

# COUNCIL OF GOVERNORS PART 1

Meeting to be held on 4 September 2024, 14:45

Via MICROSOFT TEAMS

## AGENDA

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

### CEO Briefing – 14:00

<b>1</b>	Apologies for Absence	SS	Verbal	Noting	14:45
<b>2</b>	Declarations of Interest	SS	Verbal	Noting	14:46
<b>3</b>	Minutes of previous meeting, held on 23 May 2024	SS	Attached	Approval	14:50
<b>4</b>	Action Log and Matters Arising	SS	Attached	Noting	14:55

**Presentation:  
Eating Disorders**

Ruby Marsham – Servicer User network Manager and Facilitator 15:00

### 5. STANDING REPORTS

<b>(a)</b>	Report from the Chair	SS	Attached	Noting	15:10
<b>(b)</b>	Chief Executive Officer (CEO) Report	PS	Attached	Noting	15:15

### 6. ITEMS FOR DECISION

<b>(a)</b>	Auditor's Annual Report	EL	Attached	Noting	15:20
<b>(b)</b>	Annual Review of External Audit Services	EL	Attached	Decision	15:30
<b>(c)</b>	Standing Orders for the Council of Governors	DG	Attached	Decision	15:35
<b>(d)</b>	Deputy Lead Governor Election	DG	Attached	Decision	15:45
<b>(e)</b>	Your Voice	MD	Attached	Decision	15:50

### 7. ITEMS FOR INFORMATION

<b>(a)</b>	Membership Metrics	MD	Attached	Discussion	16:05
<b>(b)</b>	Changes to the Council of Governors & Membership of its Committees	DG	Attached	Discussion	16:10

<b>(c)</b>	Lead / Deputy Lead Governor Report	JJ / PM	Attached	Noting	16:15
<b>8.</b>	<b>ANY OTHER BUSINESS</b>				16:20
<b>9.</b>	<b>QUESTIONS AND ANSWERS SESSION FROM MEMBERS OF THE PUBLIC</b>				16:25
<b>10.</b>	<b>DATE AND TIME OF NEXT MEETING</b> 5 December 2024				16:35

*Professor Sheila Salmon  
Chair*

# MINUTES OF THE COUNCIL OF GOVERNORS PART 1

Held on 23 May 2024  
Via MS Teams

## MEMBERS PRESENT:

Professor Sheila Salmon	SSa	Chair
Zisan Abedin	ZA	Staff Governor, Non-Clinical
Alivia Bray	AB	Staff Governor, Clinical
Dianne Collins	DC	Public Governor, Essex Mid & South
Mark Dale	MD	Public Governor, Essex Mid & South
Gwyn Davies	GD	Public Governor, Essex Mid & South
David Finn	DF	Public Governor, Essex Mid & South
Paula Grayson	PG	Public Governor, Milton Keynes, Bedfordshire, Luton & Rest of England
Jason Gunn	JG	Public Governor, West Essex & Hertfordshire
John Jones	JJ	Public Governor, Milton Keynes, Bedfordshire, Luton & Rest of England
Megan Leach	ML	Public Governor, Essex Mid & South
Pam Madison	PM	Public Governor, Essex Mid & South
David Norman	DN	Public Governor, Essex Mid & South
Stuart Scrivener	SSc	Public Governor, Essex Mid & South
Edwin Ugoh	EU	Staff Governor, Clinical
Cort Williamson	CW	Public Governor, North East Essex & Suffolk
Larry Yesufu	LY	Public Governor, West Essex & Hertfordshire

## IN ATTENDANCE:

Dr Ruth Jackson	RJ	Associate Non-Executive Director
Diane Leacock	DL	Non-Executive Director
Loy Lobo	LL	Non-Executive Director / Vice Chair
Elena Lokteva	EL	Non-Executive Director
Alex Green	AG	Executive Chief Operating Officer
Denver Greenhalgh	DG	Senior Director of Corporate Governance
Nigel Leonard	NL	Executive Director of Major Projects & Programmes
Andrew McMenemy	AMc	Executive Chief People Officer
Ann Sheridan	AS	Executive Nurse
Trevor Smith	TS	Executive Chief Finance Officer
Zephan Trent	ZT	Executive Director of Strategy, Transformation & Digital
Bernie Rochford	BR	Principle Freedom to Speak-Up Guardian
Shruthi Belavadi	SB	NHS England
Amba Murdamootoo	AMu	NHS England
Chris Jennings	CJ	Assistant Trust Secretary
Teresa Bradford	TB	Council of Governors & Membership Administrator

There was one member of the public present.

## 21/24 WELCOME AND APOLOGIES FOR ABSENCE

Apologies were received from:

Ibraheem Lateef, Staff Governor, Clinical  
Dr Rufus Helm, Non-Executive Director  
Dr Mateen Jiwani, Non-Executive Director  
Paul Scott, Chief Executive Officer

SSa welcomed everyone to the meeting. SSa welcomed AMc to his first Council meeting and thanked RH for his contribution to the Council as would have been his last meeting, but had to give apologies.

SSa also welcomed SB and AMu , NHS England, who were observing the meeting as part of the Trust Well-Led Review.

**22/24 DECLARATIONS OF INTEREST**

None

**23/24 MINUTES OF THE PREVIOUS MEETING HELD ON 6 MARCH 2024**

The Council reviewed the minutes of the meeting held on the 6 March 2024. The following point was agreed:

- The Council agreed to include comments made by PG (Page 4 (008/24) regarding Equality, Diversity & Inclusion (EDI) being included in the Quality of Care Strategy later in the document and appearing more as an adjunct. PG had been assured regarding EDI / health inequalities through the Quality Account, but felt her comments should be included in the minutes.

With the above amendments, the Council of Governors approved the minutes as an accurate record.

**24/24 ACTION LOG / MATTERS ARISING**

The Council reviewed the action log following the meeting held on 6 March 2024 and noted the majority of actions had been completed. There was one action open relating to consultation on the Quality Account, which was an item on the Part 2 agenda.

**25/24 PRESENTATION: FREEDOM TO SPEAK-UP**

BR provided a verbal presentation regarding Freedom to Speak Up, highlighting the following points:

- Good progress had been made across the Trust, with an increase in the number of people coming forward and an increased confidence in the process.
- Reporting data showed an increase in inappropriate behaviour / bullying compared to patient safety, which is not specifically why F2SU was established. This is a theme across the NHS and showed an insight into culture across the NHS.
- The F2SU mantra (Speak-Up, Listen-Up, Follow-Up, was good but masks the complexity of the process. It is rare for something to be raised and followed-up, there is usually various channels and disciplines the issue moves through, before finally being resolved.
- Funding had been agreed to provide additional resources and this will help spread the message and increase the quality of responses provided. This was the perfect opportunity to provide an efficient and strong process across the system, with the support of Executive Directors.

SSa thanked BR for the presentation and invited questions from the Council.

Questions & Discussions

- PG commented it was positive to note the mandatory training for Freedom to Speak-Up included sections on Speak-Up, Listen-Up and Follow-Up, rather than Listen-Up required only for managers.

- PG queried if there were any Freedom to Speak-Up Local Guardians, as the Council had previously been advised this had been stood-down. BR advised the network of Guardians had not been re-established and the plan was to identify F2SU Champions. The term Guardian reflected an expectation individuals would have a caseload, whereas Champions would be utilised to help understand the culture of F2SU in the Trust. Work was under way with the Principle Freedom to Speak-Up Guardian at Hertfordshire Partnership Trust to look at joint working in this area.
- DG highlighted Compassionate Leadership Training as an example of positive training, reviewing the problem, rather than the individuals.
- AS highlighted the work impact of the work undertaken so far had been included in the Quality Account. Examples were provided of training awareness and education around sexual safety and a recent CQC inspection.
- BR advised there had been a meeting with NHS England to discuss the consistency of messaging around F2SU and other areas such as Compassionate Leadership.

**BR left the meeting at this point.**

26/24

**REPORT FROM THE CHAIR**

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

Questions & Discussions

- PG commented positively on the content of the report and found it useful in triangulating with other reports.
- PG commented positively on the inclusion of learning for NEDs rather than a list of activities.

**The Council of Governors received and noted the report.**

27/24

**CHIEF EXECUTIVE OFFICER (CEO) REPORT**

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

- The welcome of AM as the new Executive Chief People Officer which meant the Executive Team was now fully permanent. AM brought a wealth of experience and was passionate about inclusion and wellbeing of staff.
- A formal thank you to Marcus Riddell as the Interim Chief People Officer, who would be leaving the Trust to become the Chief People Officer at Hertfordshire Community NHS Trust.
- There had been a conscious commitment to increase engagement with MPs and local political members across the local authorities. There had been a number of meetings and visits during this period which had been positive. This included meeting with Priti Patel and John Whittingdale, and hosting a visit with Vicky Ford to the Employment Services. The visit had included staff working in the service and people with lived experience. AG wished to thank Martine Munby and Mark Graver and the team for arranging the visit.
- The joint Electronic Patient Record business case continued to move forward, which now had been named “Nova” to help with staff recognition. The system was a critical transformation programme which underpinned clinical transformation.
- EPUT had hosted the Positive Practice Awards, which was attended by a number of colleagues from different services. The Personality Disorder & Complex Needs Service User Network were named winner of the Complex Mental Health Needs Award. The Urgent Care and Inpatient Unit (Lived Experience Ambassador and Colleagues) were highly commended on their work to update therapeutic engagement and supportive observations policy for all wards across the Trust.

- The Lampard Inquiry had published its final Terms of Reference in April 2024 and the scope has been extended to the end of 2023. The focus is now on ensuring staff have accurate information about the inquiry and ensuring the Inquiry is serviced as much as possible to ensure patients and families receive the answers they deserve. PS had met with the Chair of the Inquiry around supporting staff and supporting the Inquiry.
- The Quality of Care Strategy had been formally launched and provided a foundation for delivering high quality, reliable care. The Safety First, Safety Always Strategy would end, but would continue into the Quality of Care Strategy.

Questions & Discussions

- PG highlighted communication received regarding the upcoming Quality Senates and asked if Governors could receive a summary of key lessons learnt from the meetings.
- AS invited Governors to be part of Quality Senate meetings and would provide a list of topics for Governors to focus on areas of interest.

**The Council of Governors received and noted the report.**

**Actions:**

1. **Circulate a summary of lessons learnt from the Quality Senate meetings to the Council of Governors (AS).**
2. **Circulate list of Quality Senate topics to the Council of Governors. (AS).**

28/24

**COMMITTEE CHAIRS ANNUAL REPORT: CHARITABLE FUNDS**

TS presented a report on behalf of MJ providing a summary of the work undertaken by the Charitable Funds Committee. TS advised the fund was well administered and highlighted work being undertaken to explore fund raising opportunities.

Questions & Discussions

- PG commented that the pandemic had changed how people interacted with the fund and would be interested receiving any case studies on how charitable funds were distributed and utilised.
- JJ queried whether there a patient representative on the Committee. TS advised there had been some involvement, but there was not a regular member on the Committee, but would take this forward to see determine the viability of a patient representative on the Committee.

**The Council of Governors received and noted the report.**

**Actions:**

1. **Provide a report to the Council of Governors providing information on how much of the charitable fund was distributed and some case studies on how it was utilised. (TS)**
2. **Review and consider if a patient / lived experience representative could be included as a member of the Charitable Funds Committee (TS)**

29/24

**TRUST CONSTITUTION REVIEW**

CJ presented a report providing the reviewed Trust Constitution for approval. CJ highlighted the following:

- The required annual review had been undertaken and no material changes were being recommended, with only a minor typographical error amended.
- The Constitution had been reviewed the previous year against the Health & Social Care Act 2022.
- The Constitution had been scrutinised by the Council of Governors Governance Committee and recommended to the Council for approval.

- The Constitution had also been circulated to the Board of Directors and Council of Governors for further input.

**The Council of Governors received, noted and approved the reviewed Trust Constitution for onward presentation to the Board of Directors.**

30/24

**CODE OF GOVERNANCE FOR NHS PROVIDERS**

CJ presented a report providing assurance on the Trust's compliance with the provisions in the *Code of Governance for NHS Providers 2022* in preparation for the inclusion of the "comply / explain" principals and necessary disclosures as part of the Trust's Annual Report 2023/24 submission. CJ highlighted the following:

- The review had confirmed the Trust was fully compliant with all provisions, except E.2.2 where the Trust had deviated due to following the principles of the Chair and NED Remuneration Framework, whilst ensuring it considers the role of Governors as a Foundation Trust, extra time commitment for additional responsibilities and recommended uplifts from NHS England since the framework was published in 2019.
- There were a number of improvement actions identified to strengthen compliance identified during the review.

Questions & Discussions

- PG commented on the timing of the review requiring compliance for 2023/24, but the available evidence was for 2022/23 as the annual report for the last financial year had not yet been published.
- PG highlighted some typographical errors and would provide these for amendment prior to submission to the Board of Directors.
- PG noted D.2.5 included an action to consider revising the Detailed Scheme of Delegation to include a process for engaging the External Auditors in non-audit work if this should arise. PG highlighted risks associated with External Auditors undertaking non-audit work and was concerned with the action. DG advised the Trust did not engage External Auditors in non-audit work as a principle, but there was a requirement to set this out in a formal process should this arise.

**The Council of Governors received, noted the report and confirmed acceptance of assurance given as evidence that the Trust is compliant with the Code and / or there is sufficient explanation as to why the Trust has departed from the Code.**

**Action:**

1. **Provide details of typographical errors for inclusion in the final Code of Governance Review. (PG)**

31/24

**NHS ENGLAND: SELF-CERTIFICATION: GOVERNOR TRAINING**

PG presented a report providing action taken to agree the statement detailing the learning and training completed by Governors in 2023/24 to support the Board of Directors' self-certification for NHS England. PG thanked the Training and Development Committee and Trust Secretary's Office for support during the year to ensure this requirement was met.

**The Council of Governors received, noted the report and agreed the NHS England requirement for Governors training had been met.**

32/24

**COUNCIL OF GOVERNORS EFFECTIVENESS REVIEW**

CJ presented a report providing details and key findings of the self-assessment undertaken by Governors to assess the effectiveness of the Council of Governors and its sub-committees in the period April 2023 to March 2024. CJ highlighted the following:

- There were not currently sufficient numbers of Governors who had completed the questionnaire for results to be valid. Governors were asked to complete the

questionnaire and results would be circulated to the Council once a suitable number had completed.

- The results for the sub-committees had been included and were mostly positive. The results would be shared with the relevant sub-committee for consideration.

**The Council of Governors received and noted the report.**

**33/24 QUALITY VISITS THEMATIC REVIEW**

AS presented a report providing a thematic review of feedback from visits completed by Governors and Non-Executive Directors during 2023-24. AS highlighted the following:

- The visits had been completed using the principles of the *15 Steps Challenge*.
- There had been positive visits to a number of areas, such as CAMHS Inpatient and there would be a focus on ensuring more physical health services are visited going forward.
- Positive areas identified, included staff being positive, welcoming and compassionate. Patients spoke positively about staff and felt able to escalate issues.
- Areas for improvement included ensuring areas are welcoming on arrival and the provision of additional rooms for services. This had been linked with the Patient Experience Team action plans following PLACE visits.

Questions & Discussions

- JJ noted the reference in the report to body worn cameras and asked if there had been a positive or negative staff attitude. AS advised the attitude had been positive and was seen as an addition to their practice.
- EU commented that body work cameras were important for staff and would like to see them used across services.
- EU highlighted the importance of senior manager visibility and presence to services. AS agreed and advised she had been visiting a number of services. SSa advised the visits to sites was identified as an objective as the importance of connecting with staff was important.
- DF commented on patients being incorrectly referred to the Mental Health Urgent Emergency Department and felt there was a general issue with clinicians not knowing services or where to refer individuals. AS agreed it takes time for patients and partners to understand new services and pathways. AS had visited the service and felt staff understood the service being provided, and it was about ensuring partners also understood to ensure patients are placed on the correct pathway. MD highlighted the importance of ensuring there was an understanding the service was an alternative to attending A&E and the importance of ensuring other services (such as sanctuaries, 111 Option 2) were also understood and utilised.
- PG commented positively on the thematic analysis and felt able to take assurance from the feedback provided.
- PG queried the introduction of the Quality Visits Framework and if this would impact PLACE Visits. DG advised consultation was underway with the Integrated Care Boards and would pilot as soon as this had been completed.

**34/24 STAFF SURVEY RESULTS**

AM presented a report providing the result of the Staff Survey 2023. AM outlined the areas the Trust had performed well and areas which required improvement. AM also highlighted:

- The benchmarking in the report was against similar Trusts and not the NHS as a whole. There may be some areas where the benchmarking could be extended to give a more rounded view.

- Learning from other organisations was around needing to build confidence with staff that if the Trust advised it is taking action, that action is taken.

Questions & Discussions

- PM queried the response rate of 44% and asked whether there was an issue with anonymity, with staff not believing the survey was completely anonymous. AM did not believe this was an issue, but agreed it could arise depending on the culture of an organisation. There are rules around the data, such as if there are less than eleven people in a team the report is not available, as the chance of knowing who responded was increased. The key was to ensure staff are encouraged to be open and honest, demonstrating the Trust is listening and a good communications plan to help improve response rates.

**The Council of Governors received and noted the report.**

**35/24**

**PLACE AUDIT RESULTS**

ZT presented a report providing an analysis of the PLACE 2023 report. ZT outlined the key themes from the report, including the positive availability of recreational activity space and improvements required around accessibility, mostly related to signage. ZT also highlighted the following:

- There was a wider number of sites visited as the pandemic was not a factor in limiting visits to some sites.
- There were at least two assessors for each visit, which means the results are eligible to be part of the national data set, which helps with benchmarking.
- The recommendations from the visits will be fed-into the Quality of Care Strategy, Experience of Care Group and Estates Strategy.

Questions & Discussions

- PG commented positively on the report, including the triangulation of results. It was also positive to see the results being fed into Trust strategies.
- PG commented positively on the inclusion of two-years of results, which was valuable to the Council in showing changes.
- MDa highlighted the implementation of Participation and Involvement Forms, where volunteers complete to note their activity and how they benefited themselves from the involvement.

**The Council of Governors received and noted the report.**

**36/24**

**MEMBERSHIP / YOUR VOICE**

MDa presented a report providing membership metrics as at May 2024, details of Your Voice meetings in March / April 2024 and the Membership Strategy Implementation Plan. MDa highlighted the following:

- The Summer Your Voice sessions had been organised for July, though there would need to be consideration for any pre-election period requirements.
- Governors were asked to volunteer to Chair any of the meetings in July.

**The Council of Governors received and noted the report.**

**37/24**

**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. CJ highlighted the low membership for the sub-committees and encouraged Governors to volunteer.

Questions & Discussions

- MDa noted an individual previously involved with the Trust and wider community, Luke McKenzie, had sadly passed away and wished to note the sincere condolences to his family.

**The Council of Governors received and noted the report.**

**38/24 LEAD / DEPUTY LEAD GOVERNOR REPORT**

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

**The Council of Governors received and noted the report.**

**39/24 ANY OTHER BUSINESS**

The Council of Governors discussed the sharing of personal lived experience stories, following DN advising he had shared the story of his son who had been cared for by EPUT following a mental health condition experienced whilst abroad.

**40/24 QUESTIONS AND ANSWERS SESSION FROM MEMBERS OF THE PUBLIC**

The Member of the Public present commented on ensuring meeting papers are available on the public website prior to the meeting.

**41/24 DATE AND TIME OF THE NEXT MEETING**

The date and time of the next meeting is Wednesday 4 September at 14:45

DRAFT

**ESSEX PARTNERSHIP UNIVERSITY NHS FT**

**Council of Governors Meeting**  
**Action Log (following Part 1 meeting held on 23 May 2024)**

Lead	Initials	Lead	Initials	Lead	Initials
Angela Wade	AW	Ann Sheridan	AS	Trevor Smith	TS

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

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
May 27/24	Circulate a summary of lessons learnt from the Quality Senate meetings to the Council of Governors	AS	Sep-24	This has been developed and will be shared via the Governor Update from October 2024.	Closed	
	Circulate list of Quality Senate topics to the Council of Governors.	AS	Sep-24	This has been developed and will be shared via the Governor Update from October 2024.	Closed	
May 28/24	Provide a report to the Council of Governors providing information on how much of the charitable fund was distributed and some case studies on how it was utilised.	TS	Sep-24	This has been developed and will be shared via the Governor Update from October 2024.	Closed	
	Review and consider if a patient / lived experience representative could be included as a member of the Charitable Funds Committee	TS	Sep-24	The Director of Patient Experience is now attending these meetings and will consider the appropriateness of a patient / lived experience member going forward.	Closed	
March 010/24	Undertake consultation process for the Quality Account with the Council of Governors.	AW	May-24	Draft Quality Account considered at the Part 2 Council of Governors on the 23 May 2024.	Closed	

<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>	<b>Agenda Item: 5a</b>				
		<b>4 September 2024</b>				
<b>Report Title:</b>	<b>Report from the Chair</b>					
<b>Executive/ Non-Executive Lead:</b>	Shelia Salmon, Chair					
<b>Report Author(s):</b>	Angela Laverick, PA to Chair, CEO and NEDs					
<b>Report discussed previously at:</b>	N/A					
<b>Level of Assurance:</b>	<b>Level 1</b>		<b>Level 2</b>	✓	<b>Level 3</b>	

<b>Purpose of the Report</b>	
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.	<b>Approval</b>
	<b>Discussion</b>
	<b>Information</b>
	✓

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

<b>Summary of Key Issues</b>
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.

<b>Relationship to Trust Strategic Objectives</b>	
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	✓

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

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

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

<b>Impact on Statutory Duties and Responsibilities of Council of Governors</b>	
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):	

<b>Acronyms/Terms Used in the Report</b>			
ARU	Anglia Ruskin University	CoG	Council of Governors
HWE	Hertfordshire & West Essex	PECC	People, Equality & Culture Committee
RemNom	Remuneration & Nomination Committee	ICB/P	Integrated Care Board / Partnership
UEPR	Unified Electronic Patient Record		

<b>Supporting Reports/ Appendices /or further reading</b>
Report from the Chair

<b>Lead</b>
<b>Professor Sheila Salmon</b> <b>Chair</b>

REPORT FROM THE CHAIR

1.0 PURPOSE OF REPORT

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

2.0 ACTIVITY UPDATE FROM CHAIR AND NEDS

i) Professor Sheila Salmon

**Changes to Board of Directors**

As Governors are aware the Trust bid a fond farewell to Rufus Helm as NED at the end of July. At the Board of Directors meeting I took the opportunity to publicly note our thanks to Rufus for his commitment and contribution to the Board of Directors during his time with EPUT and wish Rufus every success in the future. I also publicly noted that Ruth Jackson had now been appointed and confirmed by the Council of Governors as a full Non-Executive Director as of 01 August 2024.

