



Essex Partnership University  
NHS Foundation Trust

# Council of Governors Meeting

***Monday 22 May 2023***

EPUT

**Meeting of the Council of Governors  
Monday 22 May 2023 at 13:45  
Microsoft Teams Meeting**

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

**CEO Briefing – 13:00**

**PART ONE MEETING – HELD IN PUBLIC**

**AGENDA**

<b>1</b>	<b>APOLOGIES FOR ABSENCE</b>	SS	Verbal	Noting	13:45
<b>2</b>	<b>DECLARATIONS OF INTEREST</b>	SS	Verbal	Noting	
<b>3</b>	<b>MINUTES OF THE MEETING (PART 1) HELD ON 15 February 2023</b>	SS	Attached	Approval	
<b>4</b>	<b>ACTION LOG AND MATTERS ARISING</b>	SS	Attached	Noting	
<b>COMMUNICATIONS</b> <b>Martine Munby, Communications Director</b>					13:50
<b>5</b>	<b>STANDING REPORTS</b>				
<b>(a)</b>	Report from the Chair	SS	Attached	Noting	14:05
<b>(b)</b>	Chief Executive Officer Report	PS	Attached	Noting	14:15
<b>(c)</b>	Committee Chairs Report <ul style="list-style-type: none"> <li>Charitable Funds Committee</li> <li>Quality Committee</li> <li>People, Equality &amp; Culture Committee</li> </ul>	DG	To follow	Noting	14:25
<b>6</b>	<b>ITEMS FOR DECISION</b>				
<b>(a)</b>	Code of Governance for Foundation Trusts	CJ	Attached	Approval	14:40
<b>(b)</b>	NHS England / Improvement Self-Certification for 2021/22: Governor Training	PG	Attached	Approval	14:50
<b>(c)</b>	Trust Constitution	SS	Attached	Approval	15:00
<b>(d)</b>	Elections to the Council of Governors 2023	CJ	Attached	Approval	15:15
<b>7</b>	<b>ITEMS FOR DISCUSSION</b>				
<b>(a)</b>	Council of Governors Effectiveness Review 2022-23	CJ	Attached	Discussion	15:20
<b>8</b>	<b>ITEMS FOR NOTING</b>				
<b>(a)</b>	Changes to the Council of Governors and Membership of its Committees	CJ	Attached	Noting	15:25
<b>(b)</b>	Lead / Deputy Lead Governor Report	JJ / PM	Attached	Noting	15:30

<b>9</b>	<b>ANY OTHER BUSINESS</b>	15:45
<b>10</b>	<b>QUESTION &amp; ANSWER SESSION FROM MEMBERS OF THE PUBLIC</b>	
<b>11</b>	<b>RESOLUTION</b> Members of the public are excluded from Part 2 Council of Governors meeting having regard to commercial sensitivity and/or confidentiality and/or personal information and/or legal professional privilege in relation to the business to be discussed	15:45
<b>12</b>	<b>DATE AND TIME OF NEXT MEETING</b> <b>24 August 2023 (14:00)</b>	
<b>13</b>	<b>DATES OF FUTURE MEETINGS</b> 13 December 2023 (14:00)	

