purpose - We care for people every day. What we do together, matters.

Strategic objectives

1. We will deliver safe, high quality integrated care services.
2. We will enable each other to be the best that we can.
3. We will work together with our partners to make our services better.
4. We will help our communities to thrive.

Values

- We care
- We learn
- We empower



Linking risks, plans and programmes to the new strategic objectives

- The **Trust risk register** and **BAF** have been updated to align with the new strategic objectives.
- The **operational plans** being produced by the **new clinical units** include a link to delivering the new strategic objectives.
- Work has been undertaken to link our **key programmes and underpinning initiatives** to the development of a new Executive Transformation Board and Transformation PMO
- Many of the initiatives will deliver multiple strategic objectives.

Progress towards our new vision and strategic objectives

Phase one – new strategic objectives - Completed

- External interviews and review of partner strategies
- Internal engagement on draft vision, strategic objectives and values
- Board approval of the new vision, purpose, strategic objectives and values

Phase two – aligning programmes of work with new strategic objectives – Completed

- Alignment of existing and new programmes of work with the new strategic objectives
- Identification of SROs for each programme of work
- Agreement of the governance oversight of each strategic objective
- Introducing a gateway for new strategic initiatives
- Establish an Executive Transformation Board to oversee the strategic transformation programmes

Progress with operational planning linked to the strategic objectives

Phase three – operational planning and strategic directions – Complete in April

- Operational plans developed for 2022/23.
- Alignment of EPUT operational plans with ICS and NHS Long Term Plan priorities.
- Timeline and specification for next steps towards a new strategy and set of clinical service strategies.

Next steps

Phase four – contextual review

- Refresh of the national and ICS context, review of key partner strategies and undertake a market review to look at the strategic approach of the best both nationally and internationally.
- Stocktake of the EPUT position against LTP commitments and a review of existing and draft underpinning EPUT strategies testing the link to the vision, purpose, strategic objectives and values.

Phase five – development of clinical and Place based strategies

- Feedback to external partners on the new vision, purpose, strategic objectives and values.
- Work with ICS colleagues and other partners to inform a set of clinical operational and geographical Place based plans.
- Work with clinical units to develop draft strategies for their services and geographies, linked to ICS plans and national LTP commitments and based on the national and international best practice.
- Engagement with governors, staff, service user, carer and families to inform service strategies
- Produce a set of clinical service strategies that align to the vision, purpose, strategic objectives and values.

Next steps

Phase six – development of a full EPUT strategy and strategic plan

- Aggregation of the clinical and Place based strategies and the underpinning strategies into a single EPUT strategy
- Development of a strategic plan to include expected activity shifts, workforce development, finance and investment, and links to the underpinning strategies
- Testing the new draft strategy with stakeholders, governors and more broadly within the Trust

Phase seven – Launch of the new EPUT strategy and strategic plan

- Internal and external launch of new strategy and the related strategic plan.

		Agenda Item No: 7c				
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			21 March 2022	
Report Title:		Outcome of Council of Governors Effectiveness Review 2021				
Report Lead:		Denver Greenhalgh, Senior Director of Governance and Corporate Affairs				
Report Author(s):		Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:						
Level of Assurance:		Level 1		Level 2		Level 3 ✓

Purpose of the Report		
The report provides details and key findings of the self-assessment undertaken by Governors to assess the effectiveness of the Council of Governors and its sub-committees meeting in the period October 2020 to December 2021.	Approval	
	Discussion	✓
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1. It is recommended the Council of Governors receives the results of the Council of Governors 2021 self-assessment, noting the positive responses 2. It is recommended the results are taken forward by the Council of Governors Governance Committee for any improvements to be reflected in the forward plan for the Council of Governors and its Committees. 3. It is recommended the results for the sub-committees are presented to the next Committee meetings to review the findings and comments..

Summary of Key Issues
<p>It is good practice to undertake reviews of the effectiveness of governance processes within organisations in order to ensure these are designed and operating effectively. The Council of Governors undertakes a review of its effectiveness on an annual basis.</p> <p>The Council of Governors Effectiveness Review 2021 was completed using a self-assessment in January – February 2022.</p> <p>The self-assessment was undertaken by Governors using an online portal (Evalu8) utilising best practice questions and additional questions used in previous reviews. The Council of Governors Governance Committee requested an additional question regarding whether Governors enjoyed their role, which was included in the final questionnaire for the Council of Governors.</p> <p>Governors were provided with the opportunity to complete the self-assessment. Members of sub-committees had the opportunity to answer questionnaires on relevant sub-committees. The results are summarised below, noting the majority of responses being either “Strongly Agree” or “Agree”.</p> <p>The results of the Council of Governors self-assessment have been included as Appendix 1 for information. The results of the sub-committee self-assessments will be shared with the individual sub-committees for further consideration.</p>

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

SO4: We will help our communities to thrive

Which of the Trust Values are Being Delivered

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

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

Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	
Data quality issues	
Involvement of Service Users/Healthwatch	
Communication and consultation with stakeholders required	✓
Service impact/health improvement gains	
Financial implications:	
Capital £ Revenue £ 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"> • Undertake an annual review of the effectiveness of the Council of Governors and its standing committees and implement any actions arising from the process. 	✓

Acronyms/Terms Used in the Report

CoG	Council of Governors		
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Supporting Documents and/or Further Reading

Main Report
Appendix 1: Council of Governors Self-Assessment 2021 Overall Summary

Lead

Denver Greenhalgh
Senior Director of Governance and Corporate Affairs

**OUTCOME OF THE COUNCIL OF GOVERNORS
EFFECTIVENESS REVIEW 2021**

1.0 PURPOSE OF REPORT

The report provides details and key findings of the self-assessment undertaken by Governors to assess the effectiveness of the Council of Governors and its sub-committees meeting in the period October 2020 to December 2021.

2.0 EXECUTIVE SUMMARY

- 2.1. It is good practice to undertake reviews of the effectiveness of governance processes within organisations in order to ensure these are designed and operating effectively. The Council of Governors undertakes a review of its effectiveness on an annual basis.
- 2.2. The Council of Governors completed a review of its effectiveness in October – November 2020, using a self-assessment.
- 2.3. The self-assessment was undertaken by Governors using an online portal (Evalu8) utilising best practice questions and additional questions used in previous reviews. The Council of Governors Governance Committee requested an additional question regarding whether Governors enjoyed their role, which was included in the final questionnaire for the Council of Governors.
- 2.4. All Governors were provided with the opportunity to complete the self-assessment. Members of sub-committees had the opportunity to answer questionnaires on relevant sub-committees.
- 2.5. The results are summarised below, noting the majority of responses being either “Strongly Agree” or “Agree”.
- 2.6. The findings are set out in the report as follows:
 - Section 3 – Council of Governors
 - Section 4.1 – Governance Committee
 - Section 4.2 – Membership Committee
 - Section 4.3 – Nominations Committee
 - Section 4.4 – Remuneration Committee
 - Section 4.5 – Training and Development Committee
- 2.7. The results of the sub-committee self-assessments will be presented to the next meeting of the committees for further reflection and identification of any areas for improvement.