With the changes to Non-Executive Directors, this has provided an opportunity to review the Board Champion roles and attendance at standing committees as follows:

Non-Executive Director	Champion Role	Constituency	Committee / ICB
Sheila Salmon (Chair)	Service User Involvement Partnerships	Essex Mid & South Staff	SNEE ICP (Member – ICB Chairs Group) MSE ICP (Member) MSE Community Collaborative (Member) RemNom Committee (Chair) HWE ICP (Member)
Loy Lobo (Vice Chair)	Digital Energy & Sustainability Procurement	Essex Mid & South	Finance & Performance (Chair) RemNom Committee (Member) MSE ICB Investment Committee (Member) UEPR Steering Group (Co-Chair)
Mateen Jiwani (SID)	Guarding on Safe Working Safeguarding Mental Health Act Patient Safety	West Essex & Hertfordshire	Quality (Chair) Charitable Funds (Member) Audit (Member) Lampard Inquiry Oversight (Co-Chair) HWE ICP (Member) RemNom Committee (Member)
Diane Leacock	Freedom to Speak-Up Staff Wellbeing Training & Development	North East Essex & Suffolk Staff	PECC (Chair) Finance & Performance (Member) Lampard Inquiry Oversight (Member) SNEE ICP (Member – ICB Chairs Group) RemNom Committee (Member)
Elena Lokteva		Milton Keynes, Bedfordshire, Luton and Rest of England	Audit (Chair) Finance & Performance (ex officio) Lampard Inquiry Oversight (Co-Chair) RemNom Committee (Member)
Jenny Raine	Data & Cyber Security Emergency Preparedness	West Essex & Hertfordshire	Finance & Performance (Member) Audit (Member) RemNom Committee (Member)
Ruth Jackson	End of Life Learning Disabilities	North East Essex & Suffolk	Charitable Funds (Chair) Quality (Member) PECC (Member) RemNom (Member) Student Council

### **Recent Civil Unrest**

Following the recent civil unrest seen in towns and cities across the country, we know that some colleagues may still be feeling worried about the continued implications for them and their families. The Trust has published information and sources of support and advice for staff on the intranet.

### **Service Visits**

The NEDs and I continue to visit services across the geography of the Trust. This is a welcome opportunity to visit our staff on the front line to see and hear first-hand the challenges they face as well as the continuing dedication to support our patients. Since the last Council of Governors meeting, visits have included: Byron Court, Henneage Ward, Clifton Lodge, Rawreth Court, Kingswood, Specialist Treatment & Recovery Service (STaRS), and Roding Ward.

### **ii) Loy Lobo**

In April, I had an opportunity to speak with the participants of the RISE programme on my personal story of being a first-generation migrant to the UK and building my career here. In July, I had the pleasure of meeting many of the participants at their graduation ceremony. I am highly supportive of this programme as it helps develop and showcase the diverse talent of EPUT which, in the past, may have not been noticed as much.

The EPUT Quality & Excellence Awards, held at Stock Brook Manor in June, were another occasion to celebrate the excellent work taking place in the different services provided by EPUT. The winners and nominees were shining examples of what can be achieved through creativity, co-production, compassion, and sheer grit.

It was then sobering to attend a focus group on Tackling Inequality - The 90 Day Challenge. I attended this confidential meeting with staff in the Mid and South Essex region in early July, as an observer. Much remains to be done in tackling the underlying issues. I took away important examples to inform the oversight of programmes like Freedom to Speak Up. The MSE Your Voice Meeting was held in Southend on 9<sup>th</sup> July. There were excellent presentations on Virtual Wards and the Falls Car. These are great examples of practical innovations that are improving patient experience and outcomes, and reducing unwarranted pressure on acute services. On the other hand, attendance at these events is low and we need to do something different to take our message out into the communities we serve. We need to collectively explore alternative forums for engagement such as community events and fairs, open days at educational institutions, festivals, and other such occasions that attract large congregations.

The work on the Nova Electronic Patient Record has progressed well. The high quality of work produced by the team was recognised by the Centre and the Trust's bid was approved.

I have also had an opportunity to visit the Kings Wood Centre and the St Aubyn Centre and have an upcoming Quality Assurance Visit to St Margaret's Hospital. I continue to focus more time on community services as I believe they hold the key to the future sustainability of health services as we gradually apply greater emphasis on primary care and prevention.

### **iii) Dr Mateen Jiwani**

In the time since the last Council of Governors meeting I have attended the usual meetings for both Board of Directors, board seminars, Quality Committee, Audit Committee, Charitable Funds Committee, and the Lampard Oversight Inquiry Committee which I co-chair. I've also been attending regular non-executive discussion groups, education boards, constituency meetings, Your Voice meetings, ward visits and service visits, as well as Nova Electronic Patient Record programme meetings which I am now slowly reducing in frequency. I have also attended the Remuneration and Nominations Committee, Council of Governors, and on occasion, the People, Equality & Culture Committee (PECC). I am working closely with colleagues to signpost and encourage a more innovative and digital approach to academic and local business partnerships.

The Nova programme is now moving towards the state of phased implementation which will be subject to the relevant board agreements and national support. I have been attending the ARU and EPUT Joint Oversight Committee and am pleased to report good progress with this important strategic partnership which will bring benefits for future candidates/employment with the Trust and

development opportunities for existing staff, along with a future exciting leadership and educational programme. We also look forward to our joint conference in September.

The Charitable Funds Committee is reviewing options for future direction and for raising the profile of both the charity and the Trust together.

The Lampard Oversight Inquiry Group has been working hard to maintain assurance over the Inquiry and ensuring we respond to requests for information in a timely manner.

I've had the benefit of visiting various services, including community and in-patient teams, as well as events looking at technological innovation and implementation across the Trust which is either in development or being used. This has been really insightful and staff involved should be congratulated.

I was also pleased to attend the Quality and Excellence Awards which really did demonstrate the incredible achievements of our teams. I was able to meet colleagues who clearly demonstrate a commitment to the organisation and to following through with our safety first, safety always strategy. I look forward to spending more time with colleagues and to support them in challenging our own board to further assure ourselves that we continue to offer a safe service and serve the Inquiry together.

Having now taken over from Dr. Rufus Helm as chair of the Quality Committee, I want to thank him for his supportive and detailed handover.

**iv) Elena Lokteva**

It has been a particularly busy period for the Audit Committee in completing the 2023/24 annual report and financial statements. The Trust has moved to the major local audit category, which means change in materiality level, increased testing and as a result more work for our finance team, auditors and the committee. I would like to take this opportunity to thank Trevor Smith for his leadership during this challenging period and the entire team for their hard work.

In my capacity as NED, I actively participated in Board meetings, Lampard Inquiry Oversight, Remuneration & Nominations Committee and Quality Committees and chaired two Audit Committee meetings.

I continue to dedicate time to learning about our patients and staff experiences to ensure that we foster a culture of care, empowerment and continuous learning. During the reporting period, I visited Brockfield House, Byron Court, STaRS and the C&E Centre and participated in an I Want Great Care learning session and a Your Voice meeting around engaging carers for our Bedfordshire, Luton, Milton Keynes & rest of England constituency.

To keep abreast of both the dynamics of integrated care and governance best practices, I started working with the Suffolk and North East Essex (SNEE) ICS audit committee chairs on system risks. This helped me to assess our ability as NEDs to jointly foster system thinking and a joint working approach.

**v) Diane Leacock**

In the period since my last update to Council, I have attended and contributed to NED discussion groups, the Remuneration and Nomination Committee, the Lampard Inquiry Oversight Committee, the Finance & Performance Committee, a board development seminar which included an update from the Senior Director of Estates and Facilities) and the August Board of Directors meeting.

I chaired the PECC meeting on 1<sup>st</sup> July, welcoming our new Chief People Office, Andrew McMenemy, to his first meeting, where we discussed and agreed how to more accurately describe risks associated with our workforce, allowing for clearer mitigation and management.

In my capacity as the non-executive director responsible for Freedom to Speak Up, I met with the Freedom to Speak Up Guardian to better understand the issues being experienced across the Trust. I have a regular monthly meeting with the Guardian and this helps us to touch base on various issues.

In our last meeting in August, we briefly explored how we could support colleagues to listen more effectively.

In July, I attended the “Your Voice” session for North East Essex & Suffolk, with a focus on virtual and safe wards. There was a rich discussion, particularly around the out of hours virtual ward monitoring service provided through a partnership of Suffolk & North East Essex (SNEE) Integrated Care Board (ICB) and the East of England Ambulance Service, dual diagnosis service users and safe wards, including using collaboration with service users and learnings from staff to reduce use of restrictive practices.

In August, I was delighted to undertake my first quality assurance visit with Loy Lobo and ICB colleagues at St Margaret’s Hospital. I noted the high levels of care and professionalism demonstrated by staff.

**vi) Ruth Jackson**

I am delighted to have been appointed as a full NED from 1 August 2024, which will enable me to develop my involvement across a wide range of issues. In the first instance I will be chairing the Charitable Funds Committee and supporting the PECC and Quality Committees. I am working with colleagues to develop the new student council which will give the student body a forum where they can share and discuss their experiences of clinical education in our organisation. Students are our future workforce, so optimising and enhancing their experience is pivotal in retaining them within our services after graduation.

In addition to the normal meetings, committees and Board specific activities, I have undertaken two quality assurance visits with colleagues from MSE and SNEE ICB quality teams at Byron Court and Henneage Ward. I was able to hear first-hand from patients, carers and staff about their experiences, which has been incredibly useful in helping me understand how strategy is being translated into action and how this triangulates with what is presented at the Board and sub-committees.

**3.0 RECOMMENDATIONS AND ACTION REQUIRED**

The Council of Governors is asked to:

1. Note the content of this report.

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

On behalf of  
**Professor Sheila Salmon**  
**Chair**

<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>		<b>Agenda Item: 5b</b>			
			<b>4 September 2024</b>			
<b>Report Title:</b>	<b>Chief Executive Officer (CEO) Report</b>					
<b>Executive Lead:</b>	Paul Scott, Chief Executive Officer					
<b>Report Author(s):</b>	Angela Laverick, PA to the Chair, Chief Executive & Non-Executive Directors					
<b>Report discussed previously at:</b>						
<b>Level of Assurance:</b>	<b>Level 1</b>	✓	<b>Level 2</b>		<b>Level 3</b>	

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

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

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

<b>Relationship to Trust Strategic Objectives</b>	
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	✓

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

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

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

<b>Impact on Statutory Duties and Responsibilities of Council of Governors</b>	
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):	

<b>Acronyms/Terms Used in the Report</b>			

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

<b>Non-Executive Lead:</b>
<b>Paul Scott, Chief Executive Officer</b>

## CHIEF EXECUTIVE OFFICER REPORT

## 1. UPDATES

**1.1 Rawreth Court and Clifton Lodge Celebrating 20 Years**

Both Rawreth Court and Clifton Lodge dementia care homes celebrated their 20th anniversaries in July with events for residents, families and staff. Mark Francois MP attended the celebrations for Rawreth Court and David Hurst, County High Sherriff, and the Mayor of Southend, Cllr Ron Woodley, attended celebrations at Clifton Lodge. Members of our senior leadership team were also at both homes to mark this fantastic milestone.

**1.2 Lampard Inquiry**

The first Lampard Inquiry hearings will commence in Chelmsford on 9 September, lasting for two and a half weeks. No-one from the Trust will be asked to give evidence at these hearings, which will focus on hearing from the families and organisations involved. Members of the Trust Board will be in attendance each day.

Understandably, this can be an unsettling time for colleagues. We have dedicated support in place for colleagues, and our PALS team can also provide support for patients, families and carers affected.

**1.3 Expanded Role for Director of Digital, Strategy and Transformation**

Zephan Trent will be taking up a new expanded role from 1 September, which sees him jointly leading digital services and strategy development across both EPUT and Mid and South Essex NHS Foundation Trust (MSEFT). Alongside his existing role at EPUT, Zeph will take on the role of Chief Strategy and Transformation Officer at MSEFT and will be a non-voting member of the Board at both trusts.

This move builds on the work that Zeph has led as one of the joint senior responsible officers for the new Electronic Patient Record system for EPUT and MSEFT. Zeph will be splitting his time equally across the two trusts and his EPUT portfolio will remain unchanged.

The new arrangements are initially for a year and present a huge opportunity to build on the collaboration across the two trusts, while maintaining the separate focus needed for both trusts to deliver for patients and their families. To ensure that this focus can be maintained, we will put in place appropriate deputy arrangements at both trusts.

Congratulations to Zeph in his new role. We look forward to continuing to work to drive strategic and digital developments across EPUT and MSEFT.

**1.4 Patient Safety Partners shortlisted for HSJ Safety Award**

I am delighted that our Patient Safety Partners have been shortlisted for a HSJ Patient Safety Award in the Patient Involvement in Safety category for their safety walk arounds. The team of patients, lived experience ambassadors and staff are focused on elevating patient safety and enhancing patient experience. They actively engage with patients and staff to gather feedback on safety concerns, creating a collaborative environment and driving forward continuous improvement in healthcare delivery and patient safety. Well done to the team and best of luck for the finals in September.

**1.5 EPMA**

I am pleased to report that a new Electronic Prescribing and Medicines Administration (ePMA) system for prescribing, ordering, administering and recording medicines has now gone live on our first pilot ward. The system replaces paper based drug charts with a digital record and links together the different teams and individuals involved in medication related activities to provide a range of

benefits, including safer care and better data. The system will be implemented on three pilot wards before being rolled out across all inpatient wards.

### **1.6 The Lakes ECT Clinic achieves national accreditation**

The Electroconvulsive Therapy (ECT) clinic at the Lakes has just received ECTAS accreditation from the Royal College of Psychiatrists. This accreditation verifies ECT clinics are providing services to the highest standard. The clinic received special commendation for its safe environment, thorough documentation and good patient experience. All three of EPUT's ECT clinics are now ECTAS accredited.

### **1.7 Visit from the Secretary of State for Health and Social Care to EPUT services**

The new Secretary of State for Health and Social Care, Wes Streeting MP, visited services in west Essex on 1 August as part of his tour of all integrated care systems in England. We were able to showcase our work to provide virtual ward care for patients requiring medical intervention but who can be appropriately supported at home. The Secretary of State visited St Margaret's Hospital in Epping to meet our falls car team, run jointly with the East of England Ambulance Service, as well as the Care Coordination Centre and Hospital at Home hub. After a visit to a local GP practice in Harlow, regional director Clare Panniker hosted a Q&A session with the Secretary of State for health and care leaders from across the east of England, which I was also able to attend. It was welcome to hear Mr Streeting's approach and his recognition of the many issues facing services across the country.

### **1.8 King's Speech**

The official state opening of Parliament and the King's Speech took place on 17 July, setting out the new government's priorities and legislative framework. There were five key priorities for health:

- Ensuring parity of esteem for mental health services with physical health services
- A Bill to reform and modernise the Mental Health Act, taking forward the majority of recommendations from Sir Simon Wessley's review in 2017
- A Bill to progressively increase the age at which people can buy cigarettes and impose limits on the sale and marketing of vapes
- Legislation to restrict the advertising of junk food and high caffeine energy drinks
- A Bill to ban conversion practices

The full speech and background briefing is available on the Government website.

### **1.9 Next steps in consultation on community physical health services in Mid and South Essex**

Earlier this year, over 5,400 local people took part in a consultation run by Mid and South Essex Integrated Care Board (ICB) on proposed changes to the way that some community physical health services are run. The proposals include potential changes to where some community hospital intermediate care and stroke rehabilitation services are provided, including how the 22 beds in the Cumberlege Intermediate Care Centre are used. The draft public consultation report is now available on the [ICB website](#).

### **1.10 RISE graduation**

40 EPUT colleagues graduated from our RISE programme at an event on 10 July. The graduates are working through several quality improvement projects which contribute to our overall quality priorities.



# Essex Partnership University NHS Foundation Trust Auditor's Annual Report

Year ended 31 March 2024

04 July 2024



04 July 2024

Dear Audit Committee Members  
2023/24 Auditor's Annual Report

We are pleased to attach our Auditor's Annual Report including the commentary on the Value for Money (VFM) arrangements for Essex Partnership University NHS Foundation Trust. This report and commentary explains the work we have undertaken during the year and highlights any significant weaknesses identified along with recommendations for improvement. The commentary covers our findings for audit year 2023/24.

This report is intended to draw to the attention of the Trust's any relevant issues arising from our work. It is not intended for, and should not be used for, any other purpose.

Yours faithfully

Debbie Hanson

Partner

For and on behalf of Ernst & Young LLP

Encl

# Contents

01 Executive Summary



02 Audit of the financial statements



03 Value for Money Commentary



04 Appendices



The contents of this report are subject to the terms and conditions of our appointment as set out in our engagement letter of 23/05/2023. This report is made solely to the Audit Committee, Board of Directors and management of Essex Partnership University NHS Foundation Trust in accordance with our engagement letter. Our work has been undertaken so that we might state to the Audit Committee, Board of Directors and management of Essex Partnership University NHS Foundation Trust those matters we are required to state to them in this report and for no other purpose. To the fullest extent permitted by law we do not accept or assume responsibility to anyone other than the Audit Committee, Board of Directors and management of Essex Partnership University NHS Foundation Trust for this report or for the opinions we have formed. It should not be provided to any third-party without our prior written consent.



# 01 Executive Summary



# Executive Summary

## Purpose

The purpose of the Auditor's Annual Report is to bring together all of the auditor's work over the year and the value for money commentary, including confirmation of the opinion given on the financial statements; and, by exception, reference to any reporting by the auditor as required by AGN07. In doing so, we comply with the requirements of the 2020 Code of Audit Practice (the Code) and Auditor Guidance Note 3 (AGN 03). This commentary aims to draw to the attention of the Trust and the wider public relevant issues from our work including recommendations arising in the current year and follow-up of recommendations issued previously, along with the auditor's view as to whether they have been implemented satisfactorily.

## Responsibilities of the appointed auditor

We have undertaken our 2023/24 audit work in accordance with the Audit Plan that we issued on 7 March 2024. We have complied with the National Audit Office's (NAO) 2020 Code of Audit Practice, other guidance issued by the NAO and International Standards on Auditing (UK).

As auditors we are responsible for:

Expressing an opinion on:

- The 2023/24 financial statements;
- The parts of the remuneration and staff report to be audited;
- The consistency of other information published with the financial statements, including the annual report; and
- Whether the consolidation schedules are consistent with the Trust's financial statements for the relevant reporting period.

Reporting by exception:

- If the governance statement does not comply with relevant guidance or is not consistent with our understanding of the Trust;
- To NHS England if we have concerns about the legality of transactions or decisions taken by the Trust;
- Any significant matters or written recommendations that are in the public interest; and
- If we identify a significant weakness in the Trust's arrangements in place to secure economy, efficiency and effectiveness in its use of resources.

## Responsibilities of the Trust

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

# Executive Summary (continued)

## 2023/24 Conclusions

Financial statements	Unqualified – the financial statements give a true and fair view of the financial position of the Trust as at 31 March 2024 and of its expenditure and income for the year then ended. We issued our auditor’s report on 27 June 2024.
Parts of the remuneration report and staff report subject to audit	We had no matters to report.
Consistency of the other information published with the financial statement	Financial information in the Annual report and published with the financial statements was consistent with the audited accounts.
Value for money (VFM)	We had no matters to report by exception on the Trust’s VFM arrangements. We have included our VFM commentary in Section 03.
Consistency of the annual governance statement	We were satisfied that the annual governance statement was consistent with our understanding of the Trust.
Referrals to NHS England	We made no such referrals.
Public interest report and other auditor powers	We had no reason to use our auditor powers.
Reporting to the Trust on its consolidation schedules	We concluded that the Trust’s consolidation schedules agreed, within a £300,000 tolerance, to the audited financial statements.
Reporting to the National Audit Office (NAO) in line with group instructions	The NAO did not include the Trust in its sample of Department for Health and Social Care component bodies. We had no matters to report to the NAO.
Certificate	We issued our certificate on 27 June 2024 alongside our audit opinion.



# Executive Summary (continued)

Value for Money

Scope

Auditors are required to be satisfied that Essex Partnership University NHS Foundation Trust has made proper arrangements for securing economy, efficiency and effectiveness in its use of resources. We do not issue a 'conclusion' or 'opinion', but where significant weaknesses are identified we will report by exception in the auditor's opinion on the financial statements. In addition, auditors provide an annual commentary on arrangements published as part of the Auditor's Annual Report.

In undertaking our procedures to understand the body's arrangements against the specified reporting criteria, we identify whether there are risks of significant weakness which require us to complete additional risk-based procedures. AGN 03 sets out considerations for auditors in completing and documenting their work and includes consideration of:

- our cumulative audit knowledge and experience as your auditor;
- reports from internal audit which may provide an indication of arrangements that are not operating effectively;
- our review of Trust committee reports;
- meetings with the Executive Chief Operating Officer, Executive Director of Major Projects and Transformation, Senior Director of Governance and Corporate Affairs, and Executive Director of Strategy, Transformation and Digital.;
- information from external sources; and
- evaluation of associated documentation through our regular engagement with management and the finance team.

# Executive Summary (continued)

Value for Money (continued)

Reporting

Our commentary for 2023/24 is set in Section 03. The commentary on these pages summarises our understanding of the arrangements at the Trust based on our evaluation of the evidence obtained in relation to the three reporting criteria (see table below) throughout 2023/24. We include within the VFM commentary below the associated recommendations we have agreed with the Trust.

Appendix A includes the detailed arrangements and processes underpinning the reporting criteria. These were reported in our 2022/23 Auditor's Annual Report and have been updated for 2023/24

In accordance with the NAO's 2020 Code, we are required to report a commentary against the three specified reporting criteria. The table below sets out the three reporting criteria, whether we identified a risk of significant weakness as part of our planning procedures, and whether, at the time of this interim report, we have concluded that there is a significant weakness in the body's arrangements.