**Professor Sheila Salmon**  
**Chair**

**Minutes of the Council of Governors Meeting Held in Public  
On Wednesday 15 February 2023  
Microsoft Teams**

**Attendees:**

Prof Sheila Salmon (SSa)	Chair of the Trust (Chair of the meeting)
David Bamber (DB)	Public Governor, West Essex & Hertfordshire
Keith Bobbin (KB)	Public Governor Essex Mid & South
Lara Brooks (LB)	Staff Governor, Non-Clinical
Dianne Collins (DC)	Public Governor Essex Mid & South
Mark Dale (MDa)	Public Governor Essex Mid & South
Councillor Mark Durham (MDu)	Appointed Governor Essex County Council
Pippa Ecclestone (PE)	Public Governor West Essex & Hertfordshire
Paula Grayson (PG)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
Sharon Green (SG)	Staff Governor, Clinical
Jason Gunn (JG)	Public Governor, West Essex & Hertfordshire
John Jones (JJ)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
Pam Madison (PM)	Public Governor, Essex Mid & South
Nicky Milner (NM)	Appointed Governor, Anglia Ruskin University
Tracy Reed (TR)	Staff Governor Clinical
Councillor Maxine Sadza (MS)	Appointed Governor, Southend-on-Sea Borough Council
Stuart Scrivener (SSc)	Public Governor Essex Mid & South
David Short (DS)	Public Governor, North East Essex & Suffolk
Paul Walker (PW)	Staff Governor Non-Clinical
Cort Williamson (CW)	Public Governor, North East Essex & Suffolk

**In attendance:**

Jill Ainscough (JA)	Non-Executive Director
Stephen Heppell (SH)	Non-Executive Director
Dr. Mateen Jiwani (MJ)	Non-Executive Director
Manny Lewis (ML)	Non-Executive Director
Loy Lobo (LL)	Non-Executive Director
Janet Wood (JW)	Non-Executive Director
Paul Scott (PS)	Chief Executive Officer
Professor Natalie Hammond (NH)	Executive Nurse
Trevor Smith (TS)	Executive Chief Finance & Resources Officer
Zephan Trent (ZT)	Executive Director of Digital, Strategy and Transformation
Chris Jennings (CJ)	Assistant Trust Secretary
Kerry Coker (KC)	
Michelle Bournier (MB)	
Rebecca Pulford (RP)	
Johnny Townson (JT)	

**001/23 APOLOGIES FOR ABSENCE**

Megan Leach	Public Governor, Essex Mid & South
Liz Rotherham	Public Governor, Essex Mid & South

Signed ..... Date .....

Rufus Helm  
Denver Greenhalgh

Non-Executive Director  
Senior Director of Governance

SSa welcomed everyone to the meeting and welcomed JA and SH to their first Council meeting.

**002/23 DECLARATIONS OF INTEREST**

MS advised she was the Chair of the Health & Wellbeing Board at Southend-on-Sea Council.

**003/23 MINUTES OF THE MEETING (PART 1) HELD ON 7 NOVEMBER 2022**

The minutes of the meeting held on the 7 November 2022 were agreed as an accurate record.

**004/23 ACTION LOG AND MATTERS ARISING**

The action log following the meeting held on the 7 November 2022 was reviewed. There was one open action relating to the development of a template for Standing Committee assurance reports. CJ advised a Chairs Exception Report was being developed for the Board of Directors and once piloted would be presented to the Council of Governors.

PE noted an action relating to the Audit of the Serious Incident Local Indicator mentioned in the minutes of the previous meeting, but not identified in the action log. CJ confirmed he would review the minutes and ensure the action was taken forward.

**Action: Review the minutes of the meeting held on the 7 November 2022 and identify an action relating to an audit of the Serious Incident local indicator. (CJ)**

**PRESENTATION: THERAPY FOR YOU (IAPT)**

KC delivered a presentation regarding the Therapy for You (IAPT) service provided by the Trust. The presentation was following a request at a Governor Informal meeting, which related to the criteria for the service and what happens to patients who do not fit the criteria for referral to the service. The presentation included the following:

- Details of the stepped-care model, showing which services are responsible for care at each step. KC advised services worked as a multi-disciplinary team to ensure patient transition between each of the steps as needed.
- Details of the treatments provided by the Therapy for You service and how each was delivered. This included services provided in South East Essex only.
- Details of the referral pathway to the service, including self-referral, professional through a referral form and GP referral through SystmOne (electronic record).
- Details of the service provision, including other services which also provide services where a patient does not meet the criteria for the Therapy for You Service.

KC advised there were clear Key Performance Indicators in place, with an expectation of seeing around 21,000 patients per year. The services is currently at 77% performance, with recovery at 50% and reliable improvement between 60 – 70%.

Signed ..... Date .....