3.0 COUNCIL OF GOVERNORS REVIEW FINDINGS

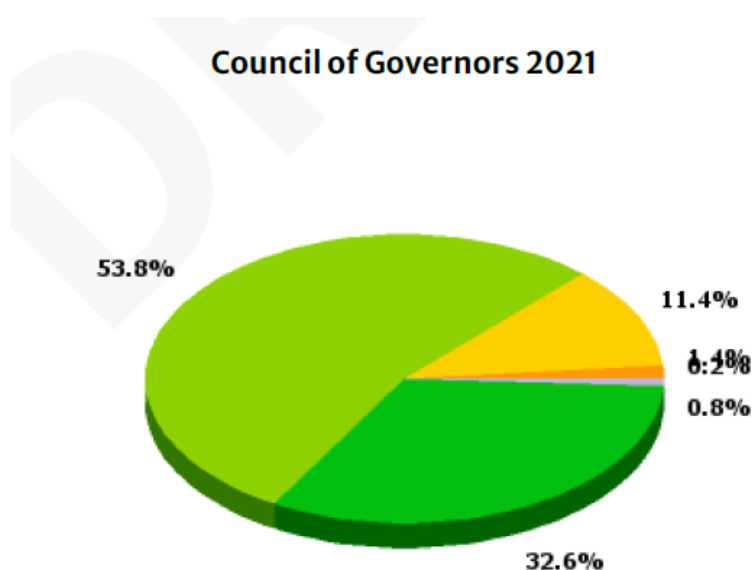
The self-assessment questionnaire was completed by 18 Governors (67%). The responses were scored between Strongly Agree – Strongly Disagree and provides a score for each of the responses to give an overall percentage. The chart below provides a key to the charts and the scoring used:

Key and Scoring

Strongly disagree (1)	Disagree (2)	Neutral (3)	Agree (4)	Strongly agree (5)	N/A (0)
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The charts below shows the overall results for the Council of Governors 2021 Self-Assessment:

							Score	%age
Council of Governors 2021	1 [0.2%]	9 [1.4%]	76 [11.4%]	358 [53.8%]	217 [32.6%]	5 [0.8%]	2764/3305	84%



The charts show the majority of responses were “Strongly Agree” or “Agree” (86.4%), with 1.6% of responses “Disagree” or “Strongly Disagree”. 11.4% of the responses were “Neutral”

However, it is important to break the results down further by category to show the particular areas of strength and weaknesses highlighted by the responses. The questionnaire was split into a number of sections, grouping together similarly themed statements. The following sections had the most positive responses:

- General Reflections (85%)
- Working Together / Support (85%)
- Training, Learning & Development (85%)

The following statements received the most positive responses:

- The Council of Governors receive effective support from the Trust Secretary / Trust Secretary's Office. (96%)
- The Chair is an effective leader of the Council ensuring its effectiveness on all aspects of its role and setting its agenda. (92%)
- I enjoy my role as a Governor. (91%)
- The Chair allows adequate time for discussion and decision making on all agenda items. (89%)
- I am clear about my role as a Governor (89%)
- The Council meeting agendas include all the important topics for discussion. (88%)

- The Council of Governors is regularly informed about the financial and operational performance of the Trust (88%).

The Membership Engagement section of the self-assessment had lowest rating at 77%. The following statements received the lower scored responses:

- Governors have the opportunity to meet members of the Trust both in and outside the organisation. (71%)
- Governors have the opportunity to represent the Trust at regional and national events. (74%)
- The Council of Governors meet at the most appropriate time for the majority of Governors (76%)

The full results of the Council of Governors Self-Assessment has been attached to this report as Appendix 1.

4.0 COUNCIL OF GOVERNORS SUB-COMMITTEE FINDINGS

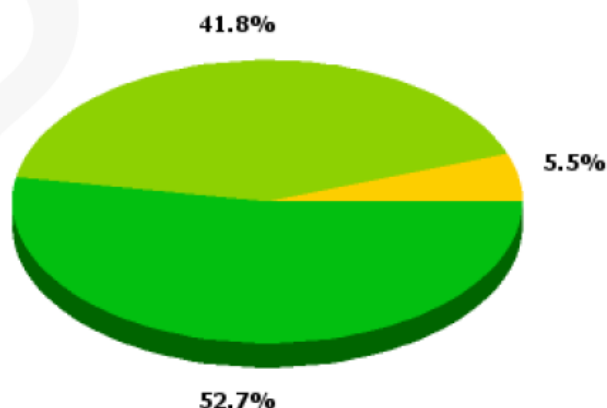
4.1 Governance Committee

The self-assessment questionnaire was completed by six Governors (86%) answering 11 statements each. The responses were scored between Strongly Agree – Strongly Disagree and provides a score for each of the responses to give an overall percentage.

The charts below shows the overall results for the Council of Governors Governance Committee 2021 Self-Assessment:

							Score	%age
CoG Governance Sub-Committee 2021	0 [0%]	0 [0%]	3 [5.5%]	23 [41.8%]	29 [52.7%]	0 [0%]	246/275	89%

CoG Governance Sub-Committee 2021



The charts show the majority of responses were “Strongly Agree” or “Agree” (94.5%) There were three “Neutral” responses.

The following statements received the most positive responses:

- I understand the purpose and terms of reference of the Committee. (96%)

- The Committee has met its terms of reference over the past 12 months. (92%)
- The meetings are well-organised (meeting arrangements, timeliness of papers etc.) (92%)
- Decision making within the Committee is sufficient to meet the terms of reference of the Committee (92%)
- The Committee reports back to the Council of Governors in a sufficient manner. (92%)
- There are no areas of overlap between any of the other sub-committees. (92%).