Reporting Criteria	Risks of significant weaknesses in arrangements identified?	Actual significant weaknesses in arrangements identified?
Financial sustainability: How the Trust plans and manages its resources to ensure it can continue to deliver its services	No significant risks identified	No significant weakness identified
Governance: How the Trust ensures that it makes informed decisions and properly manages its risks	Significant risk identified	No significant weakness identified
Improving economy, efficiency and effectiveness: How the Trust uses information about its costs and performance to improve the way it manages and delivers its services	Significant risks identified	No significant weakness identified



# Executive Summary (continued)

## Independence

The FRC Ethical Standard requires that we provide details of all relationships between Ernst & Young (EY) and the Trust, and its members and senior management and its affiliates, including all services provided by us and our network to the Trust, its members and senior management and its affiliates, and other services provided to other known connected parties that we consider may reasonably be thought to bear on the our integrity or objectivity, including those that could compromise independence and the related safeguards that are in place and why they address the threats.

There are no relationships from 1 April 2023 to the date of this report, which we consider may reasonably be thought to bear on our independence and objectivity.

## EY Transparency Report 2023

Ernst & Young (EY) has policies and procedures that instil professional values as part of firm culture and ensure that the highest standards of objectivity, independence and integrity are maintained.

Details of the key policies and processes in place within EY for maintaining objectivity and independence can be found in our annual Transparency Report which the firm is required to publish by law. The most recent version of this Report is for the year end 30 June 2023:

[EY UK 2023 Transparency Report | EY UK](#)



## 02 Audit of the financial statements



# Audit of the financial statements

## Key findings

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

On 27 June 2024, we issued an unqualified opinion on the financial statements. We reported our audit scope, risks identified and detailed findings to the 24 June 2024 Audit Committee meeting in our Audit Results Report and in our Final Audit Results Report dated 26 June 2024. We outline below the key issues identified as part of our audit. We included three internal control recommendations in the Audit Results Report.

Significant risk	Conclusion
Misstatements due to fraud or error – Management override of controls	We did not identify any material weaknesses in the recognition of expenditure. We did not identify any instances of inappropriate judgements or estimates being applied. Our work did not identify any other transactions during our audit which appeared unusual or outside the Trust’s normal course of business.
Misstatements due to fraud or error – Risk of manipulation of reported financial performance	Our audit work found no indication of fraud in either revenue or expenditure balances.
Misstatements due to fraud or error – Capitalisation of revenue expenditure	Our work did not identify any material weaknesses in controls or evidence of material management override concerning the capitalisation of revenue expenditure. Our work did not identify any instances of inappropriate judgements being applied.



## 03 Value for Money Commentary

# Value for Money Commentary

## Overview

### No significant weakness identified

In our Audit Plan, we identified the following areas that we would consider further in our Value for Money procedures:

- The arrangements that the Trust has in place in relation to financial sustainability, particularly in light of the impact of the NHSE financial regime and System pressures;
- The Trust's response to the Statutory Inquiry and Governance arrangements supporting this;
- The Trust's response to, and governance arrangements in relation to, any CQC inspections and reports;
- The progress the Trust is making in restructuring care units and governance arrangements over monitoring performance; and
- The Governance and financial management arrangements in place in relation to the EPR (electronic patient records) project, which is a significant long term project being undertaken jointly with Mid and South Essex Foundation Trust.

On completion of our risk assessment, including considerations of these areas, we identified a risk of significant weakness in relation to the Trust's response to, and governance arrangements in relation to, CQC inspections and reports. This risk impacts the governance and improving economy, efficiency and effectiveness criteria.

We have undertaken further procedures to address this significant risk, including discussion with management, and review of internal policies and reporting. As a result of these procedures, we have concluded that there are no significant weaknesses in arrangements.

# Value for Money Commentary

Financial Sustainability: How the Trust plans and manages its resources to ensure it can continue to deliver its services

No significant weakness identified

Essex Partnership University NHS Trust has continued to focus on the management of financial resources over the financial year and has maintained both its governance and financial oversight arrangements. The management of the financial position has continued despite significant underlying financial pressures within all catchments of the Integrated Care Systems (ICSs).

The now named Lampard Inquiry into mental health inpatient deaths has had an increasing impact on the financial position of the Trust during 2023/24. In April 2024, the terms of reference for the Inquiry were released. These expanded the period of the Inquiry through to December 2023 and also broadened the scope of areas to be considered by the Inquiry. The Trust assessed the impact of the changes in the terms of reference and updated and increased the level of provisions related to this within the 2023/24 draft financial statements. The updated scope has resulted in a significant impact on the financial position, with the provision increasing by £8.8 million to £18.7 million. The Trust has continued to engage with NHS England to explore options to mitigate the impact on the Trust's future cash flow position and to obtain support with managing the overall expenditure. Currently the Trust is funding the Lampard inquiry from internally generated funds and has not received any additional central funding in relation to the costs of the Lampard Inquiry.

The Trust submitted a breakeven plan for 2023/24 which included £22.9 million efficiency savings and reported an overall deficit position of £21.474 million (adjusted financial performance). In response to the year-end deficit position, the Trust has engaged with NHS England throughout 2023/24 to agree updates to the control target with final results in line with the new targets of £9.9m after exclusion of the impact of the Lampard Inquiry Provision. During the year the Trust have achieved savings of £19.94 million against the planned savings of £22.9 million. The Trust has a consistent record of delivery of a high level of efficiency savings and is expected to do so for 2024/25. The Trust recognises delivery and development of recurrent efficiencies will be required to further improve this position with efficiency requirements much greater than previously delivered. Internal Audit completed a review of the efficiency program in 2023/24 which provided a reasonable assurance conclusion, demonstrating the Trust's effectiveness in this area.

The Trust agreed its draft Operational Plan on 21 March 2024, which sets out key priorities and commitments for delivery against their strategic plan. The Trust submitted its final plan to NHS England in line with the national submission deadline of 2 May 2024 and submission of a final System plan deadline of the 12 June 2024. The Plan identifies an £11.1 million deficit position for 2024/25 and return to a surplus position of £1.7 million by 2025/26. This is dependent on delivery of a significant efficiency programme £28.7 million in 2024/25, a vast majority of this coming from the benefits realisation of the Time to Care programme, reduction in temporary staffing along with efficiency in procurement, contracts, estates and associated non-pay budgets. The focus of the plans is to ensure transformation change to improve services for patients and move to a more stable staffing model. The delivery of a challenging savings target for 2024/25 to provide the foundations for the achievement of the planned 2025/26 surplus will require robust scrutiny and monitoring by the Board to ensure planned savings are delivered or where appropriate mitigating plans are developed to address any areas of non delivery.

Conclusion: Based on the work performed, the Trust had proper arrangements in place in 2023/24 to enable it to plan and manage its resources to ensure that it can continue to deliver its services

# Value for Money Commentary (continued)

Governance: How the Trust ensures that it makes informed decisions and properly manages its risks

No significant weakness identified

The Trust has continued to develop its governance structures through constant review of its existing frameworks throughout the year.

During the year, the Trust has continued its governance oversight arrangements through the Accountability Framework Model, which was implemented in 2021/22. Monthly meetings take place with the six Care Units, which enable teams to meet internally to review their positions ahead of meeting the Executive Team representatives. These also provides a common structure to produce the supporting data packs. The development of the framework has been jointly led by the Chief Finance Officer and Chief Operating Officer, with the meetings used to encourage empowerment, transparency, accountability and dialogue. During 2023/24 the Trust have enhanced the use of the Framework by applying it to Corporate Directorates. Meeting with the Corporate Directorates are chaired by Care Unit Executive and focus on improving the linkage between the delivery of front-line services and the corporate support functions of the Trust. In addition, the Trust have undertaken a review of the Framework, with work on this starting in January 2024. Recommendations arising from this review are due to be considered for implementation in early 2024/25.

In our 2023 reporting, we noted that the Trust had identified reducing their procurement risks as a goal, with a focus on reducing waivers. The Trust have used 63 waivers in the current year, down from 115 in prior year, representing a 45% reduction with a related value in the prior year of £4.9 million, reducing to £2.4 million in the current year. Waivers continue to be reported to the weekly Executive Operational Committee and the Audit Committee with the aim of continuing to drive further reductions in their usage.

During 2023/2024, the Trust have made significant progress in plans for the procurement of a new electronic patients records (EPR) system. The initiation of this process began in April 2022, with the onboarding of a new Executive Director of Transformation leading on the Outline Business Case, which was taken to Board in March 2023. During 2023/24, the Trust have completed the discovery phase of the EPR program, including review of tender proposals and preparation of a full business case, which obtained Board approval on 8 March 2024. The business case is now in process of being review centrally by NHS England with expected signing of procurement contracts to occur in July 2024 after approval.

As part of this process, the Trust established a partnership with Mid and South Essex NHS Foundation Trust (MSEFT) for the implementation of a unified EPR system to replace the 10 systems currently used across all sites. The programme is subject to compliance with the standing financial instructions of both Trusts and all oversight groups are co-chaired by a member of each Trust. Within EPUT, robust governance arrangements have been established with the creation of four work streams (Data and Analytics, Technical, Digital Change and Engagement, and Finance and Procurement) which report into the Senior Leadership Team and Program Management Group. Reporting is then escalated through the EPR Programme Board, which consists of Care Unit Leaders and Patient Ambassadors, before being taken to the Joint Oversight Committee with MSEFT. Recommendations and risks deemed to required escalation are then taken to each Trust's board for consideration and ultimately to Mid and South Essex ICB. Each work stream is responsible for providing progress update reports every two weeks to the Program Management Group which are escalated through the reporting structure as detailed above. The Trust also maintains a detailed decision log indicating the appropriate approvals and ownership of key actions which is reviewed by the Program Management Group.

# Value for Money Commentary (continued)

Governance: How the Trust ensures that it makes informed decisions and properly manages its risks

No significant weakness identified

The Trust has continued as the lead for Adult Secure Services within the Provider Collaborative (PC). There are five other members within this collaborative structure with Cambridge and Peterborough NHS Foundation Trust acting as lead provider for Adult Eating Disorder Services and the host for the Transformation and Commissioning team. Hertfordshire Partnership University NHS Foundation Trust acts as lead provider for Child and Adolescent Mental Health Services. The six member organisations form part of the Collaborative Board reporting to NHS England.

The Trust is also in a Community Collaborative for Mid and South Essex, with North East London NHS Foundation Trust (NELFT) & Provide Community Interest Company (Provide CIC) forming the Mid and South Essex Community Collaborative (MSECC) which delivers community services. Looking forward to 2024/25 the Trust plans to be the lead in this arrangement

The Trust received a CQC inspection report in July 2023, resulting in the Trust's overall rating being downgraded from Good to Requires Improvement. The CQC report noted that they inspected the Trust because they received information and had concerns about the safety and quality of services. It further noted that concerns were identified with the pace of action implementation in response to previous findings. They carried out an unannounced comprehensive inspection of six core services between November 2022 and January 2023. This has resulted in the identification of a significant risk of weakness for our vfm assessment and reporting.

In their findings, the CQC have noted that the Trust were in the early stages of implementing processes which would respond to the concerns identified. Our review of the Trust's arrangements for responding to the report has concluded that it has policies in place for the development of responses to inspection findings and for closing actions in relation to these findings. These policies provide a clear approach to responding to CQC findings, including appropriate assignment of responsibilities for each action to an action lead and weekly meetings of the CQC Lead team to progress against these actions.

A CQC Improvement Plan has been prepared which captures within it all the recommendations from the CQC Inspection Report. Progress against the Improvement Plan is reviewed at the weekly action lead meeting and progress updates are provided to the Executive Committee on a monthly basis. As at 18 January 2024, 74% of required actions were marked as complete with a further 4% marked as closed which indicates independent verification of the action by the Evidence Assurance Group which includes the Trust's ICB partners. In the updated year end reporting with effective date 11 April 2024 completed actions had increased to 74% with closed items increasing to 9% demonstrating continued progress against the improvement plan. Where slippages were noted in the January reporting the Trust subsequently reported that 7 of 15 were back on track in the yearend reporting. We additionally noted that all slippages were raised with the executive team and that recovery plans were developed. The Trust has considered all actions in the CQC Action Lead meeting with actions to date and next steps identified. Where an action is overdue the Trust obtains an understanding of the cause of the delay, sets a recovery plan, and escalates as necessary for further executive support. Where an item becomes red rated which indicates off track without an action plan a task is set to develop a recovery plan and this is followed up on in successive meetings with monitoring of those actions at subsequent meetings.

# Value for Money Commentary (continued)

Governance: How the Trust ensures that it makes informed decisions and properly manages its risks

No significant weakness identified

The Trust have also established CQC Metric Reporting alongside their CQC Improvement Plan. This reporting represents a significant transformation programme which is in the process of being implemented by the Trust to embed best practices and reporting models on the areas that CQC considers as part of their reviews. As this is a Trust led transformation programme we would expect longer timeframes on this. We note that the Trust is taking appropriate steps in response to previous CQC findings to build reporting functions and improve overall monitoring of the effective delivery of services in the Care Units. This is however additional work which is being undertaken by the Trust and is in addition to the actions required by CQC to embed systematic change and reporting. In future periods, we will continue to monitor the progress the Trust has made against the implementation of these metrics with an expectation of greater delivery in the second year of the transformation program.

In addition to the CQC inspections, the Essex Mental Health Independent Inquiry was announced by the Government on 21 January 2021, with the aim of publishing a report in Spring 2023. It was established to investigate the circumstances of mental health inpatient deaths which occurred over a 20-year period between 1 January 2000 and 31 December 2020 at the former North Essex Partnership University NHS Foundation Trust, the former South Essex Partnership University Trust and the successor body, Essex Partnership University NHS Foundation Trust. At the end of 2022/2023, it was announced that the independent inquiry would be transitioned to a statutory inquiry and has since been renamed to the Lampard Inquiry. The Terms of Reference for the updated Lampard Inquiry were released in April 2024. These included a significant increase in both the timeline and the scope of the inquiry, with the period of investigation extended to 31 December 2023 and the scope broadened to include a number other mental health providers. The Trust now estimates that the inquiry will extend into 2026 and have therefore recognized provisions for future costs in its 2023/24 accounts and financial plans.

We have considered the Trust's response to the inquiry as part of our 2023/24 audit. We have concluded that the Trust has put in place appropriate governance arrangements to manage and learn from the Inquiry, once concluded. In 2022/23, a Project Team was established, and an Independent Director appointed. The team provides regular updates to relevant Committees and the Board. The risk of not responding appropriately to the inquiry is also noted in the Board Assurance Framework (BAF) as a strategic risk. In January 2024, the Trust established the Lampard Oversight Committee which reports to the Board and the Executive Operational Committee on a monthly basis, as a result updates are no longer taken to the Audit Committee. A communications team has also been established to address the reputational impact to the Trust and manage responses to media releases in relation to the Inquiry which is chaired by the Director of Communications.

Where there have been changes to the scope of the inquiry, the Trust has considered the implications and ensured that support has been provided in the form of legal representation, internal communications, back filling posts and re-aligning the financial provision. We noted in particular that the Trust has been prudent in extending their provision for the Inquiry to 2025/26 and increasing the legal costs in relation to the extended scope.

Based on the above and our review of the papers and minutes presented to Audit Committee, Board of Directors, and supported by our discussions with the Senior Trust Officers and attendance at Audit Committee meetings, we are satisfied that the Trust is responding appropriately to the Inquiry and arrangements in place related to support this are adequate

Conclusion: Based on the work performed, the Trust had proper arrangements in place in 2023/24 to make informed decisions and properly manage its risks.

# Value for Money Commentary (continued)

Improving economy, efficiency and effectiveness: How the Trust uses information about its costs and performance to improve the way it manages and delivers its services

No significant weakness identified

The Trust has a variety of ways of measuring its performance across all aspects of its operations. It brings these together in the form of monthly reporting to the Board against national and local indicators. The Integrated Quality & Performance Report which is prepared in a Power BI dashboard sets out the performance of the Trust against a range of key indicators. Where performance is below plan, these reports highlight the action being taken to seek the required improvement.

The effectiveness of the Trust in the provision of its related services is also regularly reviewed by the CQC which have downgraded the Trust's overall rating from "Good" to requires improvement resulting in our identification of a significant risk of weakness in this area. As documented above we believe the trust have in place arrangements to respond to the CQC findings.

In terms of financial review, monthly finance reports are reported to the Finance and Performance Committee. A detailed summary of the finance position is provided in these reports, covering the current surplus/deficit position along with a forecast to the year end and this is challenged regularly by the Committee. As at year end, the Trust had successfully delivered savings/efficiency targets of £19.94 million against planned savings of £22.9 million. The savings have been monitored throughout the year by the Trust, with monthly reports to the Executive Operational Committee and Finance & Performance Committee, as well as to the Mid and South Essex (MSE) ICB and NHS England as part of the monthly monitoring return.

The Trust has also engaged a new Internal Audit and Counter Crime Service, with TIAA replacing the services previously provided by BDO. The Internal Audit plan for 2023/24 included 11 audits of which eight were completed (with an additional advisory report also completed on the inquiry), two were in draft reporting phase, and one was rescoped to 2024/25 as at June 2024. From our attendance at Audit Committee meetings, we noted that the Committee expressed concerns with regards to the pace of completion and scoping of Internal Audit reports, and in particular whether scopes adequately considered value for money arrangements. We have discussed these matters with the Head of Internal Audit which indicated that there was a clear awareness of the concerns raised. Since these issues were raised, we have noted an improved performance in terms of delivery, and a focus from both Internal Audit and management on improving response times. We, however, do have recommendations for the Trust which we believe can facilitate improvements in the value the Trust obtains from its Internal Audit service.

We also noted that the previous process for agreeing the scope of the Internal Audit plan was for a high-level plan to be agreed with the audit committee. Internal audit would then liaise with the relevant Director for a given review to determine the detailed scope at an operational lead. This would then be approved by the relevant Executive Director. The Audit Committee has challenged the appropriateness of the scope of some audits resulting from this process. Changes have now been made to the process to include executives in the determination of the detailed scoping to increase alignment with the expectations of the Audit Committee. While we note the importance of ensuring the scope of individual Internal Audit reviews meet the requirements of, and addresses the risks faced by, the Trust, it is also important that the Internal Audit function remains independent and objective entity. Internal Audit need to be able to use their subject matter expertise to scope reviews and provide appropriate challenge to the Trust. Management can provide direction on areas of risk or concern where a review would assist them in the delivery of their responsibilities, and particular areas that such reviews should focus on including if these reports should focus on the provision of value for money. We note that there is a requirement for final scoping of reports to rest with internal audit to ensure independence is maintained. As the Trust moves into its second year engaged with TIAA, both can continue to work together to ensure the internal audit function is fully responsive to the requirements of the Audit Committee that remains independent and objective of the entity.

# Value for Money Commentary (continued)

Improving economy, efficiency and effectiveness: How the Trust uses information about its costs and performance to improve the way it manages and delivers its services

No significant weakness identified

With respect to the timeliness of responses to scoping requests, Internal audit has noted delays in relation to setting up meetings with operational leads, which has an impact to the timing of audits. Increased focus should be placed on the importance of the Internal Audit function throughout the organization by Executive Directors to address this. The attendance of the Head of Internal Audit at Executive Director meetings on a monthly basis, is one such step. However, further steps can be taken such as providing training to the care units and corporate functions to provide insight into the role Internal Audit plays and importance of supporting their work.

The Trust has an established Systems and Partnerships Committee which provides oversight of its active role within the local ICS. An Executive Director and Non-executive Director lead work in the three main ICSs in which the Trust operates: Mid and South Essex, Hertfordshire and West Essex and Suffolk and North East Essex. This has ensured a strong Trust presence at decision-making ICS meetings, ensuring mental health and community health services remain a high priority in all system-wide considerations. This has also enabled ongoing scrutiny of the equality of service delivery to different groups.

Conclusion: Based on the work performed, the Trust had proper arrangements in place in 2023/24 to enable it to use information about its costs and performance to improve the way it manages and delivers its services.



# 04 Appendices

# Appendix A - Summary of arrangements

GUIDANCE: PLEASE DELETE THIS TEXT BOX BEFORE ISSUING: This appendix should set out the arrangements under each sub-criteria reported in the last AAR and updated for any changes since to 2023/24. Duplicate slide as needed

## Financial Sustainability

We set out below the arrangements for the financial sustainability criteria covering the year 2023/24.

Reporting criteria considerations	Arrangements in place
How the body ensures that it identifies all the significant financial pressures that are relevant to its short and medium-term plans and builds these into them	<p>The Trust ensures that it identifies short and medium term risks by :-</p> <p>(i) Annual Operational planning process - The annual operating planning process includes annual capital and revenue budget setting. These exercises identify financial pressures at local / Care Unit level and at System level. The process also includes workforce and activity planning and therefore supports the identification and triangulation of risk and financial pressures. The oversight of this process has been strengthened through a multidisciplinary planning group including operational representation. In year performance monitoring of revenue budgets is established through monthly accountability framework meetings. These meetings also represent an opportunity to identify financial pressures and risks including mitigations. Efficiency programmes are developed and monitored through the Transformational Steering Group which provides a mechanism to identify risks associated with the efficiency schemes.</p> <p>Trust Capital programme is set, and managed by a multidisciplinary group. The plan is developed on a risk based prioritisation process which identifies financial risks as well as safety, statutory, and operational risks. The Trusts monthly risk management group also identifies financial pressures associated with in year risks.</p> <p>Financial plans are also submitted, and coordinated at a System level. This also provides an opportunity to identify financial pressures at a System level. This process is supported by annual contractual round which establishes the Trust income levels and also helps to determine the provision of funding for services.</p> <p>(ii) The Trust also maintains a medium term financial plan which, by reference to National planning assumptions makes forward looking financial forecasts.</p> <p>(iii) The Trust's Finance and Performance (F&amp;P) Committee maintains and provides oversight over the financial performance of the Trust. They also have oversight over the Board Assurance Framework (BAF) to identify and evaluate any changes in financial performance related risks. F&amp;P meets monthly and reports into Trust Board (bi monthly)</p> <p>The month end outturn position (and the associated report) is subject to review at a number of levels - reviewed by management accountants and their Senior Finance Business Partner, before further review by the Head of Finance and DoF throughout the outturn process. This is then reviewed by the ECFO at the draft position stage. The final position and annual report are reviewed by the ECFO before the report is finalised. The finalised reports are presented at Board meeting regularly. Hot spots for overspend are identified at each Board meetings and corrective action are taken (e.g. high level of bank/ agency use, addressed by tight control over staffing level and recruitment to fill up vacant post).</p>

# Appendix A - Summary of arrangements

GUIDANCE: PLEASE DELETE THIS TEXT BOX BEFORE ISSUING: This appendix should set out the arrangements under each sub-criteria reported in the last AAR and updated for any changes since to 2023/24. Duplicate slide as needed

## Financial Sustainability

We set out below the arrangements for the financial sustainability criteria covering the year 2023/24.