KC advised waiting times were a concern, with significant vacancies which have been filled by trainees. This meant 45% of the workforce were trainees and retained a smaller caseload. However, by September 2023 the cohort should be qualified and the service will then have a good qualified workforce. The service had struggled to recruit since the pandemic, with people not always wanting to come to a physical setting, but preferring remote working. The backlog had been outsourced to another organisation to help reduce and a review underway of appointments where individuals may have been offered over the required appointments. The action being taken should help to reduce waiting times.

SSa thanked KC for the presentation and opened out to questions.

MDa advised he lived in South West Essex which was not covered by the EPUT service, but by another organisation. MDa asked if the service liaises with other organisations in different areas. KC advised the service meets with neighbouring colleagues as part of the Clinical Leads Forum for the East of England and as part of the Integrated Care Board / System. The services do not usually transition patients between organisations, unless the neighbouring services ask specifically for assistance.

MDa noted the low number of sessions offered by the service, which took the pressure off the GP's with the quick access, but was concerned if a patient received a certain number of sessions, which then suddenly stopped. KC advised the multi-disciplinary working ensured services worked together collaboratively. If an individual required a greater intensity service, other services would be engaged to ensure the individual receives the right level of care.

CW asked if patients were seen across the border from Essex, such as in Suffolk and asked if patients received the service between the ages of 16-17, as the presentation indicated it was for 18+. KC advised the service was provided for 18+ in South Essex and 16+ in North Essex, SSa commented it showed the differences between how services are commissioned in different areas. It highlighted the importance of EPUT making representations in different areas to ensure a consistent approach and allow earlier interventions.

DB commented the service is not covered by EPUT in West Essex, but is provided by another organisation. DB asked how the waiting lists are triaged, asking if this was an administrative function or if there was a review of the individual to prioritise patients. DB understood there could be a six-month wait and asked what individuals could do if they had significant issues whilst they waited for an appointment. DB had also heard of individuals completing their sessions, suffering a re-occurrence of their health issues, and re-joining the waiting list. KC advised the service was developing another platform to allow push notifications to help individuals whilst on the waiting list.

SSa commented this illustrated the fragmentation of services and felt it was important to flag at ICB level. KC agreed and commented the ability to engage with secondary care across EPUT had been invaluable as it meant patients were not frequently being passed between services.

DC asked what happened if a patient was not contactable. KC advised the clinician would try different ways to contact an individual if they disengaged from the service. If the person was not engaging with the service, they would be discharged. Individuals are able to return to the service at any time, even if they are discharged.

PS thanked KC for the comprehensive presentation and answers to questions. PS advised the waiting list issue was being tackled by working with commissioners, rather than

Signed ..... Date .....

becoming confrontational, which was a positive approach for future cross-boundary working. PS noted comment made by KC regarding working with secondary care across EPUT, which provided a strong case for providing a single service across Essex and EPUT was working hard for the development of an Essex-wide Mental Health Strategy, delivered by an Essex-wide collaborative. ZT advised the Trust was working across three ICB's and three local authorities to set the ambition to work together seamlessly, putting patients at the centre.

SSa thanked KC for the presentation and passed on thanks on behalf of the Council to staff for providing the service.

**KC left the meeting.**

**005/23 REPORT FROM THE CHAIR**

SSa presented a report providing an update in support of Governors holding the Non-Executive Directors to account both individually and collectively for the performance of the Board and to provide an understanding of the work of the Non-Executive Directors. SSa advised the main focus on the report was NED activities and welcome d any questions.

PE noted in LL's section of the report it referred to "cautious optimism" in relation to the impact of international recruitment, but then refers to the "successful completion" of Phase 1 of the programme. PE asked whether an update could be provided after the meeting in terms of current number of international recruits. ML advised a report on International Recruitment should be presented at the People, Equality & Culture Committee next week. The business case for Phase 2 was also due to be considered by the Finance & Performance Committee and ML suggested providing an update after these meetings. LL advised a dashboard was being considered to track what happens between recruitment and deployment.