There were no statements that recorded a score of below 80% and no statements were answered “Disagree” or “Strongly Disagree”. The following comments were made:

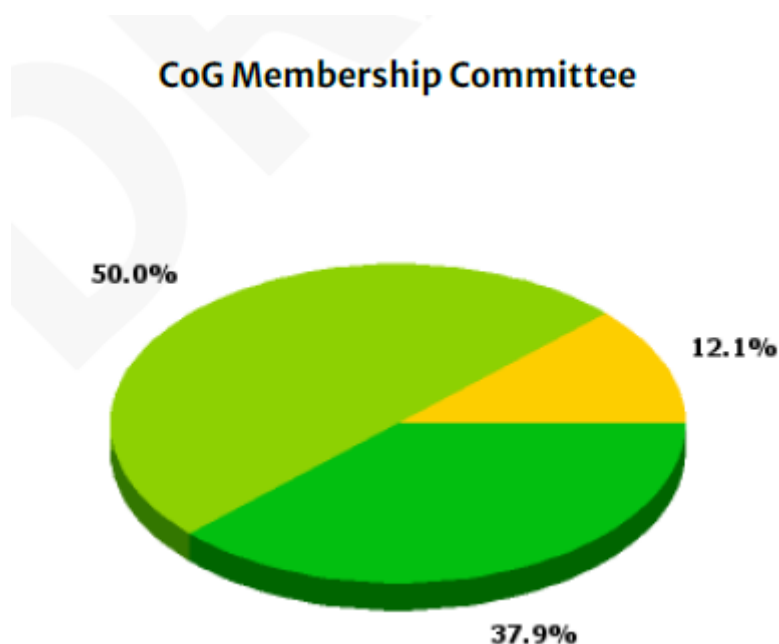
- The links and papers are always supplied well in advance of the meetings.
- I believe that we still have a couple of vacancies for this committee.
- In terms of members allocated presently, I do not consider there are any concerns, however we have some vacancies.

4.2 Membership Committee

The self-assessment questionnaire was completed by six Governors (86%) answering 11 statements each. The responses were scored between Strongly Agree – Strongly Disagree and provides a score for each of the responses to give an overall percentage.

The charts below shows the overall results for the Council of Governors Membership Committee 2021 Self-Assessment:

							Score	%age
CoG Membership Committee	0 [0%]	0 [0%]	8 [12.1%]	33 [50%]	25 [37.9%]	0 [0%]	281/330	85%



The charts show the majority of responses were “Strongly Agree” or “Agree” (87.9%) There were eight “Neutral” responses.

The following statements received the most positive responses:

- I understand the purpose and terms of reference of the Committee. (93%)
- The Committee reports back to the Council of Governors in a timely manner. (90%)
- Ultimately, the Committee helps support the Council of Governors in its decision-making. (90%)

There was one statement which scored below 80%:

- There are no areas of overlap between any of the other sub-committees. (77%)

The following comments were provided in the self-assessment:

- I believe it has been impossible to do this [Committee meeting its terms of reference] during the Covid-19 pandemic.
- Agree strongly [the Committee has been meeting its terms of reference].
- Best efforts have been [made] to keep in contact with out members. This is not easy at the best of times let alone during a pandemic. We get by with “virtual committee meetings” but, from my point of view, not at virtual public meetings.
- The Committee should be meeting closely with [Communications] to maintain, create and have interactive communications with the members, and to ensure members are representative of the patients, carers and staff in the constituencies. We have had better contact for the last two meetings and we are a little more confident that our long-term workplans and questions will be addressed in the future.
- Overall, I would feel I could contribute better if we met in person other than on a Wednesday. I want to be able to contribute but due to some illness and timing I feel as though I am not able in the last 3-months been able to, but hope to be able to from now on.

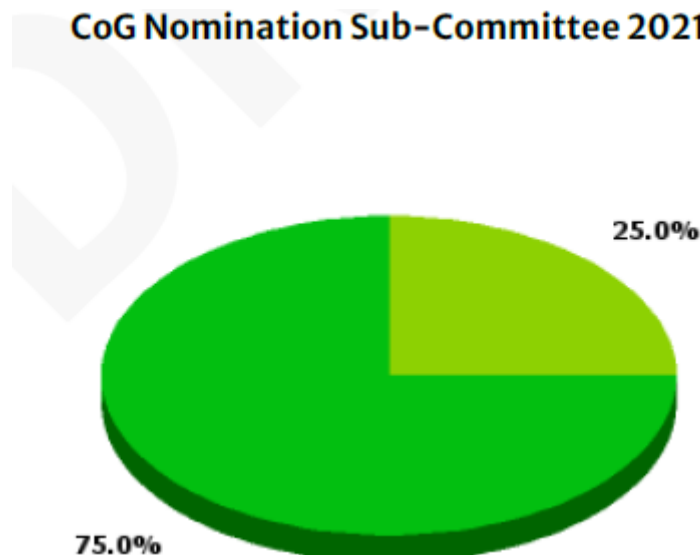
4.3 Nominations Committee

The self-assessment questionnaire was completed by four Governors (100%) answering 11 statements each. The responses were scored between Strongly Agree – Strongly Disagree and provides a score for each of the responses to give an overall percentage.

The charts below shows the overall results for the Council of Governors Nominations Committee 2021 Self-Assessment:

							Score	%age
CoG Nomination Sub-Committee 2021	0 [0%]	0 [0%]	0 [0%]	11 [25%]	33 [75%]	0 [0%]	209/220	95%

CoG Nomination Sub-Committee 2021



The charts show the 100% of responses were “Strongly Agree” or “Agree”.

The following statements received the most positive responses:

- I understand the purpose and terms of reference of the Committee. (100%)
- The Committee has met its terms of reference over the past 12 months. (100%)
- The Committee meets sufficiently frequently. (100%)
- The membership of the Committee is sufficient to meet its terms of reference (i.e. numbers, skills & experiences etc.). (95%)
- Attendance and contributions of Committee members is sufficient to ensure the Committee is meeting its terms of reference. (95%)
- Decisions making within the Committee is sufficient to meet the terms of reference of the Committee. (95%)
- The Committee reports back to the Council of Governors in a timely manner. (95%)
- Ultimately, the Committee helps support the Council of Governors in its decision-making. (95%)

There were no statements that scored below 90%.

The following comments were provided in the self-assessment:

- “Virtual” interview panels are not ideal, but have worked well from my point of view.
- We needed to find a way through an accidental gap in activities when Nominations committee members assumed they could amend a process for Remuneration committee members which was not initially communicated to Remuneration committee members.
- Well-chaired. The potential conflict with the Chair also being the Chair of the Trust has been resolved, now having a non-voting role.