Reporting criteria considerations	Arrangements in place
How the body plans to bridge its funding gaps and identifies achievable savings	Management makes recommendations to the Board. Monthly reporting on financial performance and planning to a Finance and Performance Committee enable the Trust to identify gaps in funding and monitor progress on meeting savings targets. The Board then takes decisions, such as strategic initiatives and major transactions and probes for explanations of past results (e.g. budget variances/gaps), which appear to be constructively challenged by the Board and relevant subcommittees such as the Finance and Performance Committee and the Quality Committee.
How the body plans finances to support the sustainable delivery of services in accordance with strategic and statutory priorities	The annual operating plan process identifies the budgetary position and associated levels of efficiency savings required to support delivery of annual budgets. Management makes recommendations to the Board on levels of efficiency requirements. Monthly reporting on financial performance and planning to a Finance and Performance Committee enable the Trust to identify gaps in funding and monitor progress on meeting savings targets. The Board then takes decisions, such as strategic initiatives and major transactions and probes for explanations of past results (e.g. budget variances/gaps), which appear to be constructively challenged by the Board and relevant subcommittees such as the Finance and Performance Committee and the Quality Committee. Cash support is available to support funding gaps that cannot be met from efficiency savings although EPUT has not identified any short term cash support requirements although the Trust has recognised that as Inquiry provisions become utilised cash will be significantly impacted.
How the body ensures that its financial plan is consistent with other plans such as workforce, capital, investment, and other operational planning which may include working with other local public bodies as part of a wider system	The Trust reports to each Board meeting on key performance areas including Patients, Sustainability, People and Quality. The Trust's financial plans include reporting on these wider areas as part of the Trust's mechanisms for monitoring the achievement of targets for each of the key performance areas. The annual operating plan is developed in conjunction with financial, activity and workforce plans. The Trust has strengthened the operational planning group which has oversight of the coordination of plans. Where the Trust identifies a risk to target achievement, it incorporates the resulting identified mitigating actions into the BAF, which enables it to identify the necessary financial resources required to implement the actions. The Trusts Board Assurance Framework (BAF) provides a mechanism for the Board to monitor the risks to delivery of the trust's strategic objectives as well as the effectiveness of the controls and assurance processes. The BAF is reviewed by Executive Operational Committee and Audit Committee regularly. The Quality Committee provide assurance to the Board and oversight of the Trust's active role within the local Integrated Care System.

# Appendix A - Summary of arrangements

**GUIDANCE: PLEASE DELETE THIS TEXT BOX BEFORE ISSUING:** This appendix should set out the arrangements under each sub-criteria reported in the last AAR and updated for any changes since to 2023/24. Duplicate slide as needed

## Financial Sustainability (continued)

We set out below the arrangements for the financial sustainability criteria covering the year 2023/24.

### Reporting criteria considerations

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

### Arrangements in place

The Trust maintains an integrated performance report that is reported to the Board and F&P Committee. The report includes actual financial outturn as well as the expected/projected outturn position for the financial year. Within this report the Trust will identify if there are additional risks to financial resilience and required mitigations to deliver financial targets. Unplanned variations in plan are managed through the monthly reporting and monitoring process, additionally the Trust has regular contract forums with Commissioners where any significant departures from plans can be discussed, including mitigations.

# Appendix A - Summary of arrangements

**GUIDANCE: PLEASE DELETE THIS TEXT BOX BEFORE ISSUING: This appendix should set out the arrangements under each sub-criteria reported in the last AAR and updated for any changes since to 2023/24. Duplicate slide as needed**

## Governance

We set out below the arrangements for the governance criteria covering the year 2023/24.

### Reporting criteria considerations

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

### Arrangements in place

The Trust's BAF is refreshed annually to match its strategic aims and align to strategic priorities and risks. The BAF outlines the actions being undertaken by the Trust to provide assurance that risks are being mitigated to an acceptable level. This framework provides a comprehensive method for the effective management of the potential risks that may prevent the achievement of the key items (i.e. strategic priorities) agreed by the Board of Directors.

The BAF is supported by corporate and service risk registers. The risks assessed are wider than just financial, due to the nature of the Trust's activities. The Trust assesses impact of risks on a matrix of likelihood and occurrence against a strategic priority, with a combined score produced to assess the importance of the risk. The Trust has a risk appetite statement that defines acceptable levels of risk for its activities.

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

The Trust has an internal audit service to help gain assurance over the effective operation of internal controls. It also has engaged a Counter Crime service through TIAA as part of its arrangements to prevent and detect fraud. The Trust's Counter Crime service regularly reviews the Trust's policies and procedures and inputs into the Trust's counter fraud policy to ensure the Trust's internal processes are robust as possible. In addition to this, Counter Crime service also run a series of counter fraud awareness sessions throughout the year and is launching an e-learning platform during 2024/25 to check staff awareness of counter fraud processes.

The Executive Chief Finance Officer (ECFO) is responsible for the adequate provision of Internal audit with oversight from the Audit Committee. Trust management is responsible for responding to the internal audit findings appropriately and in a timely manner with appropriate challenge from the Audit Committee. All Directors of a report awarded a limited rating are required to attend the Audit Committee meeting.

The Audit Committee receives a copy of the counter fraud plan each year and approves the activities and proactive audits to be undertaken. LCFS attend all Audit Committee meetings and updates members on the progress of all investigations, proactive audits and awareness sessions.

# Appendix A - Summary of arrangements

**GUIDANCE: PLEASE DELETE THIS TEXT BOX BEFORE ISSUING:** This appendix should set out the arrangements under each sub-criteria reported in the last AAR and updated for any changes since to 2023/24. Duplicate slide as needed

## Governance

We set out below the arrangements for the governance criteria covering the year 2023/24

### Reporting criteria considerations

### Arrangements in place

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

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

- Top down: where the Trust quantifies the core financial gap to assess the Trust's affordability envelope and inform the scale of the efficiency expectation for forthcoming year. This is developed through the application of national and local planning assumptions, as well as known commitments.
- Bottom up: where the Trust develops a granular level of activity, income, expenditure, workforce, capacity and efficiency planning. The Trust then triangulates these plans with operational, performance and workforce leads. The financial plan is reviewed by the F&P Committee before being presented to the Board for approval. The annual budget setting process is part of a core financial review process undertaken by internal audit with the Trust receiving a reasonable rating. Annual budget proposals are also subject to System and NHSE review with a series of submissions and review processes in place to review financial plans.

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

The CFO oversees the adoption and operation of the Trust's Standing Financial Instructions including the rules relating to budgetary control, procurement, banking, losses and controls over income and expenditure transactions. The ECFO reports to the F&P Committee that oversees and ensures that effective processes and systems are in place to ensure budgetary control. This is evident through the quarterly reporting by the F&P Committee to the Board to indicate the actual financial outturn compared to the budget/plan. Hot spots for overspend are identified at each Board meetings and corrective action are taken (e.g. high level of bank/ agency use, address by tight control over staffing level and recruitment to fill up vacant post). Reporting to the Board also includes the full range of non-financial management information on all the Trust's key performance areas. As the Trust deliver a wide range of services commissioned by different Integrated Care Boards and specialist commissioners, there are a great number and wide variety of mandated, contractual and locally identified key performance indicators (KPIs) that are used to monitor the performance and quality of services delivered. Each year the Board of Directors approve a performance framework for the Trust that includes target levels of performance across the entire range of the organisation's activities; from front line customer care; to the efficiency of back office functions; to the well-being of staff. The targets that have been agreed by the Board are then monitored at inpatient ward, community team and individual consultant level. In addition to these targets, managers at the Trust monitor local trends and measure the other work that EPUT do to compare how well their services are performing. Activity is recorded and sent in a report to the ICB's. These monthly reports compare the levels of activity that have been planned to the actual activity that has taken place, and highlight any areas of concern. Performance against all KPIs are provided to the F&P Committee each month and any areas of significant under-achievement are advised to the Board of Directors as 'Inadequate indicators' each month. Updates on how the Trust address these 'inadequate indicators' are also reported on, these are evaluated and approved by the Board of Directors.

# Appendix A - Summary of arrangements

**GUIDANCE: PLEASE DELETE THIS TEXT BOX BEFORE ISSUING:** This appendix should set out the arrangements under each sub-criteria reported in the last AAR and updated for any changes since to 2023/24. Duplicate slide as needed

## Governance (continued)

We set out below the arrangements for the governance criteria covering the year 2023/24.

### Reporting criteria considerations

### Arrangements in place

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

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

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

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

The Trust has policies and procedures in place to ensure that staff operate in accordance with relevant legislative and regulatory requirements. These policies and procedures are monitored and reviewed by the Policy Oversight and Review Group in line with their agreed review dates. The Trust has an appointed 'Principal Freedom to Speak Up' guardian as well as local guardians, which allow staff to raise any further concerns.

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

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

# Appendix A - Summary of arrangements

**GUIDANCE: PLEASE DELETE THIS TEXT BOX BEFORE ISSUING:** This appendix should set out the arrangements under each sub-criteria reported in the last AAR and updated for any changes since to 2023/24. Duplicate slide as needed

## Improving economy, efficiency and effectiveness

We set out below the arrangements for improving economy, efficiency and effectiveness criteria covering the year 2023/24.

Reporting criteria considerations	Arrangements in place
How financial and performance information has been used to assess performance to identify areas for improvement	<p>The Chief Finance Officer produces a finance report which is considered by the F&amp;P Committee and forms part of the Integrated Performance Report presented to every meeting of the Trust Board. This considers the current and forecast financial performance and position of the Trust, details of variations from plan, updates on funding arrangements which have changed throughout the year due to financial risks to the Trust and mitigating actions as appropriate.</p> <p>This is presented together with extensive reporting on performance, quality and workforce metrics so that a complete balanced scorecard for the whole Trust and its outputs can be considered by executives and non-executives. This is then used to identify areas that need to be improved and is also linked through to the BAF and wider risk management arrangements where areas needing improvement create corporate risks for the Trust.</p> <p>The Board receives reports on performance in its key areas, which includes Patients, Sustainability, People, Quality and Systems &amp; Partnerships. The reports clearly outline performance against planned targets and outcomes. Depending on the performance area, a Board committee will have oversight of the actions being identified and taken to address areas where performance is below plan. Each committee has a process in place for monitoring agreed actions and these are then included in subsequent Board reports.</p> <p>The Trust also has an operationally led Costing Steering Group. Part of the role of this group is to assess benchmark activity and to determine relative cost base comparators against National cost submissions and indices. Other benchmarking tools including corporate benchmarking, model hospital and GIRFT are used to help identify areas of improvement and productivity.</p>

# Appendix A - Summary of arrangements

**GUIDANCE: PLEASE DELETE THIS TEXT BOX BEFORE ISSUING:** This appendix should set out the arrangements under each sub-criteria reported in the last AAR and updated for any changes since to 2023/24. Duplicate slide as needed

## Improving economy, efficiency and effectiveness

We set out below the arrangements for improving economy, efficiency and effectiveness criteria covering the year 2023/24.

Reporting criteria considerations	Arrangements in place
How the body evaluates the services it provides to assess performance and identify areas for improvement	<p>The Trust has an array of ways of measuring its own performance across all aspects of its operations. It brings these together in the form of monthly reporting to the Board against national and local indicators. The Integrated Quality &amp; Performance Report sets out at the performance of the Trust against a range of key indicators. Where performance is below plan these reports highlight the action being taken to seek the required improvement. The Finance and Performance Committee, People, Equality, and Culture Committee, and Quality Committee have a responsibility to receive and scrutinise action plans that mitigate significant potential risks identified. The Trust publishes an annual Quality Report outlining the its performance against a wide range of quality measures.</p> <p>The Trust is regularly inspected by the Care Quality Commission (CQC),</p> <p>In previous years there have been CQC inspections and reports and negative press coverage following a Health and Safety Executive fine in June 2022 related to historic deaths in the predecessor Trust (North Essex). Following this an Essex Mental Health Inquiry was initiated. This remains ongoing as a statutory inquiry under the name of Lampard Inquiry with terms of reference published in April 2024. The Trust was featured negatively on a Channel 4 Dispatches programme in October 2022. Following these inspections the Trust has been served with a number of notices by CQC. In July 2023 the CQC released its most recent overall report on how well the trust uses its resources reporting a "Requires Improvement" overall rating which is a downgrade from the last reporting in October 2019 of "Good". The Trust has procedures in policies in place to address issues identified in the CQC inspections including an overall action plan, individual leads for all actions, and an evidence based approval process for closing actions.</p>

# Appendix A - Summary of arrangements

**GUIDANCE: PLEASE DELETE THIS TEXT BOX BEFORE ISSUING:** This appendix should set out the arrangements under each sub-criteria reported in the last AAR and updated for any changes since to 2023/24. Duplicate slide as needed

## Improving economy, efficiency and effectiveness

We set out below the arrangements for improving economy, efficiency and effectiveness criteria covering the year 2023/24.

Reporting criteria considerations	Arrangements in place
How the body ensures it delivers its role within significant partnerships, engages with stakeholders it has identified, monitors performance against expectations, and ensures action is taken where necessary to improve	<p>The Trust has an established Systems and Partnerships Committee which provides oversight of its active role within the local Integrated Care System. An executive director and non-executive director head up our work in each of the three of the integrated care systems that EPUT operate in: Mid and South Essex Health and Care Partnership, Hertfordshire and West Essex and Suffolk and North East Essex. This has ensured a strong Trust presence at decision-making ICS meetings, ensuring mental health and community health services remain a high priority in all system-wide considerations. This has also enabled ongoing scrutiny of the equality of service delivery to different groups.</p> <p>An integral part of the Trust is the Council of Governors which brings the views and interests of the public, service users and patients, carers, our staff and other stakeholders into the heart of our governance. This group of committed individuals has an essential involvement with the Trust and contributes to its work and future developments in order to help improve the quality of services and care for all our service users and patients.</p> <p>The Trust believes that receiving and acting on feedback from its service users is crucial to maintaining the high quality standards it sets itself and work has continued to increase the feedback received and actions taken. The Trust uses a range of mechanisms to gather feedback from our service users, including; Organisational and national patient surveys; "Your Voice" meetings giving service users, carers, members of the Trust and Governors as well as the public a chance to speak directly to the Chief Executive about the services provided by EPUT; Patient Council set up to involve service users in transformation work within the Trust .</p> <p>During 2020/21 the Patient Experience Team finalised a project to engage with people with lived experience to co-produce the Trust's new Patient Experience Framework for 2020-2023, which is available on the Trust's website. The Trust also has a Membership Framework in place that recognises the need to put service users and the public at the heart of our engagement. It outlines the visions for membership and includes the priorities to build an effective, responsive and representative membership body that will assist in ensuring the Trust is fit for its future in the changing NHS environment. The Trust seeks to ensure it is inclusive in its approach in engaging the community, appreciating the wide social and cultural mix of its constituencies.</p>

# Appendix A - Summary of arrangements

**GUIDANCE: PLEASE DELETE THIS TEXT BOX BEFORE ISSUING:** This appendix should set out the arrangements under each sub-criteria reported in the last AAR and updated for any changes since to 2023/24. Duplicate slide as needed

## Improving economy, efficiency and effectiveness (continued)

We set out below the arrangements for improving economy, efficiency and effectiveness criteria covering the year 2023/24.

Reporting criteria considerations	Arrangements in place
How the body ensures that commissioning and procuring services is done in accordance with relevant legislation, professional standards and internal policies, and how the body assesses whether it is realising the expected benefits	<p>The Trust use national contracts or agreements wherever possible, primarily through NHS Supply Chain, the Crown Commercial Service and NHS Commercial Alliance. Where it is not possible to use a national agreement, contracts are advertised in the public domain via the government portal Contracts Finder.</p> <p>Procurement of services is undertaken by the Trust's in-house Procurement team. The team has appropriately qualified staff and policies to ensure that procurement is undertaken in accordance to legislation. Where specialist knowledge is required, the Trust will obtain advice, legal advice relating to tender or routes to market.</p> <p>The Trust takes all reasonable steps to ensure laws and regulations are complied with. This includes ensuring appropriate knowledge and expertise of its own staff and, where required obtaining professional and specialist advice in certain areas e.g. VAT, employment, Health and Safety. The Trust receives a quarterly update from its legal advisors which identifies all recent legal cases or legislation potentially relating to Trust business. The Executive Operational Committee are provided with details of any material claims from the Executive Director for Corporate Governance.</p> <p>Public stakeholders, including ICBs, Sustainability and Transformation Partnerships (STPs) and Local Authorities are involved in managing key risks through well-established contract management and partnership committee structures that oversee the operational delivery of and potential threats to services delivered in partnership. In addition, the Trust imparts information to the Council of Governors on key risks that may have arisen or are likely to materialise, through regular meetings.</p>

# Appendix B – Summary of recommendations

## Recommendations

The table below sets out the recommendations arising from the value for money work in the year covered in this report for the year 2023/24.

All recommendations have been agreed by management.

Issue	Recommendation	Management response
Internal Audit	In the second year of the internal audit contract with TIAA management should continue to work with their internal audit provider to ensure clear expectations on timeliness of audits and scoping are established that fit the needs of the Audit Committee while also delivering improved value for money reporting.	The Trust and its Internal Audit provider has already put in place strengthened measures to ensure the timeliness of delivery of the audit plan. These measure include regular audit manager presence at operational executive committee's and identification of additional resources to support the delivery of the plan. Progress against the plan will continue to be monitored by management and the audit committee. Increased collaboration between management and Internal audit to agree appropriate of scope of audits has also been agreed

## EY | Building a better working world

EY exists to build a better working world, helping to create long-term value for clients, people and society and build trust in the capital markets.

Enabled by data and technology, diverse EY teams in over 150 countries provide trust through assurance and help clients grow, transform and operate.

Working across assurance, consulting, law, strategy, tax and transactions, EY teams ask better questions to find new answers for the complex issues facing our world today.

EY refers to the global organization, and may refer to one or more, of the member firms of Ernst & Young Global Limited, each of which is a separate legal entity. Ernst & Young Global Limited, a UK company limited by guarantee, does not provide services to clients. Information about how EY collects and uses personal data and a description of the rights individuals have under data protection legislation are available via [ey.com/privacy](https://ey.com/privacy). EY member firms do not practice law where prohibited by local laws. For more information about our organization, please visit [ey.com](https://ey.com).

Ernst & Young LLP

The UK firm Ernst & Young LLP is a limited liability partnership registered in England and Wales with registered number OC300001 and is a member firm of Ernst & Young Global Limited.

Ernst & Young LLP, 1 More London Place, London, SE1 2AF.

© 2024 Ernst & Young LLP. Published in the UK.  
All Rights Reserved.

UKC-024050 (UK) 07/22. Creative UK.

ED None

Information in this publication is intended to provide only a general outline of the subjects covered. It should neither be regarded as comprehensive nor sufficient for making decisions, nor should it be used in place of professional advice. Ernst & Young LLP accepts no responsibility for any loss arising from any action taken or not taken by anyone using this material.

[ey.com/uk](https://ey.com/uk)

<p align="center"><b>SUMMARY REPORT</b></p>		<p align="center"><b>COUNCIL OF GOVERNORS PART 1</b></p>				<p align="center"><b>Agenda Item No: 6b</b></p>	
						<p align="center"><b>4 September 2024</b></p>	
<b>Report Title:</b>		<b>Annual Review of External Audit Services</b>					
<b>Report Lead:</b>		Elena Lokteva, Non-Executive Director / Chair of Audit Committee					
<b>Report Author(s):</b>		Clare Barley, Head of Financial Accounts					
<b>Report discussed previously at:</b>		Audit Committee (12/07/2024)					
<b>Level of Assurance:</b>		<b>Level 1</b>	✓	<b>Level 2</b>		<b>Level 3</b>	

<b>Purpose of the Report</b>		
This report provides the Council of Governors with the annual review of external audit services for the 2023/24 financial year.	<b>Approval</b>	✓
	<b>Discussion</b>	
	<b>Information</b>	

<b>Recommendations/Action Required</b>
The Council of Governors is asked to: <ol style="list-style-type: none"> <li>1 Note the contents of the report</li> <li>2 Confirm the reappointment of Ernst and Young as the Trusts external auditors for the 2024/25 financial statements</li> <li>3 Request any further information or action.</li> </ol>

<b>Summary of Key Issues</b>
<p>In line with paragraph 23(2) of Schedule 7 to the National Health Service Act 2006, the Council of Governors are responsible for the appointment of the Trust’s External Auditors. It is also considered good practice that within the term of the contract, the Audit Committee periodically report to the Council of Governors on the performance of the external auditors.</p> <p>Under the contract, the external auditors will automatically be reappointed each year unless either party terminates the agreement. The annual review of performance by the Audit Committee serves to confirm that the reappointment of the external auditors is appropriate.</p> <p>The Trusts external auditors, Ernst and Young (EY), have now completed the second year of their current three year contract (with an option to extend for a further two years). As in previous years, EY has worked collaboratively with the Trust to ensure all national deadlines were met. EY agreed to more ‘on site’ working and this was welcomed by the Trust. The Audit of Accounts process was supplemented with an Interim audit that occurred in January 2024.</p> <p>During the year, there have been some changes in EY personnel, including a new audit manager and some new junior members of the team. As a result of the Trust’s turnover being above £500 million, an Engagement Quality Reviewer was required in order to provide an objective evaluation of the significant judgements made by the audit team and the conclusions reached in preparing the auditor’s report. The operational Partner remained consistent with previous years but it should be noted that if EY are reappointed there is a requirement for Partner rotation. The baseline audit contract fee is £154k.</p> <p>This year’s audit was more complex than 2022/23 including a number of technical accounting items e.g. conversion of PFI lease liability and adoption of IFRS16, pension asset ceilings, additional scrutiny due to statutory Inquiry and a review of progress on CQC action plans. EY responded to these challenges and involved central EY technical teams as required. The Audit Committee did note that responses from the EY technical teams were later than planned, and that a number of late audit requests were made post paper submission to the Audit Committee and the Board. Although improvements in sampling of data was made from the previous year’s</p>

audit, further work will be undertaken in this area ahead of the 2024/25 audit. An audit debrief was undertaken in August between EY and members of the finance team.

On balance, although the audit for 2023/24 has been challenging and complex, the Trust received an unqualified audit opinion with no changes to financial results and a minimal number of presentational changes. In addition EY issued a Value For Money opinion with no exceptions to report. Audit outcomes have therefore been a significant success. EY's general approach remains to support resolution to matters with an acknowledgement that further improvements between parties should be reviewed ahead of the 2024/25 audit. It should be noted that EY have already indicated a focus for 24/25 audit will be on Property, Plant and Equipment valuations with a full, as opposed to desktop valuation required and the Trust is therefore preparing for this.

Overall the Audit Committee was satisfied with the provision of external audit services and their responsiveness and support during the annual accounts process. The Audit Committee recommend that the Council of Governors confirm the reappointment of Ernst and Young for a further year.

**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:**

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

**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**

EY	Ernst and Young	IFRS	International Financial Reporting Standard
----	-----------------	------	--

**Supporting Documents and/or Further Reading**

--

**Lead**

**Elena Lokteva**  
**Non-Executive Director / Chair of Audit Committee**

		<b>Agenda Item No: 6c</b>			
<b>SUMMARY REPORT</b>		<b>COUNCIL OF GOVERNORS PART 1</b>			<b>4 September 2024</b>
<b>Report Title:</b>		<b>Standing Orders for the Council of Governors</b>			
<b>Report Lead:</b>		Denver Greenhalgh, Senior Director of Corporate Governance			
<b>Report Author(s):</b>		Chris Jennings, Assistant Trust Secretary			
<b>Report discussed previously at:</b>		CoG Governance Committee 1 August 2024			
<b>Level of Assurance:</b>		<b>Level 1</b>	✓	<b>Level 2</b>	<b>Level 3</b>

<b>Purpose of the Report</b>		
This report provides the Standing Orders For The Council Of Governors for the required annual review.	<b>Approval</b>	✓
	<b>Discussion</b>	
	<b>Information</b>	

<b>Recommendations/Action Required</b>
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> <li>1 Note the contents of this report.</li> <li>2 Approve the reviewed Standing Orders For The Council Of Governors</li> </ol>

<b>Summary of Key Issues</b>
<p>The Standing Orders (SOs) For The Council Of Governors are required to be reviewed annually. The Council of Governors is required to approve these SOs.</p> <p>The review of the Standing Orders was completed by the Assistant Trust Secretary. The Standing Orders were reviewed by an external legal firm last year to ensure it was in line with the Code of Governance for NHS Providers (April 2023).</p> <p>The review identified a couple of very minor amendments. The SOs were scrutinised by the Council of Governors Governance Committee on the 1 August 2024 and agreed to recommend to the Council of Governors for approval.</p> <p>The Council of Governors is asked to consider and approve the Standing Orders For The Council of Governors for onward presentation to the Board of Directors.</p>

<b>Relationship to Trust Strategic Objectives</b>	
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	

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

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

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

<b>Impact on Statutory Duties and Responsibilities of Council of Governors</b>	
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"> <li>• Standing Orders for the Council of Governors</li> </ul>	✓

<b>Acronyms/Terms Used in the Report</b>	
CoG	Council of Governors

<b>Supporting Documents and/or Further Reading</b>
Standing Orders For The Council Of Governors

<b>Lead</b>
<b>Denver Greenhalgh</b> <b>Senior Director of Corporate Governance</b>

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

<b>POLICY REFERENCE NUMBER:</b>	TB02
<b>VERSION NUMBER:</b>	7
<b>KEY CHANGES FROM PREVIOUS VERSION</b>	Minor amendments
<b>AUTHOR:</b>	Trust Secretary's Office
<b>CONSULTATION GROUPS:</b>	Board of Directors Council of Governors CoG Governance Committee
<b>IMPLEMENTATION DATE</b>	April 2017
<b>AMENDMENT DATE(S)</b>	September 2018, September 2019, November 2019, September 2020, September 2021, November 2022, September 2024
<b>LAST REVIEW DATE</b>	September 2024
<b>NEXT REVIEW DATE</b>	September 2025
<b>APPROVAL BY COUNCIL OF GOVERNORS</b>	4 September 2024
<b>RATIFIED BY BOARD OF DIRECTORS</b>	2 October 2024
<b>COPYRIGHT</b>	© Essex Partnership University NHS Foundation Trust 2019. All rights reserved. Not to be reproduced in whole or part without the permission of the copyright owner

<b>POLICY SUMMARY</b>
The purpose of the Standing Orders for the Council of Governors is to set out the practice and procedures of the Council in order to maintain good standards of governance.
<b>The Trust monitors the implementation of and compliance with this policy in the following ways:</b>
Monitoring of implementation and compliance with the Standing Orders for the Council of Governors will be undertaken by the Trust Secretary.

<b>Services</b>	<b>Applicable</b>	<b>Comments</b>
Trustwide	✓	
Essex MH&LD		
CHS		

**The Director responsible for monitoring and reviewing this policy is the Chief Executive Officer**

<b>INTRODUCTION .....</b>	<b>4</b>
Regulatory Framework .....	4
<b>1. INTERPRETATION.....</b>	<b>5</b>
<b>2. COUNCIL OF GOVERNORS ROLES AND RESPONSIBILITIES .....</b>	<b>6</b>
General Duties .....	6
Chair and Non-Executive Directors .....	6
Chief Executive .....	7
Auditors .....	7
Strategy Planning .....	7
Representing Members and the Public.....	8
<b>3. THE COUNCIL OF GOVERNORS .....</b>	<b>8</b>
3.1 Composition of the Council .....	8
3.2 Appointment of the Chair .....	8
3.3 Terms of Office of the Chair.....	8
3.4 Role of the Chair.....	8
3.5 Role of the Lead Governor.....	8
3.6 Termination of Office and Removal of Governors.....	9
3.7 Vacancies Amongst Governors.....	9
3.8 Appointment and Powers of Vice-Chair.....	9
<b>4. MEETINGS OF THE COUNCIL.....</b>	<b>9</b>
4.2 Admission of the Public and the Press .....	10
4.3 Calling Meetings .....	10
4.4 Notice of Ordinary Meetings .....	10
4.5 Notice of Urgent/Extraordinary Meetings.....	11
4.6 Setting the Agenda.....	11
4.7 Motions.....	12
4.8 Petitions .....	12
4.9 Chair of Meeting .....	12
4.10 Chair's Ruling.....	13
4.11 Record of Attendance .....	13
4.12 Quorum .....	13
4.13 Voting and Decisions .....	14
4.14 Voting by Paper Ballot .....	14
4.15 Prevention of Disorder at a Meeting.....	15
4.16 Written Resolution Process .....	15
4.17 Meetings: Electronic Communication.....	16
4.18 Minutes.....	17
4.19 Additional Powers.....	17
4.20 Variation and Amendment of Standing Orders.....	17
<b>5. ARRANGEMENTS FOR THE EXERCISE OF COUNCIL FUNCTIONS.....</b>	<b>17</b>

<b>6. PREVENTION OF CONFLICTS OF INTEREST.....</b>	<b>18</b>
6.1 Declaration of Interests.....	18
6.2 Register of Interests.....	20
6.3 Interests of Relatives, Spouses and Partners.....	20
6.4 Interest of Governors in Contracts.....	21
<b>7. STANDARDS OF BUSINESS CONDUCT .....</b>	<b>21</b>
7.1 Standards of Conduct.....	21
7.2 Canvassing of, and Recommendations by, Members of the Council of Governors in Relation to Appointments.....	21
<b>8. MISCELLANEOUS.....</b>	<b>22</b>
8.1 Standing Orders to be given to all Governors.....	22
8.2 Review of Standing Orders.....	22
8.3 Potential Inconsistency.....	22
<b>9. DISPUTE RESOLUTION .....</b>	<b>22</b>
<b>10. RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS AND THE COUNCIL OF GOVERNORS .....</b>	<b>22</b>

### **Regulatory Framework**

Essex Partnership University NHS Foundation Trust (the Trust) is a public benefit corporation. It was established on 1<sup>st</sup> April 2017, following the grant of an application pursuant to Section 56 of the National Health Service Act 2006 (the 2006 Act), by Monitor (now part of NHS England).

The functions of the Trust are conferred by this legislation and the Trust will exercise its functions in accordance with the terms of its provider licence (no: 120163) and all relevant legislation and guidance.

These standing orders add clarity and detail where appropriate. Nothing in these standing orders shall override the Trust's constitution, the National Health Service Act 2006, the Health & Social Care Act 2012 and the Health and Care Act 2022.

The Trust's standing orders and wider governance arrangements are further supported by various policies and procedures.

The principal place of business of the Trust is The Lodge, Lodge Approach, Wickford, Essex SS11 7XX.

## 1. INTERPRETATION

- 1.1 Unless otherwise permitted by law, at any meeting of the Council of Governors the Chair of the Trust shall be the final authority on the interpretation of these standing orders (on which they should be advised by the Trust Secretary).
- 1.2 Any expression to which a meaning is given in the National Health Service Act 2006 or regulations made under it shall have the same meaning in these standing orders and in addition:
- 1.2.1 **2006 Act** means the National Health Service Act 2006 (as amended by the Health and Social Care Act 2012).
- 1.2.2 **2012 Act** means the Health & Social Care Act 2012.
- 1.2.3 **Accounting Officer** is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act.
- 1.2.4 **Board of Directors** or **Board** or **Board Member** or **Member of the Board** means the Chair, Executive and Non-Executive Directors of the Trust collectively as a body in accordance with the constitution. This term is used interchangeably with the term **Director**.
- 1.2.5 **Chair of the Board** or **Chair of the Trust** means the person appointed under paragraph 28 of the constitution by the Council of Governors to lead the Board of Directors and to ensure that it successfully discharges its responsibility for the Trust as a whole. The expression “the Chair of the Trust” shall be deemed to include the Vice-Chair of the Trust if the Chair is absent from a meeting or is otherwise unavailable or such other Non Executive Director as may be appointed as acting Chair in accordance with these SO.
- 1.2.6 **Chief Executive** is the person appointed as the Chief Executive Officer (the Accounting Officer) of the Trust under paragraph 31 of the constitution.
- 1.2.7 **Committee** means a committee appointed by the Council of Governors.
- 1.2.8 **Committee members** means persons formally appointed by the Council of Governors to sit on or to chair specific committees.
- 1.2.9 **Constitution** means the Trust’s constitution which has effect in accordance with Section 56(11) of the 2006 Act.
- 1.2.10 **Council of Governors** or **Council** means the Council of Governors of the Trust as described in paragraphs 14 and 18 of the constitution.
- 1.2.11 **Directors** means the Executive and Non-Executive members of the Board of Directors.
- 1.2.12 **Executive Director** means a member of the Board of Directors, including the Chief Executive, appointed under paragraph 31 of the constitution.
- 1.2.13 **Lead Governor** is the person appointed by the Council of Governors in accordance with the *Code of Governance for NHS Providers (May 2022)*.

- 1.2.14 **Licence** means the Trust's provider licence (no: 120163) issued by NHS England (Monitor) on 1<sup>st</sup> April 2017.
  - 1.2.15 **Motion** means a formal proposition to be discussed and voted on during the course of a meeting.
  - 1.2.16 **Non-Executive Director** means a member of the Board of Directors, including the Chair, appointed by the Council of Governors under paragraph 28 of the constitution.
  - 1.2.17 **SOs** mean these Standing Orders (for the Council of Governors).
  - 1.2.18 **Trust** means Essex Partnership University NHS Foundation Trust.
  - 1.2.19 **Trust Secretary** means a person appointed by the Chair and Chief Executive as the Trust Secretary.
  - 1.2.20 **Vice-Chair** means the Non-Executive Director appointed under paragraph 30 of the constitution.
  - 1.2.21 **Working days** a day that is not a Saturday or Sunday, Christmas Day, Good Friday or any day that is a bank holiday.
- 1.3 Words importing the plural shall import the singular and vice-versa.
  - 1.4 Any reference to an Act shall, where appropriate, include any Act amending or consolidating that Act and any regulation or order made under any such Act.

<b>2. COUNCIL OF GOVERNORS ROLES AND RESPONSIBILITIES</b>
---

- 2.1 The purpose of these SOs is to ensure that the highest standards of corporate governance and conduct are applied to all Council meetings and associated deliberations.
- 2.2 The roles and responsibilities of the Council which are to be carried out in accordance with the Trust's constitution, license and the *Code of Conduct for NHS Provider Trusts (February 2023)* (and any subsequent versions) are:

**General Duties**

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

**Chair and Non-Executive Directors**

- 2.2.3 To approve the policies and procedures for the appointment and removal of the Chair and/or Non-Executive Directors in accordance with any guidance issued by NHS England and on the recommendation of the Council's Nominations Committee.

- 2.2.4 To appoint and remove the Chair and other Non-Executive Directors. The Council should only exercise its power to remove the Chair or any other Non-Executive Directors after exhausting all means of engagement with the Board.
- 2.2.5 To approve the policies and procedures for the appraisal of the Chair and Non-Executive Directors on the recommendation of the Council's Remuneration Committee. The performance of Non-Executive Directors should be subject to regular appraisal and review. All Non-Executive Directors should be submitted for re-appointment at regular intervals. The Council should ensure planned and progressive refreshing of the Non-Executive Directors.
- 2.2.6 To decide the remuneration, allowances and other terms of office for the Chair and Non-Executive Directors having regard to the recommendations of the Council's Remuneration Committee. Professional advisers should be consulted to market test the remuneration levels of the Chair and other Non-Executives Directors at least once every three years and when there is a material change to the remuneration of the Chair or another Non-Executive Director.

### **Chief Executive**

- 2.2.7 To approve the appointment of the Chief Executive of the Trust.

### **Auditors**

- 2.2.8 To approve the criteria for the appointment, removal and re-appointment of the auditor.
- 2.2.9 To appoint, remove and reappoint the auditor having regard to the recommendation of the Trust's Audit Committee.

### **Strategy Planning**

- 2.2.10 To provide feedback to the Board on the development of the strategic direction of the Trust, as appropriate.
- 2.2.11 To collaborate with the Board in the development of the Trust's forward plan.
- 2.2.12 Where the forward plan contains a proposal that the Trust will carry out activities other than the provision of goods and services for the purpose of the NHS in England, to determine whether it is satisfied that the carrying out of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions, and notify its determination to the Board.
- 2.2.13 Where the Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purpose of the NHS in England, approve such a proposal.
- 2.2.14 To approve entering into any significant transactions (as defined under paragraph 49 and Annex 9 of the constitution) in accordance with the 2006 Act and the constitution.
- 2.2.15 When appropriate, to make recommendations for the revision of the constitution and approve any amendments to the constitution in accordance with the 2006 Act and the constitution.
- 2.2.16 To receive the Trust's annual accounts, any report of the auditor on them, and the annual report at a general meeting of the Council.

## **Representing Members and the Public**

- 2.2.17 To prepare and from time to time review the Trust's membership engagement strategy and policy.
- 2.2.18 To notify NHS England, via the Lead Governor, if the Council is concerned that the Trust is at risk of breaching the terms of its licence, and if these concerns cannot be resolved at local level.
- 2.2.19 To report to the members annually on the performance of the Council.
- 2.2.20 To promote membership of the Trust and contribute to opportunities to recruit and engage members in accordance with the membership strategy.
- 2.2.21 To seek the views of stakeholders and feedback to the Board.
- 2.3 All business shall be conducted in the name of the Trust.

## **3. THE COUNCIL OF GOVERNORS**

### **3.1 Composition of the Council**

The composition of the Council shall be in accordance with paragraph 14 of the constitution.

### **3.2 Appointment of the Chair**

The Chair is appointed by the Council as set out in paragraph 28 of the constitution.

### **3.3 Terms of Office of the Chair**

The provisions governing the period of tenure of office of the Chair are set out in Board of Directors SO 2.8.

### **3.4 Role of the Chair**

3.4.1 The Chair is not a member of the Council. However, under the regulatory framework, they preside at meetings of the Council and holds a second or casting vote.

3.4.2 Where the Chair has died or has ceased to hold office, or where they are unable to perform their duties as Chair owing to illness or any other cause, and there will be an absence of a Chair for less than 3 months the Vice-Chair of the Board shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these SOs shall, so long as there is no Chair able to perform their duties, be taken to include references to the Vice-Chair.

3.4.3 Where an absence of the Chair has or will exceed a period of 3 months the Council at a general meeting shall appoint one of the Non-Executive Directors as the acting Chair. Before a resolution for such an appointment is passed, the Board shall be entitled to advise the Council of the Non-Executive Director (who may be the Vice-Chair) who is recommended by the Board of Directors for that appointment. This recommendation will not, however, be binding upon the Council of Governors; it will be presented to the Council of Governors at its meeting before it comes to its decision. The Vice Chair shall act as Chair until an appointment of an acting Chair is made by the Council.

### **3.5 Role of the Lead Governor**

3.5.1 The Lead Governor shall be appointed by the Council.

3.5.2 The Lead Governor will facilitate communication between NHS England and the Council where Governors have concerns about the leadership provided to the Trust by the Board or in circumstances where it would be inappropriate for the Chair to contact NHS England, or vice versa (for example, regarding concerns about the appointment or removal of the Chair).

3.5.3 Having a Lead Governor does not prevent any other Governor from making contact with NHS England directly if they feel this is necessary. However, any Governor should consider contacting the Lead Governor prior to contact with NHS England. For the avoidance of doubt, a person holding the role of Lead Governor shall not assume greater power or responsibility than other Governors. Where the Trust chooses to broaden the Lead Governor's role, the Chair and the Council should agree what powers should be included.

### **3.6 Termination of Office and Removal of Governors**

Paragraphs 16, 17 and Annex 6 paragraph 5 of the constitution sets out the period of tenure of office of Governors and provisions relating to the termination or suspension of office of Governors.

### **3.7 Vacancies amongst Governors**

3.7.1 Where a vacancy arises amongst the appointed Governors, the Trust Secretary shall request that the appointing organisation appoints a replacement.

3.7.2 Where a vacancy arises amongst the elected Governors within the first 24-months of their term of office, the Trust Secretary shall offer the next highest polling candidate in the election for that post the opportunity to assume the vacant office for the unexpired balance of the retiring member's term of office. If that candidate does not wish to fill the vacancy, it will then be offered to the next highest polling candidate and so on until the vacancy is filled.

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

### **3.8 Appointment and Powers of Vice-Chair**

3.8.1 The Council at a general meeting shall appoint one of the Non-Executive Directors as a Vice-Chair in accordance with paragraph 30.1 of the constitution and, in similar manner, shall remove any person so appointed from that position and appoint another Non-Executive Director in their place.

3.8.2 In line with paragraph 30.2 of the constitution, before a resolution for any such appointment is passed, the Board may decide which of the Non-Executive Directors it recommends for that appointment; the Chair shall advise the Council of the recommendation from the Board which will not be binding upon the Council but will be presented to the Council at its meeting before it comes to a decision.

3.8.3 Subject to SO 3.4.2 and SO 3.4.4 in the absence of the Chair, the Vice-Chair shall be the acting Chair of the Trust.

3.8.4 Any Non-Executive Director so appointed may at any time resign from the office of Vice-Chair by giving notice in writing to the Chair. The Council may then appoint another Vice-Chair in accordance with paragraph 30.1 of the constitution and SO 3.8.

## **4. MEETINGS OF THE COUNCIL**

4.1 Subject to SOs 4.2.1 and 4.2.2 below and any other provisions of these SOs, the Council may only exercise any powers and make decisions when in formal session. The Council may be advised by committees appointed by the Council but may not devolve any decision making powers to these committees, which, for the avoidance of doubt, shall operate as working groups of the Council.

#### **4.2 Admission of the Public and the Press**

4.2.1 The meetings of the Council shall be open to members of the public and the press.

4.1.1 Members of the public and the press may be excluded from a meeting for special reasons. Special reasons include for reasons of commercial confidentiality. The Council will resolve that:

*“In accordance with paragraph 34.1 of the constitution and paragraph 13(2) of Schedule 7 of the 2006 Act, the Council of Governors resolves that there are special reasons to exclude members of the public from Part 2 of this meeting having regard to commercial sensitivity and/or confidentiality and/or personal information and/or legal professional privilege in relation to the business to be discussed.”*

4.1.2 The Chair may exclude any person from a meeting of the Council if that person is interfering with or preventing the proper conduct of the meeting.

4.1.3 Nothing in these SOs shall require the Council to allow members of the public to record proceedings in any manner whatsoever, other than writing, or to make any oral report of proceedings as they take place, without the prior agreement of the Council.

4.1.4 Matters discussed at a meeting following the exclusion of the public and representatives of the media shall be confidential to the Council and shall not be disclosed by any person attending the meeting without the consent of the Chair of the meeting.

4.1.5 All decisions taken in good faith at a meeting of the Council or of any committee shall be valid even if there is any vacancy in its membership or it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of the Governors attending the meeting.

#### **4.3 Calling Meetings**

4.1.6 Ordinary meetings of the Council shall be held at such times and places or via digital platforms as the Council may determine.

4.1.7 There shall be not less than four meetings in any year except in exceptional circumstances.

4.1.8 Meetings of the Council may be called by the Trust Secretary, or by the Chair. Not less than one-third of the Governors in office can requisition the Trust Secretary to call a meeting at any time by giving written notice to the Trust Secretary stating the business to be considered at the meeting.

#### **4.4 Notice of Ordinary Meetings**

4.1.9 The Trust Secretary shall give to all Governors at least 10 (ten) working days written notice of the date and place of every ordinary meeting of the Council.

4.1.10 Agendas will be sent to Governors not later than three (3) working days before the meeting and supporting papers, whenever possible, shall accompany the

agenda, save in the case of the need to conduct urgent business under a meeting called under paragraph 4.5.1.