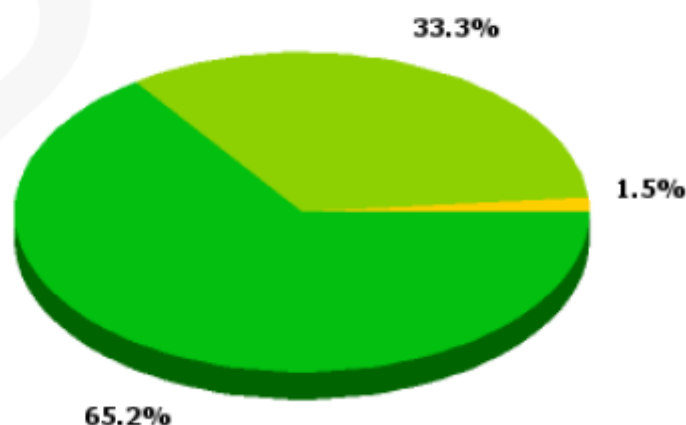
4.4 Remuneration Committee

The self-assessment questionnaire was completed by six Governors (86%) answering 11 statements each. The responses were scored between Strongly Agree – Strongly Disagree and provides a score for each of the responses to give an overall percentage.

The charts below shows the overall results for the Council of Governors Remuneration Committee 2021 Self-Assessment:

							Score	%age
CoG Remuneration Sub-Committee 2021	0 [0%]	0 [0%]	1 [1.5%]	22 [33.3%]	43 [65.2%]	0 [0%]	306/330	93%

CoG Remuneration Sub-Committee 2021



The charts show the majority of responses were “Strongly Agree” or “Agree” (98.5%) There was one “Neutral” response.

The following statements received the most positive responses:

- The Committee has met its terms of reference over the past 12 months. (97%)
- The meetings are well-organised (meeting arrangements, timeliness of papers etc.) (97%)
- Decision making within the Committee is sufficient to meet the terms of reference of the Committee. (97%)
- Ultimately, the Committee helps support the Council of Governors in its decision-making. (97%)
- I understand the purpose and terms of reference of the Committee. (93%)
- The Committee meets sufficiently frequently. (93%)
- The papers provided to the Committee are of good quality. (93%)

There were no statements that scored below 80%.

The following comments were provided in the self-assessment:

- Action had to be taken once the gap had been identified between a decision taken by Nomination committee members which required Remuneration committee members to provide information to Nominations committee members.
- It is my opinion that this is very relevant and well supported. The group have discussions and fair opportunities for inclusion. Well chaired and inclusive.
- There is an overlap with Governance, but this is not a bad thing.

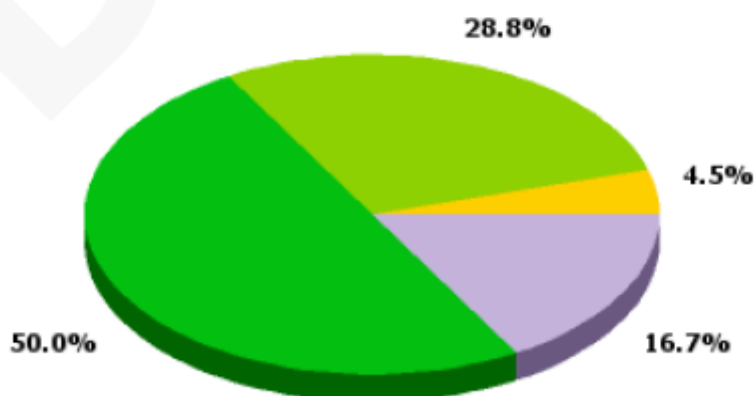
4.5 Training & Development Committee

The self-assessment questionnaire was completed by six Governors (75%) answering 11 statements each. The responses were scored between Strongly Agree – Strongly Disagree and provides a score for each of the responses to provide an overall percentage.

The charts below shows the overall results for the Council of Governors Training & Development Committee 2021 Self-Assessment:

							Score	%age
CoG Training & Development Sub-Committee 2021	0 [0%]	0 [0%]	3 [4.5%]	19 [28.8%]	33 [50%]	11 [16.7%]	250/275	91%

CoG Training & Development Sub-Committee 2021



The charts show the majority of responses were “Strongly Agree” or “Agree” (78.8%) There was three “Neutral” responses and 11 responded as not applicable. The not applicable responses were from an individual who did not consider themselves part of the Committee, though the possibility of joining had been discussed.

The following statements received the most positive responses:

- The Committee meets sufficiently frequently. (96%)
- Decision making with the Committee is sufficient to meet the terms of reference of the Committee. (96%)
- The Committee has met its terms of reference over the past 12 months. (92%)
- The meetings are well organised (meeting arrangements, timeliness of papers etc.) (92%)
- The membership of the Committee is sufficient to meet its terms of reference (i.e. numbers, skills & experiences etc.) (92%)
- The papers provided to the Committee are of good quality. (92%)
- There are no areas of overlap between any of the other sub-committees. (92%)

There were no statements that scored below 80%.

The following comment were provided in the self-assessment:

- Well-chaired and inclusive discussions. This group have supported and developed robust approaches to supporting the council of governors and new members.

5.0 RECOMMENDATIONS

- 8.1 It is recommended the Council of Governors receives the results of the Council of Governors 2021 self-assessment, noting the positive responses
- 8.2. It is recommended the results are taken forward by the Council of Governors Governance Committee for any improvements to be reflected in the forward plan for the Council of Governors and its Committees.
- 8.3. It is recommended the results for the sub-committees are presented to the next Committee meetings to review the findings and comments.

Report prepared by:

Chris Jennings
Assistant Trust Secretary

On behalf of

**Denver Greenhalgh
Senior Director of Governance and Corporate Affairs**

This summary report shows total scores, total percentage scores and a breakdown of responses by category and by individual statement.

Key and Scoring



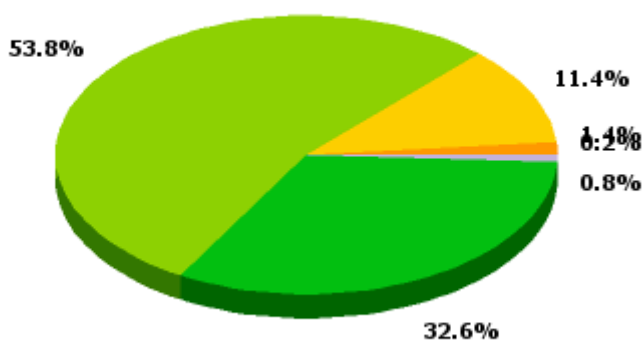
Council of Governors 2021

Number of respondents: 18

Number of statements: 37

	Strongly disagree (1)	Disagree (2)	Neutral (3)	Agree (4)	Strongly agree (5)	N/A (0)	Score	%age
Council of Governors 2021	1 [0.2%]	9 [1.4%]	76 [11.4%]	358 [53.8%]	217 [32.6%]	5 [0.8%]	2764/3305	84%