4.1.11 A notice or other document(s) to be served upon a Governor under these SOs shall be delivered by hand or sent by post to the Governor at the place of residence which he shall have last notified to the Trust, or where sent by email, to the address which he shall have last notified to the Trust as the address to which a notice or other document may be sent by electronic means.

4.1.12 A notice or other document(s) where delivered by hand or sent by post shall be presumed to have been served on the next working day following the day it was sent and where it was sent by email at the time at which the email is sent.

4.1.13 Failure to serve notice and supporting papers on any Governor shall not affect the validity of an ordinary meeting.

4.4.6 Save in the case of urgent meetings, for each meeting of the Council a public notice of the time and place of the meeting, and the public part of the agenda, shall be displayed at the Trust's office and on the Trust's internet site for general access at least three working days before the meeting.

#### **4.5 Notice of Urgent/Extraordinary Meetings**

4.1.14 At the request of the Chair or not less than one-third of Governors, the Trust Secretary shall send written notice of a meeting to all Governors as soon as possible after receipt of such a request. The Trust Secretary shall give Governors as much notice of the meeting as is practicable in light of the urgency of the request.

4.1.15 If the Trust Secretary does not call a meeting of the Council of Governors within ten (10) working days of receiving a requisition from Governors pursuant to SO 4.3.3, the Governors who made the requisition may convene the meeting themselves by giving written notice to all Governors; this notice must be signed by all of the Governors who signed the requisition. A meeting called under this SO may only consider the business set out in the requisition.

4.1.16 In the case of a meeting called under SO 4.4.2, 4.4.3 or 4.5.1, the notice shall be signed by the Chair or by at least one-third of Governors in office.

4.1.17 No business at a meeting called under SO 4.4.2, 4.4.3 or 4.5.1 shall be transacted at that meeting other than that specified in the notice. Agendas will be sent to Council members three (3) working days before the meeting and supporting papers, shall accompany the agenda, save in the case of urgent meetings.

4.1.18 In the case of a meeting called under SOs 4.4.2, 4.4.3 and 4.5.1 failure to serve such a notice on more than three (3) Governors will invalidate the meeting.

#### **4.6 Setting the Agenda**

4.1.19 The Council may determine that certain matters shall appear on every agenda for an ordinary meeting and shall be addressed prior to any other business being conducted.

4.1.20 A Governor desiring a matter to be included on an agenda shall make their request in writing to the Chair at least seven (7) working days before the meeting. The request should state whether the item of business is proposed to

be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 10 (ten) working days before a meeting may be included on the agenda at the discretion of the Chair.

#### **4.7 Motions**

4.1.21 **Notices of motion:** A Governor desiring to move or amend a motion shall send a written notice thereof at least seven (7) working days before the meeting to the Chair who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This SO shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda.

4.1.22 **Withdrawal of motion or amendment:** A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

4.1.23 **Motion to Rescind a Resolution:** Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the Governor who gives it and also the signature of four other Governors. Such notice shall be sent to the Chair at least 10 (ten) working days before the meeting, who shall insert it in the agenda for the meeting. When any such motion has been disposed of by the Council, no Governor may propose a motion to the same effect within six months. However, the Chair may do so if they consider it appropriate.

4.1.24 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

4.1.25 When a motion is under discussion or immediately prior to discussion, it shall be open to a Governor to move one of the following motions:

- (a) an amendment to the motion
- (b) the adjournment of the discussion or the meeting
- (c) that the meeting proceed to the next business\*
- (d) the appointment of an ad hoc committee to deal with a specific item of business; or
- (e) that the motion be now put\*

Provided that in the case of sub-paragraphs denoted by \* above and to ensure objectivity, motions may only be put by a Governor who has not previously taken part in the debate.

4.1.26 No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

#### **4.8 Petitions**

Where a petition has been received by the Trust not less than 10 (ten) working days before a meeting of the Council, the Chair of the Council shall include the petition as an item for the agenda of the next meeting of the Council.

#### **4.9 Chair of Meeting**

4.1.27 At any meeting of the Council the Chair, if present, shall preside. If the Chair is absent from the meeting, the Vice-Chair or another Non-Executive Director, if there is one present, shall preside.

4.1.28 If the Chair, Vice-Chair and all Non-Executive Directors are absent, the Lead Governor, if present, shall preside. If the Lead Governor is not present, such Governor to be appointed from amongst the Council present shall preside.

#### **4.10 Chair's Ruling**

Statements of Governors made at meetings of the Council shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be final.

#### **4.11 Record of Attendance**

4.1.29 The names of the Chair and Governors present at a meeting shall be recorded in the minutes. Board Directors who attend a meeting will be recorded in the minutes as 'in attendance'.

4.1.30 Governors who are unable to attend a Council meeting should advise the Trust Secretary in advance of the meeting so that their apologies may be submitted.

4.1.31 A meeting of the Council refers to officers being physically present or officers being present via the use of technology, as defined in SO 4.12.6.

#### **4.12 Quorum**

4.1.32 The quorum for every meeting of the Council shall be one-third of the total number of Governors in office on the date of the meeting, a majority of whom must be Public Governors.

4.1.33 If at the time of the meeting no quorum is present:

- (a) The Chair shall announce a 30 minute delay
- (b) If after the delay a quorum is present, the meeting shall proceed
- (c) If a quorum is not present after the delay, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such a time and place as the Chair shall determine and a notice of the adjourned meeting shall be circulated to Council members. When the meeting reconvenes, if a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of Governors present during the meeting is to be a quorum

4.1.34 Where during a meeting of Council a quorum is no longer present:

- (a) The Chair shall announce a five (5) minute delay
- (b) If after the delay there remains no quorum, the Council meeting shall be adjourned

4.1.35 Where the Council is adjourned under SO 4.12.3(b), the Trust Secretary shall list the uncompleted business from the meeting as the first items for consideration at the next following meeting of Council.

4.1.36 If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest, they shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

4.1.37 Governors may participate (and vote) in its meetings by telephone, teleconference, video or computer link in accordance with SO 4.19 below.

Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

#### **4.13 Voting and Decisions**

- 4.1.38 At the end of a discussion on business not subject to a decision, the Chair may summarise the view of the Council for recording in the minutes.
- 4.1.39 On any matter requiring a decision, Council shall determine its position by voting.
- 4.1.40 Subject to statutory or constitutional requirements, a decision of the Council is reached by a majority of Governors present and voting. Votes in abstention shall not be counted in determining a majority. In the case of the number of votes for and against a motion being equal, the Chair of the meeting shall have a second or casting vote. No resolution can be passed if it is opposed by all of the Public Governors present and voting.
- 4.1.41 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.
- 4.1.42 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands.
- 4.1.43 On the request of the one-third of the Governors present, a recorded vote shall be taken:
- (a) The Trust Secretary will call the names of all Governors
  - (b) Each Governor shall declare their vote as 'In Favour', 'Against' or 'Abstain'
  - (c) The vote of each Governor shall be recorded in the minutes accordingly
- 4.1.44 On the request of the majority of Governors present at the meeting, a vote may be taken by secret ballot:
- (a) Each Governor shall be issued with a ballot paper allowing a vote of 'In Favour', 'Against' or 'Abstain'
  - (b) Each Governor shall have the opportunity to vote in secret
  - (c) The Trust Secretary shall count the ballots, and record the number of votes cast for each option on the minutes
  - (d) Governors may not record their vote in the minutes if a secret ballot is taken.

#### **4.14 Voting by Paper Ballot**

- 4.1.45 If the Chair of the Trust calls an extraordinary meeting of the Council under SOs 4.4.2, 4.4.3 and 4.5.1 they may, subject to SO 4.14.2 below, determine that any Governor may cast their vote on the matter(s) to be dealt with at the meeting by paper ballot in accordance with the process set out at SOs 4.14.3 - 4.14.5 (inclusive) below.
- 4.1.46 The Chair may only determine that Governors may cast their vote by paper ballot on any matter where this is compatible with the 2006 Act.
- 4.1.47 Where the Chair makes a determination pursuant to SO 4.14.1 in respect of any extraordinary meeting of the Council, the Trust Secretary shall circulate a ballot paper to all of the Governors together with the papers for the meeting.

- 4.1.48 Any Governor may cast their vote at the meeting or by:
- (a) marking the ballot paper, in accordance with the instructions on the ballot paper, to show how he wishes to vote
  - (b) subject to SO 4.14.6, signing the ballot paper
  - (c) returning the ballot paper to the Trust Secretary so that it arrives before the date and time stipulated on the ballot paper.
- 4.1.49 Governors must return the ballot paper by hand, by email or by post. Any ballot paper received on or after the date and time stipulated shall be rejected.
- 4.1.50 If a Governor returns a ballot paper to the Trust Secretary by email, the ballot paper does not have to be signed by the relevant Governor provided that it is returned from an email address that the Governor has previously notified to the Trust Secretary.
- 4.1.51 Any votes duly cast by paper ballot shall be added to the votes cast by Governors voting in person at the meeting. Unless otherwise provided by the Trust's constitution or by law, every matter shall be determined by a majority of votes cast and, in the case of the number of votes for and against a motion being equal, the Chair of the meeting shall have a second or casting vote. No resolution can be passed if it is opposed by all of the Public Governors voting, whether at the meeting or by paper ballot.
- 4.1.52 The Trust Secretary shall ensure that the Trust keeps a record, in writing, of all ballot papers for at least twelve (12) months from the date of the meeting in respect of which the votes were cast. The votes (whether in person or by ballot) shall be recorded in the minutes in accordance with SO 4.13.

#### **4.15 Prevention of Disorder at a Meeting**

If there is disorder in the public gallery (including members of the public attending in a virtual capacity) at a meeting of the Council:

- 4.1.53 The Chair may direct those causing the disorder to leave the meeting, and they shall thereupon leave and not return to the meeting.
- 4.1.54 The Chair may suspend the meeting to a stated time (not longer than 30 minutes from the time of the suspension) to allow order to be restored.
- 4.1.55 If those causing disorder refuse to comply with the Chair's direction, the Chair may move *that the public gallery be cleared to allow the Council to proceed in proper order*.
- 4.1.56 A motion under SO 4.15.3 shall be voted on immediately and without debate.
- 4.1.57 If Council agrees to a motion under SO 4.15.3, the Chair shall suspend proceedings until the public gallery is cleared; the gallery shall remain cleared for the remainder of the meeting, unless the Council shall otherwise decide.

#### **4.16 Written Resolution Process**

- 4.1.58 Subject to SO 4.16.2, the Council may use the process for adopting a written resolution set out in this SO 4.16 to enable it to transact business between meetings of the Council. The process for adopting a written resolution shall not be used to replace meetings of the Council.
- 4.1.59 The Council may only use a written resolution for transacting business where this is compatible with the 2006 Act.

### **Proposing written resolutions**

- 4.1.60 At the Chair's request, the Trust Secretary shall propose a written resolution to the Governors.
- 4.1.61 A written resolution is proposed by giving notice of the proposed resolution to the Governors. Such notice shall stipulate:
- (a) the proposed resolution; and
  - (b) the long-stop date by which the written resolution is to be adopted, which shall be not less than ten (10) days from the date the written resolution is dispatched by the Trust Secretary
  - (c) Notice of a proposed written resolution must be given in writing to each Governor. Notice by email or post is permitted.

### **Adopting written resolutions**

- 4.1.62 Unless otherwise provided by the Trust's constitution or by law and subject to SO 4.16.7 below, a proposed written resolution shall be adopted when it has been signed and returned to the Trust Secretary by hand, by email or by post by a majority of the Governors.
- 4.1.63 If a Governor returns a written resolution to the Trust Secretary by email, the written resolution does not have to be signed by the relevant Governor provided that it is returned from an email address that the Governor has previously notified to the Trust Secretary.
- 4.1.64 For the avoidance of doubt, the proposed written resolution shall lapse if it has not been returned by the requisite number of Governors pursuant to SO 4.16.6 above, by the longstop date.
- 4.1.65 Once a written resolution has been adopted, it shall be treated as if it had been a decision taken at a Council of Governors' meeting in accordance with these SOs.
- 4.1.66 The Trust Secretary shall ensure that the Trust keeps a record, in writing, of all written resolutions for at least six (6) years from the date of their adoption.

### **4.17 Meetings: Electronic Communication**

- 4.1.67 In this SO, 'communication' and 'electronic communication' shall have the meanings as set out in the Electronic Communications Act 2000 or any statutory modification or re-enactment thereof.
- 4.1.68 A Governor in electronic communication with the Chair and all other parties to a meeting of the Council or of a committee of the Council shall be regarded for all purposes as being present and personally attending such a meeting provided that, and only for so long as, at such a meeting they have the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication.
- 4.1.69 A meeting at which one or more of the Governors attends by way of electronic communication shall be deemed to be held at such place at which the Chair is physically present. If the meeting takes places by way of electronic communication entirely, the meeting shall deemed to have been held via the electronic communication platform and will be recorded in the minutes as such.

- 4.1.70 Meetings held in accordance with this SO are subject to SO 4.12. For such a meeting to be valid, a quorum must be present and maintained throughout the meeting.
- 4.1.71 The minutes of a meeting held in this way must state that it was held (whether wholly or partly) by electronic communication and that the Governors were all able to hear each other and were present throughout the meeting.

#### **4.18 Minutes**

- 4.1.72 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next meeting where they will be signed by the person presiding at it, including electronically.
- 4.1.73 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.
- 4.1.74 Minutes shall be retained in the Trust Secretary's office.
- 4.1.75 Minutes shall be circulated in accordance with Governors' wishes. Where providing a record of a public meeting the minutes shall be made available to the public.

#### **4.19 Additional Powers**

- 4.1.76 The Council may require one or more of the Directors to attend a Council meeting to obtain information about the Trust's performance of its functions or the directors' performance of their duties, and to help the Council to decide whether to propose a vote on the Trust's or Directors' performance.
- 4.1.77 The Trust may choose to involve Governors in hospital/service visits or volunteering. However, Governors acknowledge that they do not have a right to inspect Trust property or services and they are not under a duty to meet patients and conduct quality reviews.
- 4.1.78 Governors may refer a question concerning whether the Trust has failed, or is failing, to act in accordance with its constitution, or Chapter 5 of the 2006 Act to the Panel for Advising Governors appointed by NHS England under the 2006 Act.

#### **4.20 Variation and Amendment of Standing Orders**

- 4.1.79 Any variation of these SOs shall not constitute a variation of the constitution. These SOs shall be amended only if:
- (a) unless proposed by the Chair, a notice of motion under SO 4.7 has been given; and
  - (b) not fewer than half of the Trust's Governors vote in favour of amendment; and
  - (c) at least half of the Governors are present at the meeting at which the amendment is considered; and
  - (d) the variation proposed does not contravene a statutory provision or requirement, condition or notice issued by NHS England; and
  - (e) the amendment is approved by the Council.

### **5. ARRANGEMENTS FOR THE EXERCISE OF COUNCIL FUNCTIONS**

- 4.2 The Council may not delegate its functions to any committee of the Council. Subject to the constitution and any requirements of NHS England, the Council may appoint

committees to assist the Council in the proper performance of its functions under the constitution and the regulatory framework, consisting wholly of the Chair and members of the Council.

- 4.3 A committee appointed under this SO 5 may, subject to such requirements, conditions or notices as may be given by NHS England or such directions as may be issued by the Council, appoint sub-committees consisting wholly of members of the committee.
- 4.4 The SOs of the Council, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Council. In which case the term "Chair" is to be read as a reference to the chair of the committee as the context permits, and the terms "member of the Council" or "Governor" is to be read as a reference to a member of the committee also as the context permits.
- 4.5 There is no requirement to hold meetings of committees established by the Council in public.
- 4.6 Each such committee shall have such terms of reference and be subject to such conditions (as to reporting back to the Council), as the Council shall decide and shall be in accordance with the regulatory framework and any requirement, condition, notice or guidance issued by NHS England. Such terms of reference shall have effect as if incorporated into the SOs.
- 4.7 The Council shall approve the terms of reference and appointments to each of the committees which it has formally constituted.
- 4.8 The committees established by the Council shall be such committees as are required to assist the Council in discharging its responsibilities.
- 4.9 A Governor and/or a member of a committee of the Council and/ or any non-Governor shall not disclose a matter dealt with by, or brought before, the Council or a committee of the Council without the permission of the Council or such committee (as applicable) until such matter shall have been concluded or in the case of such committee, until the committee shall have reported to the Council.
- 4.10 A Governor or a non-Governor in attendance at a committee or of a meeting of the Council shall not disclose any matter dealt with by the committee or the Council, notwithstanding that the matter has been reported or concluded, if the Council or committee resolves that it is confidential.
- 4.11 The Trust Secretary or their deputy or assistant will attend all meetings of the committees in support of them.
- 4.12 Notwithstanding anything in these SOs, the Chair and Governors may meet informally or as a committee of the Council at any time and from time to time, and shall not be required to admit any member of the public or any representative of the media to any such meeting or to send a copy of the agenda for that meeting or any draft minutes of that meeting to any other person or organisation. For the avoidance of doubt, no business shall be conducted at such meetings.

## **6. PREVENTION OF CONFLICTS OF INTEREST**

### **6.1 Declaration of Interests**

- 4.12.1 The Trust recognises that, as volunteers, Governors may have private interests that could conflict with those of the Trust. It is the responsibility of Governors to ensure that any potential conflicts of interest are registered and

declared at meetings in accordance with this SO and paragraph 22 of the constitution.

- 4.12.2 The Trust policy for Conflicts of Interest, Gifts and Hospitality (CP80) defines a conflict of interest as “A set of circumstances by which a reasonable person would consider that an individual’s ability to apply judgement or act, in the context of delivering, commissioning, or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold”.
- 4.12.3 A conflict of interest may be
- **Actual:** There is a material conflict between one or more interests.
  - **Potential:** There is the possibility of a material conflict between one or more interests in the future.
- 6.1.4 Governors may hold interests for which they cannot see potential conflict. However, caution is always advisable because others may see if different and perceived conflicts of interests can be damaging. All interests should be declared where there is a risk of perceived improper conduct.
- 6.1.5. Interests fall into the following categories:
- (a) **Financial interests:** Where an individual may get direct financial benefit<sup>1</sup> from the consequences of a decision they are involved in making.
  - (b) **Non-financial professional interests:** Where an individual may obtain a non-financial professional benefit from the consequences of a decision they are involved in making, such as increasing their professional reputation or promoting their professional career.
  - (c) **Non-financial personal interests:** Where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.
  - (d) **Indirect interests:** Where an individual has a close association<sup>2</sup> with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest and could stand to benefit from a decision they are involved in making.
- 4.12.4 Governors must declare interests which are relevant and material to the Council. All existing Governors should declare such interests. Any Governors appointed subsequently should do so on appointment
- 4.12.5 At the time Governor’s interests are declared they should be recorded in the Council register of interests and in the minutes of the relevant meeting at which the declaration is made. Any changes in interests should be declared at the next meeting following the change occurring.
- 4.12.6 Governors’ directorships of companies likely or possibly seeking to do business with the NHS should be published in the annual report. The information should be kept up to date for inclusion in succeeding annual reports.

---

<sup>1</sup> This may be a financial gain, or avoidance of a loss.

<sup>2</sup> A common sense approach should be applied to the term ‘close association’. Such an association might arise, depending on the circumstances, through relationships with close family members and relatives, close friends and associates, and business partners.

- 4.12.7 During the course of a meeting of the Council, if a conflict of interest is established, the Governor concerned should withdraw from the meeting and play no part in the relevant discussion or decision.
- 4.12.8 There are a number of common situations which can give rise to risk of conflicts of interest, as follows:
- Gifts
  - Hospitality
  - Outside employment
  - Shareholdings and other ownership issues
  - Patents
  - Loyalty interests
  - Donations
  - Sponsored events
  - Sponsored research
  - Sponsored posts
  - Clinical private practice
- 4.12.9 The interests of Governors' spouses or partners if living together, in contracts are to be declared. If Governors have any doubt about the relevance of an interest, this should be discussed with the Chairman. Financial Reporting Standard No 8 (issued by the Accounting Standards Board) specifies that influence rather than the immediacy of the relationship is more important in assessing the relevance of an interest. The interests of partners in professional partnerships including general practitioners should also be considered.

## **6.2 Register of Interests**

- 6.2.1 The Trust Secretary will ensure that a register of interests is established to record formally declarations of interests of Governors. In particular the register will include details of all directorships and other actual and potential interests which have been declared by Governors, as defined in paragraphs 22 of the constitution and SO 6.1.3.
- 6.2.2 The Trust Secretary shall keep these details up to date by means of an annual review of the register, for which Governors will be required to complete a further declaration via an Annual Declaration of Interest Form. It is the responsibility of each Governor to provide an update to the Trust Secretary of their register entry if their interests change. The form will also require Governors to provide consent to process and publish this information as per GDPR or equivalent requirements.
- 6.2.3 The register will be available to the public and the Trust Secretary will take reasonable steps to bring the existence of the register to the attention of the local population and to publicise arrangements for viewing it.
- 6.2.4 In establishing, maintaining, updating and publicising the register, the Trust shall comply with all guidance issued from time to time by the NHSE/I.

## **6.3 Interests of Relatives, Spouses and Partners**

- 6.3.1 A Governor is required to declare, as if it was their own interest, interests owned or otherwise held by:

- 4.12.9.1 Their spouse or civil partner

- 4.12.9.2 Any person with whom they have a long-term relationship as a couple on a domestic basis
- 4.12.9.3 Their children, step-children or other minors living in the same household as them
- 4.12.9.4 Any parent, grandparent, uncle or aunt living in the same household as them

4.12.10 Where a declaration is made under SO 6.3, the Governor shall declare and the Trust Secretary shall note on the Register:

- 4.12.10.1 The name of the individual having the interest
- 4.12.10.2 Their relationship to the Governor making the declaration.

#### **6.4 Interest of Governors in Contracts**

4.12.11 If it comes to the knowledge of a Governor that a contract in which they have any pecuniary interest not being a contract to which they are themselves a party, has been, or is proposed to be, entered into by the Trust he shall, at once, give notice in writing to the Trust Secretary of the fact that he is interested therein. In the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

4.12.12 A Governor should also declare to the Trust Secretary any other employment or business or other relationship of theirs, or of a cohabiting spouse, civil partner or person living together with them as partner, that conflicts or might reasonably be predicted could conflict with the interests of the Trust. Interests, employment or relationships declared, are to be entered in a register of Governor's interests.