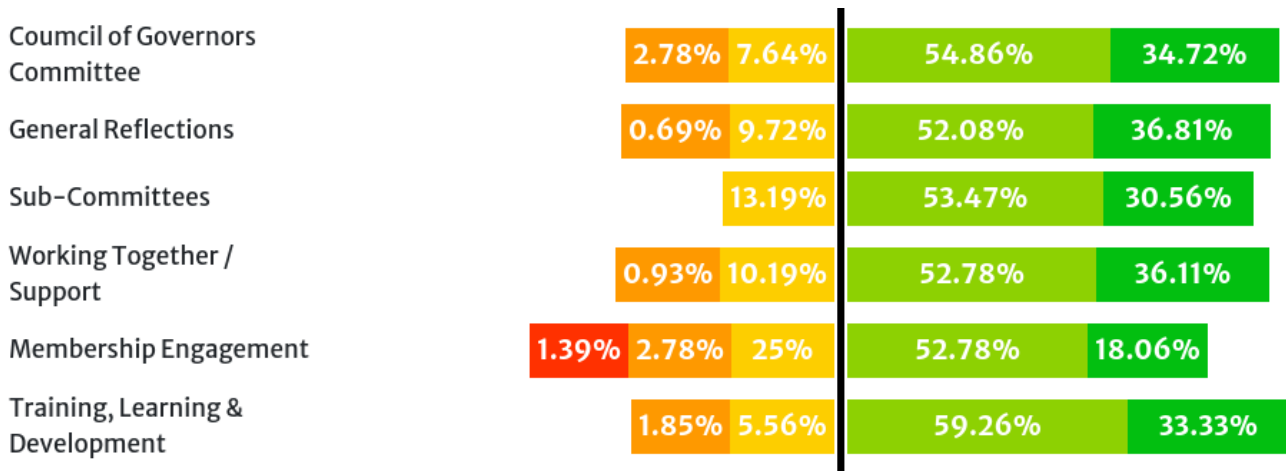
Council of Governors 2021



Breakdown of report by category







	Strongly disagree (1)	Disagree (2)	Neutral (3)	Agree (4)	Strongly agree (5)	N/A (0)	Score	%age
Council of Governors 2021								
Council of Governors Committee	0	4	11	79	50	0	607/720	84%
General Reflections	0	1	14	75	53	1	609/715	85%
Sub-Committees	0	0	19	77	44	4	585/700	84%
Working Together / Support	0	1	11	57	39	0	458/540	85%
Membership Engagement	1	2	18	38	13	0	276/360	77%
Training, Learning & Development	0	1	3	32	18	0	229/270	85%







The following diverging stacked bar chart has a common baseline allowing for easy comparison of the data by the length of each bar.



Breakdown of report by individual statements

		Strongly disagree (1)	Disagree (2)	Neutral (3)	Agree (4)	Strongly agree (5)	N/A (0)	Score	%age
Council of Governors 2021									
Council of Governors Committee									
1	The Council of Governors meet sufficiently regularly to discharge its duties	0	1	2	7	8	0	76/90	84%
2	The Council of Governors meet at the most appropriate time for the majority of Governors	0	2	3	10	3	0	68/90	76%
3	The Council of Governors receive accurate, timely and clear information	0	0	0	13	5	0	77/90	86%
4	The Council meeting agendas include all the important topics for discussion	0	0	0	11	7	0	79/90	88%
5	The process for agenda setting allows Governors to raise issues and concerns for future meetings	0	0	2	12	4	0	74/90	82%
6	The Chair is an effective leader of the Council ensuring its effectiveness on all aspects of its role and setting its agenda	0	0	0	7	11	0	83/90	92%
7	The Chair allows adequate time for discussion and decision making on all agenda items	0	0	1	8	9	0	80/90	89%
8	Governors with particular skills or experience contribute to or lead discussions in their area of experience	0	1	3	11	3	0	70/90	78%
General Reflections									
9	I enjoy my role as a Governor	0	0	1	6	11	0	82/90	91%
10	I am clear about my role as a Governor.	0	0	0	10	8	0	80/90	89%
11	The Council of Governors understand its key roles as set out in the Constitution	0	0	1	11	6	0	77/90	86%
12	The Council of Governors broadly understands the role of the Board of Directors	0	0	1	12	5	0	76/90	84%
13	The Council has Governors who possess the necessary skills and background to fulfil their duties	0	0	1	11	6	0	77/90	86%

Council of Governors 2021								Score	%age
14	The Council of Governors is regularly informed about the financial and operational performance of the Trust	0	0	2	7	9	0	79/90	88%
15	The Council of Governors adopt a formal, rigorous and transparent process for the appointment of new Governors	0	0	2	10	5	1	71/85	84%
16	Governors have the opportunity to represent the Trust at regional and national events	0	1	6	8	3	0	67/90	74%
Sub-Committees									
17	The current structure of Council Committees is appropriate to help carry out the Council's statutory duties	0	0	1	12	5	0	76/90	84%
18	Committees are provided with sufficient resources and support to undertake their duties	0	0	3	10	5	0	74/90	82%
19	Communication between the Council and its Committees is effective	0	0	1	11	6	0	77/90	86%
20	The CoG Remuneration Committee seems to be fulfilling its terms of reference appropriately.	0	0	2	8	7	1	73/85	86%
21	The CoG Governance Committee seems to be fulfilling its terms of reference appropriately.	0	0	3	7	7	1	72/85	85%
22	The CoG Membership Committee seems to be fulfilling its terms of reference appropriately.	0	0	4	8	6	0	74/90	82%
23	The CoG Training & Development Committee seems to be fulfilling its terms of reference appropriately.	0	0	2	11	4	1	70/85	82%
24	The CoG Nominations Committee seems to be fulfilling its terms of reference appropriately.	0	0	3	10	4	1	69/85	81%
Working Together / Support									
25	The Trust's management are responsive to requests from Governors for information or clarification	0	0	2	10	6	0	76/90	84%
26	The Council of Governors receive effective support from the Trust Secretary / Trust Secretary's Office	0	0	0	4	14	0	86/90	96%
27	Relationships within the Council are constructive and work effectively	0	0	3	12	3	0	72/90	80%

Council of Governors 2021								Score	%age
28	Communications between the Trust and the Council of Governors is effective	0	1	0	12	5	0	75/90	83%
29	Communications between the Council of Governors and the Board is effective	0	0	4	10	4	0	72/90	80%
30	The Council of Governors has access to the Chair, the Board and the Senior Independent Director	0	0	2	9	7	0	77/90	86%
Membership Engagement									
31	The Council of Governors has an effective process for communications with all its members	1	0	3	11	3	0	69/90	77%
32	The Council of Governors use the Annual Members Meeting to communicate with its members and encourage their participation	0	0	4	9	5	0	73/90	81%
33	The Council of Governors play an active role in developing its membership strategy	0	0	4	12	2	0	70/90	78%
34	Governors have the opportunity to meet members of the Trust both in and outside the organisation	0	2	7	6	3	0	64/90	71%
Training, Learning & Development									
35	New Governors receive induction on joining the Council of Governors	0	1	1	9	7	0	76/90	84%
36	The induction programme provides adequate and sufficient information for new Governors	0	0	1	12	5	0	76/90	84%
37	The Trust provides the necessary resources for developing and updating Governors' knowledge and capabilities	0	0	1	11	6	0	77/90	86%

Agenda Item No: 8a

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		21 March 2022			
Report Title:	Membership / Your Voice					
Report Lead:	Judith Woolley, Public Governor					
Report Author(s):	Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:	Council of Governors Membership Committee					
Level of Assurance:	Level 1		Level 2	✓	Level 3	

Purpose of the Report		
The report provides details of the current membership metrics, details of the Your Voice meeting held since the last report and plans for future meetings. The report also provides details of discussions held by the Council of Governors Membership Committee.	Approval	
	Discussion	
	Information	✓

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

Summary of Key Issues
<p>One of the general duties of the Council of Governors is to represent the interests of the members of the Trust and the interests of the public. The Council of Governors undertakes this role via a Membership Committee which oversees the approach to membership and engagement. Membership engagement is one of the key areas where the Council have requested more of a focus.</p> <p>The report provides details of the current Trust membership (as at January 2022) via a set of metrics. The metrics will be expanded and changes reported in future meetings to understand the impact of engagement activities.</p> <p>The report provides details of the Your Voice meeting held on 1 December 2021, including attendance figures and feedback. The report provides details of the discussions of the Council of Governors Membership Committee following changes to the structure of the agenda.</p>

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

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

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

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

Acronyms/Terms Used in the Report		

Supporting Documents and/or Further Reading
Main Report

Lead
Judith Woolley Public Governor Chair of the Council of Governors Membership Committee

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

MEMBERSHIP / YOUR VOICE

1.0 PURPOSE OF REPORT

The report provides details of the current membership in terms of metrics, details of the Your Voice meetings held since the last report and plans for future meetings. The report also provides details of discussions held by the Council of Governors Membership Committee.

2.0 MEMBERSHIP METRICS

The Trust maintains a Membership Database which contains a list of all members currently registered with the Trust. The database is used to ensure communication with members is maintained and can provide certain metrics, based on information available. The metrics were presented to the Council of Governors Membership Committee for the first time in January 2022 and will be used going forward to note any changes and potentially see the impact of action taken.

The following metrics provide details of the current membership composition as at January 2022 when the Committee last met. The information will be updated for each report and any changes will be advised. In addition, more metrics are being explored to provide further information on the composition of Trust membership:

	Current Membership as at January 2022
Total Membership	10,978
Public Members	4,989 (45%)
Staff Members	5,989 (55%)
By Constituency	
Essex Mid & South	1,955
Milton Keynes, Bedfordshire & Rest of England	1,702
West Essex & Hertfordshire	709
North East Essex & Suffolk	606
By Gender	
Male	1,913 (17%)
Female	2,975 (28%)
Not Stated	6,090 (55%)

The Trust Secretary's Office is currently liaising with Civica to understand the data relating to communicating with members. This will allow future reports to provide metrics relating to any communication circulated via the database, including postal members.

3.0 YOUR VOICE

The Trust held a Your Voice meeting on the 1 December 2021, chaired by Mark Dale, Public Governor. The content of the meeting included a presentation on Oxehealth which is a non-contact monitoring technology to support staff caring for patients by monitoring certain vital signs and movements and a service user providing feedback of their experiences accessing

our services. The session allowed for interaction with those present via a question and answers session after each presentation.

The meeting was attended by 62 individuals, however, the Council of Governors Membership Committee requested a further breakdown to understand how many members attended the meeting. This information is provided in the table below:

Attendee Group	No. of Attendees
Public Member	29
Governor	15
Staff Member	14
Non-Executive Director	3
Executive Director	1
Total	62

Feedback from the meeting was both informal and via a feedback form (5 returned) and was positive in terms of content and discussion provided. The Membership Committee considered the feedback and highlighted the positive comments regarding the content and consideration for ensuring the session does not overrun. This element has been taken forward for the next Your Voice meeting.

to take forward for future Your Voice Meetings.

The next Your Voice meeting is planned for 31 March 2022 chaired by Mark Dale (Public Governor) and will cover the Crisis Line (111 Option 2) and a person with lived experience will share their experiences of our services. The Council of Governors Membership Committee agreed to include the link for the Microsoft Teams meeting within any communications of this meeting.

4.0 COUNCIL OF GOVERNORS MEMBERSHIP COMMITTEE

The Council of Governors Membership Committee was held on 19 January 2022 and attended by Jessica Briar (Marketing & Digital), Martine Munby (Communications) and Matthew Sisto (Patient Experience).

The agenda covered:

- membership metrics
- feedback from Trust engagement and communication activities
- membership action plan
- Committee work plan, and
- upcoming governor elections

Action agreed by the Committee:

- Engagement with postal members to confirm their communication preference .
- Develop further the metrics to understand success of our engagement activities.
- Communications team to take this forward and develop approach to leaflets.

- The provision of information to Governors about local services and health needs should be addressed by the launch of the new website.

The Committee discussed the potential of volunteers being automatically registered as members and this would be followed up. On review outside of the meeting it was clarified after the meeting that without a change to the Constitution individuals would need to apply to become a member as per the Trust Constitution, rather than an automatic “opt-out” option. That without the change to the Constitution.

Communications agreed to investigate different methods of advertising membership to service users and staff leavers.

Communications agreed to investigate whether discharge forms for patients and staff leavers included an invitation to become a member of the Trust.

The Committee held an extra-ordinary meeting on the 28 February 2022 focused on finalising details of the Your Voice meeting planned for 31 March 2022.

5.0 RECOMMENDATIONS

The Council of Governors is asked to:

1. Receive the report

Report prepared by:

Chris Jennings
Assistant Trust Secretary

On behalf of

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

Agenda Item No: 8b

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		21 March 2022			
Report Title:	Governor Elections 2022					
Report Lead:	Denver Greenhalgh, Senior Director of Governance & Corporate Affairs					
Report Author(s):	Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:	Council of Governors Membership Committee					
Level of Assurance:	Level 1		Level 2	✓	Level 3	

Purpose of the Report		
The report provides details of the Governor Election programme and timetable for 2022.	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required	
The Council of Governors is asked to:	
<ol style="list-style-type: none"> 1. Note the content of the report 2. Support and promote the elections amongst the Trust Membership. 	