4.12.13 Further details are included in the Conflict of Interest, Gifts and Hospitality policy & procedure.

<b>7. STANDARDS OF BUSINESS CONDUCT</b>
---

#### **7.1 Standards of Conduct**

4.12.14 The Council shall agree, from time to time, codes of conduct for the proper execution of the office of Governor.

4.12.15 Governors must comply with the Council's *Code of Conduct*, the requirements of the regulatory framework, the constitution and any guidance, requirement condition or notice issued by NHS England.

#### **7.2 Canvassing of, and Recommendations by, Members of the Council of Governors in Relation to Appointments**

7.2.1 Except in relation to the appointment of a person as a member of the Trust, a Governor shall not solicit for any person any appointment under the Trust or recommend any person for such appointment, but this SO shall not preclude a Governor from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

7.2.2 This SO does not prevent a Governor from contributing to the appointment of a Non-Executive Director to the Trust or the Chief Executive in accordance with the statutory requirements.

- 7.2.3 Informal discussions outside appointment panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.

## **8. MISCELLANEOUS**

### **8.1 Standing Orders to be given to all Governors**

It is the duty of the Trust Secretary to ensure that existing Governors and all new appointees are notified of and understand their responsibilities within these SOs.

### **8.2 Review of Standing Orders**

The SOs shall be reviewed annually by the Council. The requirement for review extends to all documents having the effect as if incorporated in the SO.

### **8.3 Potential Inconsistency**

In the event of any conflict or inconsistency between these SOs and any of the legislation and guidance listed in these SOs, the legislation shall prevail. In the event of any conflict or inconsistency between these SOs and the licence and/or the constitution, the licence and/or the constitution shall prevail.

## **9. DISPUTE RESOLUTION**

8.1 Where there is a dispute between the Council of Governors and the Board of Directors, Governors shall follow the procedure set out in the current *Council of Governors Policy for Engagement with the Board of Directors where there is disagreement and/or concerns regarding performance*.

8.2 Where a dispute arises out of or in connection with the constitution, including the interpretation of these SOs and the procedure to be followed at meetings of the Board, the Trust and the parties to that dispute shall use all reasonable endeavours to resolve the dispute as quickly as possible.

8.3 Where a dispute arises that involves the Chair, the dispute shall be referred to the Senior Independent Director who will use all reasonable efforts to mediate a settlement to the dispute.

8.4 For the avoidance of doubt, the Trust Secretary shall deal with any membership queries and other similar questions in the first place including any voting or legislation issues and shall otherwise follow a process for resolving such matters in accordance with any procedures agreed by the Board.

## **10. RELATIONSHIP BETWEEN THE BOARD OF DIRECTORS AND THE COUNCIL OF GOVERNORS**

10.1 Governors should discuss and agree with the Board how they will undertake their statutory roles and responsibilities, and any other additional roles, giving due consideration to the circumstances of the Trust and the needs of the local community and emerging good practice.

10.2 Governors should work closely with the Board and must be presented with, for consideration, the annual report and accounts (including any report of the auditor on them) and the annual plan at a general meeting. The Governors must be consulted on the development of forward plans for the Trust and any significant changes to the delivery of the Trust's business plan.

10.3 The annual report should state how performance evaluation of the Board, its committees, and its Directors, including the Chairman is conducted and the reason why the Trust adopted a particular method of performance evaluation.

- 10.4 The annual report should identify the members of the Council, including a description of the constituency or organisation that they represent, whether they were elected or appointed, and the duration of their appointments. The annual report should also identify the appointed Lead Governor. A record should be kept of the number of meetings of the Council and the attendance of individual Governors and Directors and it should be made available to members on request.
- 10.5 The Council should take the lead in agreeing with the Audit Committee the criteria for appointing, re-appointing and removing external auditors. The Council will need to ensure they have the skills and knowledge to choose the right external auditor and monitor their performance. However, they should be supported in this task by the Trust's Audit Committee, which provides information to the Governors on the external auditor's performance as well as overseeing the Trust's internal financial reporting and internal auditing.
- 10.6 If the Council does not accept the Audit Committee's recommendations, the Board should include in the annual report a statement from the Audit Committee explaining the recommendation and should set out reasons why the Council has taken a different position.
- 10.7 The annual report should describe the process followed by the Council in relation to appointments of the Chair and Non-Executive Directors.

**END**

<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>		<b>4 September 2024</b>			
<b>Report Title:</b>		<b>Deputy Lead Governor Election</b>				
<b>Report Lead:</b>		Denver Greenhalgh, Senior Director of Corporate Governance				
<b>Report Author(s):</b>		Teresa Bradford, Council of Governors & Membership Administrator				
<b>Report discussed previously at:</b>		CoG Governance Committee 1 August 2024				
<b>Level of Assurance:</b>		<b>Level 1</b>	✓	<b>Level 2</b>	<b>Level 3</b>	

**Purpose of the Report**

This report sets out the role description, process and timetable for the appointment of the Deputy Lead Governor.	<b>Approval</b>	✓
	<b>Discussion</b>	
	<b>Information</b>	

**Recommendations/Action Required**

The Council of Governors is asked to:

- 1 Note the contents of this report.
- 2 Approve the process and timetable for the election of the Deputy Lead Governor to the Council of Governors.

**Summary of Key Issues**

NHS Providers are required by NHS England to have in place a nominated Lead Governor who can be a point of contact for and can liaise with NHS England on behalf of Governors, in circumstances where it would be inappropriate for NHS England to contact the Chair and vice versa. The Trust has the position of Lead Governor to undertake this role, alongside other roles as defined by an internal procedure. The role of the Deputy Lead Governor is to support the Lead Governor in the fulfilment of their duties and provide cover during periods of absence.

The Council of Governors previously considered and approved the role description, process and timetable in August 2022 for the appointment of the Deputy Lead Governor for a period of two years ending in October 2024.

The role description for the Lead Governor and Deputy Lead Governor has been reviewed and attached to this report as Appendix 1. The process for appointing the Lead / Deputy Lead Governor has been reviewed and attached as Appendix 2. The timetable for the process of appointing the Deputy Lead Governor has been developed and attached as Appendix 3.

**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	✓
---------------	---

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

<b>Impact on Statutory Duties and Responsibilities of Council of Governors</b>	
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"> <li>Election of the Deputy Lead Governor.</li> </ul>	✓

<b>Acronyms/Terms Used in the Report</b>	

<b>Supporting Documents and/or Further Reading</b>
Appendix 1 – Lead Governor and Deputy Lead Governor Role Description
Appendix 2 – Process for Appointing the Deputy Lead Governor
Appendix 3 – Timetable for Appointing the Deputy Lead Governor

<b>Lead</b>
<b>Denver Greenhalgh</b> <b>Senior Director of Corporate Governance</b>

**COUNCIL OF GOVERNORS**

**Lead Governor and Deputy Lead Governor**

**1 Introduction**

- 1.1. NHS Providers are required by NHS England to have in place nominated Lead/Deputy Lead Governors who can be a point of contact for NHS England and can liaise with NHS England on behalf of Governors, in circumstances where it would be inappropriate for NHS England to contact the Chair and vice versa
- 1.2. NHS England is clear in its expectation that such direct contact between itself and a Council will be rare. The main circumstances in which NHS England will contact a Lead Governor are when NHS England has concerns about the Board of Directors' leadership which could potentially lead to NHS England using its formal powers to remove the Chair and/or Non-Executive Directors (NEDs). Given that the Council is responsible for appointing the Chair and NEDs, then NHS England is likely to want to discuss such action with the Governors
- 1.3. NHS England does not expect direct communication with Governors until such time as there is a real risk that the NHS Provider may be in significant breach of its provider license. Should individual Governors wish to contact NHS England with such concerns, then NHS England expects this to be through the Lead Governor
- 1.4. The other circumstances where NHS England may wish to contact a Lead Governor is where NHS England is aware that the process for the appointment of the Chair or other members of the Board, elections for Governors or other material decisions may have not complied with the FT's constitution or, alternatively, while complying with the constitution, may be inappropriate. In such circumstances, the Lead Governor may be a point of contact for NHSE if the Chair, other Board members or the Trust Secretary have been involved in the process by which these appointments or other decisions were made
- 1.5. In summary, the role of the Lead Governor is to therefore act as a clearly identified point of contact between NHS England and the wider Council should particular issues in respect of the Trust's governance arise. In the normal course of a well governed Trust, contact between NHS England and the Lead Governor is unlikely to be required
- 1.6. NHS England requires only that the Lead Governor act as a point of contact between NHS England and the Council when needed. Directors and Governors should always remember that the Council of Governors as a whole has responsibilities and powers in statute and not individual Governors
- 1.7. It is recognised that the duties may evolve and the role descriptions will be kept under review by the Council of Governors Governance Committee in line with its terms of reference and work plan as advised by the Trust Secretary and liaising with the Chair of the Trust. Any changes to the role requirements will be with the approval of the Council.

**2 Lead Governor Role**

The main duties of the Lead Governor at EPUT will be to:

- 2.1. Act as the point of contact between NHS England and the Council in the event that NHS England wishes to contact the Council directly, or the Council decides to exercise its powers to contact NHS England, on an issue for which the normal channels of communication are not appropriate. Before contacting NHS England, the Lead Governor will first discuss the issues with the Trust's Senior Independent

Director (SID) as set out in the *Code of Governance for NHS Providers (May 2022) Appendix B or any amendments*

- 2.2. Chair such parts of meetings of the Council which cannot be chaired by the Trust Chair or Vice-Chair or Non-Executive Directors due to a conflict of interest in relation to the business being discussed
- 2.3. Act as a point of contact for the SID
- 2.4. Meet with the Chair, Vice-Chair, SID, Trust Secretary and Deputy Lead Governor on a regular basis, e.g. to plan the agenda for Council meetings
- 2.5. Work collaboratively with the Chair and Trust Secretary liaising with Governors to seek their views and feedback, and to encourage engagement
- 2.6. Act as a point of contact for any Governor wishing to raise matters with the Trust Chair in the event that a Governor may not wish to do so directly
- 2.7. Organise and chair informal Governor only meetings and provide feedback (where appropriate) to the Chair and Trust Secretary
- 2.8. Act as a coordinator of Governors' responses to formal consultations
- 2.9. Coordinate Council contributions to regulatory reports including Quality Account, Annual Report, etc.
- 2.10. Report on the activities and work of the Council at the Annual Members Meeting
- 2.11. Contribute to the Chair's annual appraisal including seeking the views of other Governors in relation to this and feeding back to the SID on behalf of the Council
- 2.12. Undertake a coordination role within the Council and act as a conduit for communication with the Council of Governors from other Trusts and official Governor Groups.

### 3 Deputy Lead Governor Role

The main duties of the Deputy Lead Governor will be to:

- 3.1. Support to the Lead Governor in fulfilling his/her role (as detailed in 2 above)
- 3.2. Carry out the role of the Lead Governor in his/her absence
- 3.3. Provide continuity.

The division of responsibilities will be decided by the Lead Governor and Deputy Lead Governor once elected and in post.

### 4 The Person

To be able to fulfil either role effectively, the person will:

- 4.1. Be an elected Public Governor who is not employed by the NHS or another healthcare or healthcare-related organisation
- 4.2. Have the confidence of fellow Governors and the Board of Directors
- 4.3. Have the ability to influence and negotiate, and present well-reasoned argument but ensuring that individual issues are not taken forward as the Council view
- 4.4. Have a willingness to challenge constructively
- 4.5. Be able to demonstrate experience of chairing large and small meetings effectively
- 4.6. Understand the role of NHSE/I, the basis on which NHSI may take regulatory action and the Trust's relationship with NHSE/I
- 4.7. Be committed to the success of the Trust
- 4.8. Be able to commit the time necessary to fulfil the role.

The Lead Governor and Deputy Lead Governor will be responsible for ensuring that the Trust values are adhered to when fulfilling their role.

**Terms of Office**

- 4.9.** The Lead Governor and Deputy Lead Governor will be elected by the Council of Governors
- 4.10.** Both the Lead and Deputy Lead Governor will serve terms of a two-year duration with nominations taking place in alternative years
- 4.11.** If the Lead or Deputy Lead Governor terminates his/her tenure or is removed from office, a new nominations process will take place to appoint to the vacant position for the remainder of the term
- 4.12.** The Lead and Deputy Lead Governor will undertake development and training that is deemed relevant to the posts
- 4.13.** The Council of Governors reserves the right to remove the Lead and/or Deputy Lead Governor in line with the provisions set out in the constitution (Annex 6 paragraph 5 Termination of Office and Removal of Governors) and in the Governors Misconduct Procedure.

**COUNCIL OF GOVERNORS**  
**Lead Governor and Deputy Lead Governor**

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

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

**Stage 1**

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

**Stage 2**

- Public Governors may self-nominate for the Lead Governor and/or Deputy Lead Governor role(s) by submitting the relevant Nomination Form to the Trust Secretary's Office by the stated date. A short statement on what they would bring to the role is required. Two separate forms will be required if applying for both roles
- A nomination must be seconded and signed by another Governor who believes the nominee has the required values, qualities and ability to become or continue as the Lead Governor and/or Deputy Lead Governor (whichever post is vacant). In this instance, a statement from the seconder can be emailed to the Trust Secretary provided the email address used is one the Governor has previously notified to the Trust Secretary and/or used
- Governors will be asked to forward their nominations in writing or by email to the Trust Secretary by a stated date

**Stage 3**

- A list of Governor nominations will be circulated to all Governor nominees who have the opportunity of withdrawing their nomination within 24 hours of receipt
- A list of final Governor nominations together with their nomination statement and ballot paper will be circulated by the Trust Secretary's Office to all Governors for consideration
- Where there is a single nomination, seconded and received within the correct timescale, that nominee will be elected unopposed
- Where there are two or more nominations, seconded and received within the correct timescale, a paper ballot will be conducted (in line with Council of Governors standing orders paragraph 14):
  - Any Governor can cast a vote by marking the ballot paper in accordance with the instructions included on the ballot paper
  - Governors must return the ballot paper by hand, by email or by post; any ballot paper received after the date and time stipulated will be rejected
  - A ballot paper does not need to be signed by the Governor if it is returned by email (provided that it is returned from an email address that the Governor has previously notified to the Trust Secretary and/or used)
  - A ballot paper returned by hand or by post must be signed by the Governor
- All Governors will be entitled to vote for both the Lead Governor and Deputy Lead Governor

- The roles will be appointed on a 'first past the post' approach and the Governor with the highest number of votes will be appointed for each role
- In the event of an equality of votes, the Chair of the Trust will have a second or casting vote
- In the event of no nomination or no valid nomination having been received for either or both positions, the process will commence again with respect to the vacant position(s)

**Stage 4**

- All nominees will be advised of the outcome of the ballot within 48 hours of the deadline date

**Stage 5**

- The Council of Governors will be advised of the outcome of the ballot within 48 hours of confirmation being provided to the nominees

**Stage 6**

- The Council of Governors will formally confirm the appointment of the Lead Governor and/or Deputy Lead Governor at the next general meeting of the Council.

COUNCIL OF GOVERNORS

Deputy Lead Governor Election Timetable 2024

Stage	Action	Lead	Deadline
1	<b>Role and timetable:</b> Details of the Lead Governor role and timetable circulated	Trust Secretary	4 September
2	<b>Nominations:</b> Governors to self-nominate for the Lead Governor role by submitting the relevant Nomination Form in writing or by email to the Trust Secretary's Office	Public Governors	20 September
	<b>Seconding:</b> Nominations must be seconded and signed by another Governor (in this instance, a statement from the seconder can be emailed to the Trust Secretary's Office provided the email address used is one the Governor has previously notified to the Trust Secretary and/or used)	Governors	
3	<b>Withdrawal:</b> Opportunity for Governor nominees to withdraw their nominations	Governor nominees	23 September
	<b>Ballot papers:</b> List of Governor nominees together with their nomination statement and ballot paper will be circulated to all Governors	Trust Secretary	24 September
	<b>Voting closes:</b> Governors can vote by hand, by email or by post	All Governors	18 October
4	<b>Results outcome:</b> All nominated Governors will be advised of the outcome of the ballot	Trust Secretary	21 October
5	<b>Results declared:</b> Results will be advised to all Governors by email	Trust Secretary	22 October
	<b>Appointment effective</b>	Lead Governor	23 October
6	<b>Confirmation of appointment:</b> Appointment to the Lead Governor role will be formally confirmed at a general meeting of the Council	Trust Secretary	5 December

<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>	<b>4 September 2024</b>
<b>Report Title:</b>	<b>Your Voice</b>	
<b>Report Lead:</b>	Mark Dale, Public Governor	
<b>Report Author(s):</b>	Teresa Bradford CoG and Membership Administrator	
<b>Report discussed previously at:</b>	CoG Membership Committee 6 August 2024	
<b>Level of Assurance:</b>	<b>Level 1</b>	<b>Level 2</b>
		<b>Level 3</b>
		✓

**Purpose of the Report**

This report provides details of the Your Voice meetings which took place in July 2024.	<b>Approval</b>	✓
	<b>Discussion</b>	
	<b>Information</b>	

**Recommendations/Action Required**

The Council of Governors is asked to:

- 1 Note the content of the report.
- 2 Endorse the approach agreed by the Membership Committee for future Your Voice Meetings.

**Summary of Key Issues**

The Trust held five in public Your Voice Meetings across different constituencies.

- West Essex & Hertfordshire (8 July 2024, Epping)
- Essex Mid & South (9 July 2024, Southend-on-Sea)
- Milton Keynes, Bedfordshire, Luton & Rest of England (15 July 2024, Virtual)
- North East Essex & Suffolk (17 July 2024, Stanway, Colchester)

Full details of these meetings are included in the attached report.

The Membership Committee discussed the low turnout from members of the public, which did not correspond with the level of advertising undertaken. The Committee considered a different approach to holding Your Voice meetings, considering a number of potential options presented by the Trust Secretary’s Office.

The Committee agreed to utilise existing EPUT public meetings during the year to hold Your Voice meetings, to capitalise on the footfall from interested members already attending a larger event. This approach considers going to places where members are located, rather than expecting members to come to the Your Voice session. The Committee also agreed to hold some Your Voice sessions at shared hospital sites, for a similar reason of engaging individuals already accessing the site.

The Council of Governors is asked to endorse this approach to Your Voice sessions going forward, with the first to be held at the Co-Production Conference in October.

**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:**

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

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

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

**Acronyms/Terms Used in the Report**

CoG	Council of Governors		
-----	----------------------	--	--

**Supporting Documents and/or Further Reading**

Main Report

**Lead**

**Mark Dale**

**Public Governor**

**Chair of the Council of Governors Membership Committee**

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

YOUR VOICE

1.0 PURPOSE OF REPORT

This report provides details of the Your Voice meeting which took place in July 2024 and proposed options for future meetings.

2.0 YOUR VOICE

2.1. West Essex & Hertfordshire

The Trust held a public Your Voice meeting on the 8 July at Epping Hall, Epping. The meeting was chaired by Jason Gunn, Public Governor. The meeting covered Virtual Wards and Safe Wards.

Individuals attended the meeting as follows:

Attendance Breakdown

Attendee Group	No. of Attendees
Staff Member	10
Governor	3
Public Member	3
Board Member	2
<b>Total</b>	<b>18</b>

Feedback forms were received from three attendees:

Scale: 1 Strongly Disagree	2 Disagree	3 Neutral	4 Agree	5 Strongly Agree		
	N/A	1	2	3	4	5
Was the speaker or presentation useful and easy to understand?					1	2
The Presenter(s) were articulate and could be understood						3
The session was interactive					1	2

What did you think about the meeting?	Worthwhile	1
	Useful	3
	Welcoming	1
	Engaging	1

**ESSEX PARTNERSHIP UNIVERSITY NHS FT**

	Inspiring	2
	Good Venue	0
	Good Location	0
	Enjoyable	0

Question:	Feedback Provided
<b>Any other comments?</b>	<ul style="list-style-type: none"> <li>Fantastic to hear of more human compassionate approaches, supportive to people at every level, clinicians and ward staff</li> </ul>

**2.2. Essex Mid & South**

The Trust held a public Your Voice meeting on the 9 July 2024 at the Southend Association of Voluntary Services, Southend. The meeting was chaired by Stuart Scrivener, Public Governor. The meeting covered Virtual Wards and Safe Wards, There was also an open discussion during the session.

Individuals attended the meeting as follows:

**Attendance Breakdown**

Attendee Group	No. of Attendees
Staff Member	11
Public Member	2
Governor	2
Board Member	2
<b>Total</b>	<b>17</b>

Feedback forms were received from one attendee:

Scale: 1 Strongly Disagree	2 Disagree	3 Neutral	4 Agree	5 Strongly Agree				
			N/A	1	2	3	4	5
<b>Was the speaker or presentation useful and easy to understand?</b>								1
<b>The Presenter(s) were articulate and could be understood</b>								1
<b>The session was interactive</b>								1

<b>What did you think about the meeting?</b>	Worthwhile	1
	Useful	1
	Good Venue	1
	Good Location	1
	Enjoyable	1

	Welcoming	1
	Engaging	1
	Inspiring	1

Question:	Feedback Provided
<b>Where did you find out about this meeting?</b>	<ul style="list-style-type: none"> <li>Email to my personal address as an EPUT member.</li> </ul>

### 2.3 Bedfordshire, Luton and the rest of England

The Trust held a Virtual Your Voice meeting on the 15 July 2024 via Microsoft Teams. The meeting was chaired by Paula Grayson, Public Governor. The meeting covered Safe Wards and Engaging Carers, There was also an open discussion during the session.

Individuals attended the meeting as follows:

#### Attendance Breakdown

Attendee Group	No. of Attendees
Staff Member	6
Governor	6
Board Member	3
Public Member	0
<b>Total</b>	<b>14</b>

### 2.4 North East Essex & Suffolk

The Trust held a public Your Voice meeting on the 17 July 2024 at Stanway Community Centre, Stanway. The meeting was chaired by Paula Grayson, Public Governor. The meeting covered Virtual Wards and Safe Wards. There was also a short open discussion during the session.