Summary of Key Issues	
<p>The Trust Constitution provides for an elected Governor to hold office for a period of up to three years and shall be eligible for re-election at the end of their term. A number of Governors' term of office ends in June 2022 and therefore would need to seek election to serve any further term of office.</p> <p>There are currently 13 Governor positions up for election in June 2022. An additional vacancy may be added following a recent resignation if the next Governor in the election declines the position.</p> <p>Full details of the election timetable, individuals due for re-election and Prospective Governor Workshops are included in the main report. However, the following are key dates for Governors seeking re-election or encouraging others to stand:</p>	
5 – 8 April 2022	Prospective Governor Workshops
8 April 2022	Notice of Election / Nominations Open
11 May 2022	Nomination deadline
16 May 2022	Final date for candidate withdrawal.
1 June 2022	Notice of poll published
6 June 2022	Voting packs despatched
29 June 2022	Close of election
30 June 2022	Declaration of Results
1 July 2022	Candidates informed of vote

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

Which of the Trust Values are Being Delivered

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

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Supporting Documents and/or Further Reading

Main Report

Lead

Denver Greenhalgh Senior Director of Governance and Corporate Affairs
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COUNCIL OF GOVERNORS ELECTIONS 2022

1.0 INTRODUCTION

The report provides details of the Governor Election programme and timetable for 2022.

2.0 SUMMARY

2.1 Background

The Trust Constitution provides for an elected Governor to hold office for a period of up to three years and shall be eligible for re-election at the end of their term. A number of Governors' term of office ends in June 2022 and therefore would need to seek election to serve any further term of office.

2.2 Timetable

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

Action	Responsibility	Date
Advertise Prospective Governor Workshops for members / prospective members.	Communications	March 2022
Advertise Prospective Governor Workshops to members via Membership Database	Trust Secretary's Office	8 March 2022
Email to Governors to advise of Prospective Governor workshops to share.	Trust Secretary's Office	8 March 2022
CoG informed of Election Plans	Trust Secretary's Office	21 March 2022
Trust to send nomination material and data to CES	Trust Secretary's Office	25 March 2022
Prospective Governor Workshops	Trust Secretary's Office	5 April – 8 April 2022
Notice of Election / nomination open	Civica	8 April 2022
Reminder for deadline of nominations sent to Members.	Trust Secretary's Office	26 April 2022
Nominations deadline	Civica	11 May 2022
Summary of valid nominated candidates published	Civica	12 May 2022
Final date for candidate withdrawal	Civica / Candidates	16 May 2022
Electoral data to be provided by Trust	Trust Secretary's Office	19 May 2022
Notice of Poll published	Civica	1 June 2022
Notice of Poll published on Trust Website	Communications	1 June 2022
Voting packs despatched	Civica	6 June 2022

Action	Responsibility	Date
Reminder email sent to members to vote	Trust Secretary's Office	12 June 2022
Advertising reminding people to vote	Communications	12 June 2022
Reminder email sent to members to vote and close of voting	Trust Secretary's Office	20 June 2022
Advertising reminding people to vote close of voting	Communications	20 June 2022
Close of election	Civica	29 June 2022
Declaration of results	Civica	30 June 2022
Candidates informed of vote	Trust Secretary's Office	1 July 2022
EPUT Website updated with the results	Communications	4 July 2022
Advertise new Governors	Communications	5 July 2022

2.3 Prospective Governor Workshops

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

The workshops have been booked for the following dates:

- 5 April 2022 (2pm)
- 6 April 2022 (2pm)
- 7 April 2022 (2pm)
- 8 April 2022 (12pm)

The dates will take place prior to the opening of the nominations window. Governors are encouraged to attend the workshops to speak about their experiences of being a Governor. Any Governor seeking re-election should declare so during the workshop. Non-members can join the workshops, however, it would be noted they would need to apply for Trust membership in order to stand.

2.4 Constituencies and Council of Governors Composition

The table below provides a list of current Governors and the end date for their current term of office. Those due for re-election are highlighted:

Constituency	Name of Governor	Term of Office End	Total number of Governors	Total for Election
Essex Mid & South	Liz Rotherham	Sep 2023	9	5
	Judith Woolley	June 2022		
	Mark Dale	June 2022		
	Pam Madison	Sep 2023		
	Dianne Collins	June 2022		
	Keith Bobbin	Sep 2023		
	Stuart Scrivener	June 2022		
	Ian Plunkett	June 2022		
	Vacancy*			

Constituency	Name of Governor	Term of Office End	Total number of Governors	Total for Election
Milton Keynes, Bedfordshire, Luton & Rest of England	Paula Grayson	June 2022	2	2
	John Jones	June 2022		
North East Essex & Suffolk	Peter Cheng	June 2022	3	2
	David Short	Sep 2023		
	Vacancy			
West Essex & Hertfordshire	David Bamber	Sep 2023	4	2
	Michael Waller	June 2022		
	Pippa Ecclestone	June 2023		
	Kate Shilling	June 2022		
Staff (Clinical)	Nosi Murefu	June 2022	4	2
	Tracy Reed	June 2023		
	Jared Davis	Sep 2023		
	Vacancy			
Staff (Non-Clinical)	Lara Brooks	Sep 2023	2	0
	Paul Walker	Sep 2023		
Total			24	13

*Next individual on the election list has accepted the position and the induction process is underway.

3.0 RECOMMENDATION AND ACTION

The Council of Governors is asked to:

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

Report prepared by

Chris Jennings
Assistant Trust Secretary

On behalf of
Denver Greenhalgh
Senior Director of Governance and Corporate Affairs

Agenda Item: 8c

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	21 March 2022
Report Title:	Changes to the Council of Governors and Membership of its Committees	
Report Lead:	Chris Jennings Assistant Trust Secretary	
Report Author(s):	Chris Jennings Assistant Trust Secretary	
Report discussed previously at:	Council of Governors Governance Committee	
Level of Assurance:	Level 1	Level 2 ✓ Level 3

Purpose of the Report

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

Recommendations/Action Required

The Council of Governors is asked to:

- Note the contents of the report

Summary of Key Issues

Composition

Emmanuel Jessa, Public Governor Essex Mid and South, has resigned from office on the 19 February 2022 . In line with the Trust Constitution, the position was offered to the next highest polling candidate from the election in 2020. The individual has accepted and the paperwork is now being processed.

Councillor Fraser Massey, Appointed Governor, Thurrock Council has resigned from office on the 23 February 2022. Thurrock Council will identify an individual to join the Trust as an Appointed Governor.

Committee Membership

The following sub-committees have vacancies:

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

Training & Development Committee currently has full membership. Governors are asked to indicate any Committees with vacancies they may be interested in attending. Governors can attend as an observer for any meetings before committing to any membership.

Governor attendance

Governor attendance at general meetings is monitored and a summary is attached at Appendix 1.

Four Governors have not attended two Council of Governor meetings in succession. All individuals have been contacted to understand absence and to support attendance in the future. .

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

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Supporting Documents and/or Further Reading

Council of Governors Meeting Attendance (Appendix 1)
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Lead

Chris Jennings Assistant Trust Secretary

Governor	Notes	28 May 2021		01 September 2021	08 December 2021		21 March 2022	06 June 2022		Total Meetings Attended	Total Meetings
		Part 1	Part 2	Part 1	Part 1	Part 2	Part 1	Part 1	Part 2		
Brian Arney	Until May 2021	√	x							0.5	1
David Bamber	From August 2021			√	√	√				2	2
Keith Bobbin		A	A	√	√	√				2	3
Lara Brooks		√	√	A	√	√				2	3
Laurie Burton	Until July 2021	A	A							0	1
Peter Cheng		√	√	√	√	√				3	3
Dianne Collins		√	√	√	√	√				3	3
Mark Dale		√	√	√	√	√				3	3
Jared Davis		√	√	√	√	√				3	3
Matt Dent	From August 2021			A	x	x				0	2
Mark Durham		A	A	√	√	√				2	3
Pippa Ecclestone		√	√	√	√	√				3	3
Marianne Evans	Until July 2021	A	A							0	1
Diane Fairchild	Until October 2021	x	x	x						0	1
Paula Grayson		A	A	√	√	√				1	2
Emmanuel Jessa		x	x	x	A	A				0	3
John Jones		√	√	√	√	√				3	3
Pam Madison		√	√	√	√	√				3	3
Fraser Massey	From August 2021			A	√	√				1	2
Nosi Murefu		x	x	√	√	x				1.5	3
Ian Plunkett		√	x	A	x	x				0.5	3
Tracy Reed		√	√	√	√	√				3	3
Elizabeth Rotherham		√	x	x	x	x				0.5	3
Stuart Scrivener		√	√	√	√	√				3	3
Kate Shilling		√	A	x	x	x				0.5	3
Sue Shinnick	Until July 2021	x	x							0	1
David Short		√	√	√	√	√				3	3
Michael Waller		√	x	√	√	A				2	3
Paul Walker		√	√	√	√	√				3	3
Matt Webster		A	A	√	√	x				1.5	3
Judith Woolley		√	√	√	√	√				3	3

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

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		21 March 2022			
Report Title:	Lead and Deputy Lead Governor Update					
Report Lead(s)	John Jones, Lead Governor and Pippa Ecclestone, Deputy Lead Governor					
Report Author(s):	John Jones, Lead Governor and Pippa Ecclestone, Deputy Lead Governor					
Report discussed previously at:						
Level of Assurance:	Level 1	✓	Level 2		Level 3	

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

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

Summary of Key Issues
<p>The report attached provides information in respect of:</p> <ul style="list-style-type: none"> • Our role as your Lead and Deputy Lead Governor • The Regional Network of Lead Governors • Engaging with Members • Provider Collaborative • Governor Sub Groups • Enthusing reluctant Governors • Board of Directors Meeting • Meeting With the Chair • Other Matters

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


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

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

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

Acronyms/Terms Used in the Report			
NEDs	Non-Executive Directors	LGs	Lead Governors
NHSE/I	NHS England / Improvement	FT	Foundation Trust

Supporting Documents and/or Further Reading
Main Report

Lead		
		
<table border="0"> <tr> <td>John Jones Lead Governor</td> <td>Pippa Ecclestone Deputy Lead Governor</td> </tr> </table>	John Jones Lead Governor	Pippa Ecclestone Deputy Lead Governor
John Jones Lead Governor	Pippa Ecclestone Deputy Lead Governor	

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

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

2 Summary**2.1 Background**

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

2.2 Our role as your Lead and Deputy Lead Governor

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

2.3 The Regional Network of Lead Governors

Colleagues may recall that this group was established by myself in early 2017 and meets every 3 months, and the last meeting was held virtually on 10th December 2021. I have arranged the next meeting for 15th March 2022. At the December meeting the following items were discussed:

2.3.1 Engaging with Members. There are various approaches being adopted by other FTs in the region, reflecting that this is a wide-spread issue. These include attending GP surgeries to talk to members, surveying members on how they wish to be contacted and, in the case of a specialist Trust, that only 8% of patients come from the local area.

2.3.2 Provider Collaborative. We had an update on the position of the regional Provider Collaborative and the current position concerning NEDs on the Integrated Care Boards.

2.3.3 Governor Sub Groups. These are wide spread and look into a variety of subjects including what is the best structure for the Director Sub Committees and whether a second Deputy Lead Governor should be elected to represent new Governors.

2.3.4 Enthusing reluctant Governors. I pointed out that we have tried having a 'profile' slot in the Agenda for our Council of Governors meetings, and these have generally been supported, although it is increasingly difficult to find volunteers to talk about themselves for 5 minutes. We have also invited our Governors to be observers at our sub-committees, particularly those which have vacancies.

2.4 Board of Directors Meeting. We were both pleased to be able to attend the January meeting of the Board and to ask questions on behalf of our members. We also were

appreciative of the welcome we received at the Joint Board Seminar on 9th February.

2.5 Meeting with Chair

The scheduled meeting with the Chair to discuss and adjust the Agenda for this Council meeting was held virtually on 28 February 2022. Additionally, we raised other issues which as Governors we felt should be aired with the Chair. We are grateful for the open and receptive way in which these meetings are conducted.

2.6 Other Matters

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

May we also thank colleagues for their co-operation with the Trust as we attempt to carry on using a virtual meeting process. We recognise that this is not ideal as so much is achieved by networking at Council and by the usual non-verbal communication, which is lost in a virtual meeting. However, we recognise that this is the best way to maintain contact and involvement with Governors. We are also grateful for the assistance given by the Trust Secretary's Office during these difficult times. Their patience and understanding is a real credit to them all.

We would also like to record our thanks to James Day during his time as Interim Trust Secretary. His patience, knowledge and expertise have been extremely helpful during this difficult time and we wish him well as he take on the next stage in his career, that of retirement and being a grandfather.

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
21 March 2022

Pippa Ecclestone
Deputy Lead Governor
Public Governor
21 March 2022