Individuals attended the meeting as follows:

#### Attendance Breakdown

Attendee Group	No. of Attendees
Staff Member	8
Governor	3
Board Member	2
Public Member	0
<b>Total</b>	<b>13</b>

Feedback forms were received from two attendees:

Scale: 1 Strongly Disagree	2 Disagree	3 Neutral	4 Agree	5 Strongly Agree				
			N/A	1	2	3	4	5

Scale: 1 Strongly Disagree	2 Disagree	3 Neutral	4 Agree	5 Strongly Agree		
Was the speaker or presentation useful and easy to understand?					1	1
The Presenter(s) were articulate and could be understood					1	1
The session was interactive					2	

<b>What did you think about the meeting?</b>	Worthwhile	1
	Useful	2
	Welcoming	
	Engaging	1
	Inspiring	1
	Good Venue	
	Good Location	
	Enjoyable	

Question:	Feedback Provided
<b>What did you find particularly positive about today's session?</b>	<ul style="list-style-type: none"> <li>• Very Good – Good presentation</li> <li>• Educational</li> </ul>
<b>Any other comments?</b>	<ul style="list-style-type: none"> <li>• We need more nurses to return to the situation where nurses are mostly trained on the ward without the need to pay for costly university training</li> </ul>

### 3.0 FUTURE YOUR VOICE MEETINGS

Whilst the Your Voice meetings did generate good discussions and provided some benefits to those in attendance, the number of Public Members present was disappointing and did not provide a good use of time for clinical staff members delivering presentations.

The Trust Secretary's Office advertised the meetings in the following way:

Electronic Communication	Members Emailed	Percentage Opened	People Reached
Your Voice meetings	3377	25%	844
Your Voice – West Essex & Hertfordshire	464	22%	102
Your Voice – Mid & South	1319	29%	382
Your Voice – Bedfordshire, Luton, Milton Keynes & RoE	1261	30%	378
Your Voice – North Essex & Suffolk	335	37%	124

The level of advertising could be improved, especially with use of social media and other avenues. However, previous levels of communication have not generated vastly increased attendance and the advertising for the July meetings should have generated greater attendance than it did.

Therefore, the Committee considered the following options for future Your Voice Meetings:

- Link the Your Voice sessions to existing EPUT events. This could be flexible to either include a slide on existing presentations, a stall dedicated to Your Voice or a drop in session elsewhere on the site.
- Hold Your Voice sessions at shared hospital sites.
- Hold all Your Voice sessions virtually.
- Cancel Your Voice meetings, build relationships with small groups in local communities, and then bring local information relevant to individuals and local areas by holding information sessions.

The Committee discussed the pros and cons of each option and agreed to move forward with linking with other EPUT events, whilst also holding sessions at shared hospital sites where possible. Therefore, the next Your Voice meeting will be held at the Co-Production Conference in October as a pilot.

**Report prepared by**

Teresa Bradford  
CoG and Members Administrator

**On behalf of:**

**Mark Dale**  
**Public Governor**  
**Chair of the CoG Membership Committee**

**Agenda Item No: 7a**

<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>		<b>4 September 2024</b>					
			<b>Report Title:</b>	<b>Membership Metrics</b>				
<b>Report Lead:</b>			Mark Dale, Public Governor					
<b>Report Author(s):</b>			Teresa Bradford, CoG and Membership Administrator					
<b>Report discussed previously at:</b>			CoG Membership Committee 6 August 2024					
<b>Level of Assurance:</b>			<b>Level 1</b>		<b>Level 2</b>		<b>Level 3</b>	✓

Purpose of the Report		
This report provides the Council of Governors with the membership metrics as at August 2024.	<b>Approval</b>	
	<b>Discussion</b>	
	<b>Information</b>	✓

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

Summary of Key Issues
This report provides information on the current Membership of the Trust as at August 2024. The national census data has been used for the first time to provide a comparison of the Trust membership against the population of Essex, to provide a baseline for considering demographics to focus membership communication. The comparison has been provided as at Appendix 1 and will be incorporated into the main report in future meetings.

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

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

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

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

<b>Impact on Statutory Duties and Responsibilities of Council of Governors</b>	
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):	

<b>Acronyms/Terms Used in the Report</b>			
CoG	Council of Governors	Comms	Communication Team
BoD	Board of Directors		

<b>Supporting Documents and/or Further Reading</b>
Membership Metrics Appendix 1: Membership Metrics and Census Data

<b>Lead</b>
<b>Mark Dale</b> <b>Public Governor</b> <b>Chair of the Council of Governors Membership Committee</b>

**ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST**

**MEMBERSHIP METRICS**

**1.0 PURPOSE OF REPORT**

This report provides the Council of Governors with the membership metrics as at 6 August 2024.

**2.0 MEMBERSHIP METRICS**

**2.1 Membership Composition**

According to the Civica Membership Database, the current membership is as follows:

<b>Member Type</b>	<b>No. members as at May 2024</b>	<b>No. members as at August 2024</b>	<b>Difference</b>
Public Members	4,830	4,596	-234
Staff Members	6,860	6,857	-3
<b>Total Members</b>	<b>11,690</b>	<b>11,453</b>	<b>-237</b>

The decline in Public Members is due to an audit being undertaken by the Trust Secretary’s Office (TSO) to contact individuals who have “unsubscribed” from electronic communication but remained a postal member. The audit has identified a number of individuals who do not wish to be members or do not recall signing up, and therefore these have been removed from the database.

The likely cause is that when individuals click “unsubscribe” they reasonably assume they are opting-out of membership. However, following exploring with CIVICA it has been identified that these individuals are moved to postal membership. Therefore, the unsubscribe option has been updated to include “unsubscribe and cancel membership”.

The TSO contacted 187 members via telephone. Responses received are in the table below. It is also important to note that a lot of the “no Longer Interested” members were surprised to receive a call as they presumed they had cancelled their membership.

Do not recall signing-up	8
No longer interested	176
Out of Area	3

The above audit and action is part of the Membership Strategy goal to provide a more representative membership base.

## By Public Constituency

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

Constituency	No. members as at May 2024	No. members as at August 2024	Difference
Essex Mid & South	1,889	1,803	-86
Milton Keynes, Bedfordshire, Luton & Rest of England	1,690	1,609	-81
West Essex & Hertfordshire	681	639	-42
North East Essex & Suffolk	570	545	-25
<b>Total Members</b>	<b>4,830</b>	<b>4596</b>	<b>-234</b>

## 2.2 Demographics Groups

The following information provides a breakdown of demographics available on the Civica database system. Members themselves populate the information and there may be gaps if it is not fully completed.

### By Gender

Gender	No. members as at May 2024	No. members as at August 2024	Percentage
<b>Public Members</b>			
Female	2,870	2,715	59%
Male	1,834	1,765	38%
Not Stated	126	116	3%

### By Age

Age	No. members as at May 2024	No. members as at August 2024	Percentage
<b>Public Members</b>			
60-74	1,049	996	21%
30-39	1,076	1,028	23%
50-59	799	751	16%

Age	No. members as at May 2024	No. members as at August 2024	Percentage
40-49	658	633	14%
Not Stated	551	531	12%
75+	536	521	11%
22-29	172	136	3%
0-16	0	0	0%
17-21	0	0	0%

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

### By Ethnicity

Ethnicity	No. members as at May 2024	No. members as at August 2024	Percentage
<b>Public Members</b>			
White Scottish, Welsh, Northern Ireland British	3418	3243	70%
Not Stated	404	387	8%
Black or Black British African	184	179	4%
Asian or Asian British Indian	159	152	3%
Asian or Asian British Pakistani	124	120	3%
White - Other	113	105	3%
White Irish	79	76	2.5%
Black or Black British Caribbean	79	74	2%
Asian or Asian British Bangladeshi	78	78	2%
Mixed White - Black Caribbean	42	41	1%
Asian or Asian British Other Asian	33	32	1%
Mixed - Other	30	27	.5%
Asian or Asian British Chinese	24	21	.5%
Other Ethnic Group	17	15	.5%
Black or Black British Other Black	16	16	.5%
Mixed White - Asian	14	14	.5%
Mixed White - Black African	13	14	.5%

<b>Ethnicity</b>	<b>No. members as at May 2024</b>	<b>No. members as at August 2024</b>	<b>Percentage</b>
Other Ethnic Group Arab	0	0	0
White-Irish Gypsy Irish Traveller	0	0	0

### **2.3 Census Data**

The information above provides details of the changes to the current demographic data since the last report. The TSO has also developed a separate report comparing the 2021 Census Data (as used by CIVICA) against the current membership and this is attached as Appendix 1. This is the first time the data has been presented to the Council and it will now be included as part of this data to help monitor changes. A brief analysis of the data that is currently available follows:

#### **Age**

The data shows the Membership is currently under-represented for individuals under the age of 49, especially under 24 and over-represented in ages 50+.

#### **Ethnicity**

The data shows the Membership is broadly in line for Asian and Black groups, but under-represented in White and Mixed or multiple ethnic groups.

#### **Sex**

The data shows the Membership is underrepresented for those who have identified as male. The census and membership data does not currently provide for any other identified groups outside male and female.

### **2.4 Membership Communication**

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

<b>Electronic Communication</b>	<b>Members Emailed</b>	<b>Percentage Opened</b>
Service User Leaflets	3,456	22%
Lampard Inquiry – Terms of Reference	1,924	34%
Nominations Letter	3,419	27%
Governor Elections	3,395	27%
Your Voice (YV) meetings	3,377	25%

<b>Electronic Communication</b>	<b>Members Emailed</b>	<b>Percentage Opened</b>
YV – West Essex & Hertfordshire	464	22%
YV – Mid & South Essex	1,319	29%
YV – Bedfordshire, Luton, Milton Keynes and rest of England	1,261	30%
YV – North Essex & Suffolk	335	37%

**Report prepared by**

Teresa Bradford  
CoG and Membership Administrator

On behalf of

**Mark Dale**  
**Public Governor**  
**Chair of the Council of Governors Membership Committee**

## Age by single year

**Source**  
**Population**  
**Units**

ONS Crown Copyright Reserved [from Nomis on 25 April 2024]  
All usual residents  
Persons

date	2021		2024		Comparison
	Essex		Membership		
measures	value	percent	Members	percent	
Age					
Total: All usual residents	1,503,520	100.0	2,985.0	100.0	0.0
Aged 4 years and under	83,141	5.5	0.0	0.0	5.5
Aged 5 to 9 years	88,984	5.9	0.0	0.0	5.9
Aged 10 to 15 years	107,222	7.1	0.0	0.0	-7.1
Aged 16 to 19 years	62,704	4.2	0.0	0.0	-4.2
Aged 20 to 24 years	78,084	5.2	1.0	0.0	-5.2
Aged 25 to 34 years	185,809	12.4	359.0	12.0	-0.4
Aged 35 to 49 years	284,948	19.0	502.0	16.8	-2.2
Aged 50 to 64 years	302,650	20.1	773.0	25.9	5.8
Aged 65 to 74 years	163,257	10.9	473.0	15.8	4.9
Aged 75 to 84 years	104,768	7.0	339.0	11.3	4.3
Aged 85 years and over	41,953	2.8	96.0	3.2	0.4
NOT STATED		0	442	14.8	14.8

Key	
Above expectation	
In line with expectation	
Below expectation	
N/A	

## Ethnic group

Source

ONS Crown Copyright Reserved [from Nomis on 25 April 2024]

Population

All usual residents

Units

Persons

date	2021		2024		Comparison
	Essex		Membership		
measures	value	percent	Value	Percent	
Ethnic group					
Total: All usual residents	1,503,521	100.0	2,985	100.0	0.0
Asian, Asian British or Asian Welsh	56,253	3.7	102	3.4	-0.3
Black, Black British, Black Welsh, Caribbean or African	37,393	2.5	126	4.2	1.7
Mixed or Multiple ethnic groups	36,774	2.4	19	0.6	-1.8
White	1,358,552	90.4	2,401	80.4	-10.0
Other ethnic group/not stated	14,549	1.0	337	11.2	10.2

Key	
Above expectation	
In line with expectation	
Below expectation	
N/A	

**Sex**

**Source** ONS Crown Copyright Reserved [from Nomis on 25 April 2024] All usual  
**Population** residents  
**Units** Persons

<b>date</b>	2021		2024		
<b>geography</b>	Essex		Membership		
<b>measures</b>	value	percent	value	percent	Comparison
<b>Sex</b>					
All persons	1,503,521	100.0	2,897	100.0	0.0
Male	732,332	48.7	1,132	39.0	-9.7
Female	771,189	51.3	1,759	60.0	8.7
NOT STATED			96	1	1.0

<b>Key</b>	
Above expectation	
In line with expectation	
Below expectation	
N/A	

**Agenda Item: 7b**

<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>	<b>4 September 2024</b>
<b>Report Title:</b>	<b>Governor Composition and Attendance</b>	
<b>Report Lead:</b>	Denver Greenhalgh, Senior Director of Corporate Governance	
<b>Report Author(s):</b>	Teresa Bradford, Council of Governors & Membership Administrator	
<b>Report discussed previously at:</b>	CoG Governance Committee 1 August 2024	
<b>Level of Assurance:</b>	<b>Level 1</b>	<b>Level 2</b>
	✓	
		<b>Level 3</b>
		✓

**Purpose of the Report**

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

<b>Approval</b>	
<b>Discussion</b>	
<b>Information</b>	✓

**Recommendations/Action Required**

The Council of Governors is asked to:  
1. Note the contents of the report

**Summary of Key Issues**

**Composition**

Cllr Maxine Sadza has become the nominated Governor for Southend-On-Sea City Council

Cllr Neil Speight has become the nominated Governor for Thurrock Council.

The Governor Elections have now taken place, with the following new Governors joining the Trust:

- Nat Ehigie-Obano, Public Governor, West Essex & Hertfordshire
- Marie Newland, Staff Governor (Clinical)
- Helen Semoh, Staff Governor (Non-Clinical)

Full details are attached as Appendix 1.

**Committee Membership**

The following sub-committees have vacancies:

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

The Membership and Training & Development Committee meetings have full membership.

**Governor attendance**

Governor attendance at general meetings is reviewed in line with the agreed procedure for monitoring attendance. A summary of attendance to date is attached at Appendix 4. There are currently four Governors who are being followed-up as part of the Monitoring Attendance procedure. Full meeting attendance is attached as Appendix 2

**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:**

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

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

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

**Acronyms/Terms Used in the Report**

CoG	Council of Governors		
-----	----------------------	--	--

**Supporting Documents and/or Further Reading**

Civica Governor Voting Results (Appendix 1)  
Council of Governors Meeting Attendance (Appendix 2)

**Lead**

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

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

ELECTION TO THE COUNCIL OF GOVERNORS

CLOSE OF VOTING: 5PM ON 27 JUNE 2024

### CONTEST: Staff: Clinical

*The election was conducted using the single transferable vote electoral system.  
The following candidate was elected:*

ELECTED		
Marie NEWLAND		

Number of eligible voters		3,210
Votes cast online:	255	
Total number of votes cast:		255
Turnout:		7.9%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		255

### CONTEST: Staff: Non-Clinical

*The election was conducted using the single transferable vote electoral system.  
The following candidate was elected:*

ELECTED		
Helen SEMOH		

Number of eligible voters		1,404
Votes cast online:	167	
Total number of votes cast:		167
Turnout:		11.9%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		167

The result sheets for each election form the Appendix to this report. They detail:-

- the quota required for election
- each candidate's voting figures, and
- the stage at which successful candidates were elected.

Civica Election Services can confirm that, as far as reasonably practicable, every person whose name appeared on the electoral roll supplied to us for the purpose of the election:-

a) was sent the details of the election and

b) if they chose to participate in the election, had their vote fairly and accurately recorded

The elections were conducted in accordance with the rules and constitutional arrangements as set out previously by the Trust, and CES is satisfied that these were in accordance with accepted good electoral practice.

All voting material will be stored for 12 months.

**Ciara Hutchinson**  
**Returning Officer**  
**On behalf of Essex Partnership University NHS Foundation**

Governor	Notes	23 August 2023		15 November 2023	19 December 2023	06 March 2024		23 May 2024	
		Part 1	Part 2	Part 2	Part 1	Part 1	Part 2	Part 1	Part 2
Zisan Abedin	From Sep 2023	NR	NR	√	A	√	√	√	√
Joanna Androulakis	From Sep 2023	NR	NR	x	x	x	x	x	x
Keith Bobbin	Until Sep 2023	√	√	NR	NR	NR	NR	NR	NR
Alivia Bray	From Sep 2023	NR	NR	√	√	√	√	√	√
Lara Brooks	Until Sep 2023	√	A	NR	NR	NR	NR	NR	NR
Dianne Collins		√	√	A	√	√	√	√	√
Mark Dale		√	√	√	√	√	√	√	√
Jared Davis	Until Sep 2023	x	x	NR	NR	NR	NR	NR	NR
Gwyn Davies	From Sep 2023	NR	NR	√	√	A	√	√	√
Kinglsey Edore	From Sep 2023	NR	NR	A	√	x	x	x	x
Pippa Ecclestone	Until Sep 2023	√	√	NR	NR	NR	NR	NR	NR
David Finn	From Sep 2023	NR	NR	√	√	√	√	√	√
Paula Grayson		√	√	√	√	√	√	√	√
Sharon Green		√	√	√	√	√	√	NR	NR
Jason Gunn		A	A	√	√	A	A	√	√
Julia Hopper	Until Sep 2023	A	A	NR	NR	NR	NR	NR	NR
John Jones		√	√	√	√	√	√	√	√
Ibrahim Lateef	From Sep 2023	NR	NR	A	√	√	√	A	A
Megan Leach		√	A	√	√	√	A	√	x
Pam Madison		A	A	√	√	A	A	√	√
James Moyies	From June 2023	NR	NR	x	x	x	x	x	x
Jaymey Mcivor	From July 2023	NR	NR	A	x	x	x	x	x
Nicky Milner		A	A	A	x	√	√	x	x
David Norman	From Sep 2023	NR	NR	√	A	√	√	√	√
Tracy Reed	Until Sep 2023	√	√	NR	NR	NR	NR	NR	NR
Maxine Sadza	Until June 2023	NR	NR	NR	NR	NR	NR	NR	NR
Stuart Scrivener		√	√	√	√	A	A	√	√
David Short	Until Sep 2023	√	√	NR	NR	NR	NR	NR	NR
Susan Tivy-Ward		x	x	x	x	x	x	x	x
Edwin Ugoh		A	A	√	√	x	x	√	√
Paul Walker	Until Sep 2023	A	A	NR	NR	NR	NR	NR	NR
Cort Williamson		√	√	√	√	√	√	√	x
Bilaminu Yesufu	From Sep 2023	NR	NR	A	x	x	x	√	√

Total Meetings Attended	Total Meetings
3	4
0	4
2	2
4	4
2	3
5	6
6	6
0	2
4	4
1	2
1	1
4	4
6	6
5	5
4	6
0	1
6	6
2	4
6	6
4	6
0	4
0	4
2	6
3	4
1	2
0	0
5	6
1	1
0	6
3	6
1	1
6	6
1	4

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

<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>	<b>4 September 2024</b>
<b>Report Title:</b>	<b>Lead and Deputy Lead Governor Report</b>	
<b>Report Lead(s)</b>	John Jones, Lead Governor and Pam Madison, Deputy Lead Governor	
<b>Report Author(s):</b>	John Jones, Lead Governor and Pam Madison, Deputy Lead Governor	
<b>Report discussed previously at:</b>		
<b>Level of Assurance:</b>	<b>Level 1</b>	<input checked="" type="checkbox"/> <b>Level 2</b>
		<b>Level 3</b>

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

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

<b>Summary of Key Issues</b>
The report attached provides information in respect of: <ul style="list-style-type: none"> <li>• Our role as your Lead and Deputy Lead Governor</li> <li>• The Regional Network of Lead Governors</li> <li>• Engaging disengaged Governors</li> <li>• Chair/NED Recruitment</li> <li>• Joint Council of Governors Seminar</li> <li>• Board of Directors Meeting</li> <li>• Meeting the Chair</li> <li>• Other Matters</li> </ul>

<b>Relationship to Trust Strategic Objectives</b>
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

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

<b>Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against: Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan &amp; Objectives</b>
---

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

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

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

**Acronyms/Terms Used in the Report**

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

**Supporting Documents and/or Further Reading**

Main Report
-------------

**Lead**

	
<b>John Jones</b> Lead Governor	<b>Pam Madison</b> Deputy Lead Governor

**UPDATE REPORT FROM THE LEAD AND DEPUTY LEAD GOVERNORS**

**1 Purpose of Report**

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

**2 Summary**

**2.1 Background**

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

**2.2 Our role as your Lead and Deputy Lead Governor**

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

**2.3 The Regional Network of Lead Governors**

Colleagues may recall that this group was established by myself in early 2017 and meets every 3 months, and the last meeting was held virtually on 28<sup>th</sup> June 2024, when the following items were discussed:

**2.3.1 Engaging disengaged governors**

The problem is variable but what came through as a common theme was that newly appointed or elected Governors should be made aware at the start what the commitment (be realistic) and obligations were. "Be upfront" was a usual phrase used. In most FTs the Lead Governor meets with the new Governors, either with or without the chair and TSO, spending up to one hour with each, emphasising the need to get involved. Giving people things to do seemed to be a workable basis so that Governors are less likely to 'drift'.

**2.3.2 Chair/NED Recruitment**

The structure of the Appointments (Nominations) Sub-Committee seems to vary across the region, with some having Governors only, others also involving the Chair (either in an advisory or enabling role). What is clear is that the involvement of NHS England should be minimal as these are Governor Appointments.

**2.3.3 Joint CoG seminar**

We were pleased to report that following the earlier Joint CoG meeting this year another one is being arranged for this autumn. The Regional Network was particularly interested in seeing how this example of joint working was progressing and receiving a report back.

## 2.4 Board of Directors Meeting.

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

## 2.5 Meeting with Chair

The scheduled meeting with the Chair to discuss and adjust the Agenda for this Council meeting was on 30<sup>th</sup> July. 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.

## 2.7 Other Matters

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

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

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

## 3 Action Required

The Council of Governors is asked to:

- 1 Note the contents of the report.

Report prepared by



John Jones  
Lead Governor  
Public Governor  
4 September 2024

Pam Madison  
Deputy Lead Governor  
Public Governor  
4 September 2024