PE noted the report referred to the Lighthouse Child Development Centre and asked whether the Trust was making progress in building relationships with the rest of the system. PS advised the service was currently focusing on improving a struggling service, in terms of gaining clarity on access targets and the number of people waiting, which will allow the right investment to be acquired to resolve the issues. The service was on track in terms of performance targets, but more work was required to validate the data to confirm the position. Once the service is improved, it can then play a stronger role in system working. PS advised the focus was on doing what has been asked of EPUT, which is to improve a struggling service.

PE asked if an update could be provided to the Council at a later date. SSa agreed and asked if the estates issues identified by JW at a visit could be followed-up and an update provided as requested by PE. PS agreed to provide a future update.

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

**Action:**

- 1. Provide update on impact of International Recruitment, including figures on the number of international recruits to date. (ML/LL)**
- 2. Provide an update on progress to improve the Lighthouse Child Development Centre (PS).**

Signed ..... Date .....

**006/23 CHIEF EXECUTIVE OFFICER REPORT**

PS presented a report providing a summary of key activities and information. PS highlighted the following items in his report:

- The refurbishment works undertaken at Basildon Mental Health Unit
- The Neuromodulation Service which has recently opened. PS had first-hand feedback from a patient on the positive experience of the service. The service showed innovation from clinicians and perseverance with commissioners.
- The Rainbow Mother & Baby Unit having the first bariatric room in the East of England for the service.

PS noted the last two items demonstrated positive things happening which had been led by clinicians.

SSc commented he had completed a visit to the service and was impressed. He felt the bariatric room was a significant step for the unit.

PG was pleased to see the Neuromodulator Service as she had previously heard about the type of service at a conference and was glad to see it being taken forward. PG also noted the link between the bariatric room and Disability History Month. SSa commented the Trust had pioneered the RTMS service for a number of years, but it was not commissioned.

PG commented at a national level it had been decided long-covid was no longer considered a disability and can now revert to usual sickness absence practices. PG asked how the Trust was taking account of the national guidance. PS advised he would follow this up outside the meeting and report back.

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

**Action:**

1. **Confirm if the Trust is following national guidance in terms of long-covid not being considered a disability, and to follow normal sickness absence processes. (PS)**

**007/23 AUDIT COMMITTEE ANNUAL REPORT**

JW presented a report providing assurance regarding the work of the Audit Committee in ensuring the Council of Governors appointed auditors are discharging their responsibilities to the required standard and providing an indication of the effectiveness of the Non-Executive Director membership of the Committee in fulfilling its remit as part of its contribution to the overall performance of the Board. The report covers the period 1 February 2022 to 31 January 2023.

JW thanked PG as Governor Observer for the very helpful feedback. JW provided details of the Audit Committee looking at how strategic risks are managed and provided example of the work being undertaken.

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

**008/23 FINANCE & PERFORMANCE COMMITTEE**

Signed ..... Date .....



LL presented a report providing an indication of the effectiveness of the Non-Executive Director membership of the Committee in fulfilling its remit as part of its contribution to the overall performance of the Board. The report covers the period 1 February 2022 to 31 January 2023.

LL highlighted the following items in the report:

- Deep dives have been undertaken on length of stay and our of area placements to generate ideas on how to improve this metrics, which appear difficult to move. The discussions in the Committee have be useful in opening different lines of inquiry. LL advised work would continue to test data using the same method.
- The Committee had considered what innovations the Trust wanted to focus investment. It was unlikely there is enough time, funding and people to focus on everything, but through a process of evaluation the areas of focus can be identified. This could be done using the EPUT Strategy to identify items in specific portfolios, rather than completing separate business cases for each issue.

LL thanked JJ for his role as Governor Observer to the Committee.

PG commented the report had listed a number of areas considered by the Committee, but had not identified the learning that had been identified. PG felt this would be resolved by the development as a template, as recorded in the action log, to ensure learning is identified. LL thanked PG for the feedback.

PE commented she liked the use of the term “unpredictability of demand” in the report. PE commented on the second point of this paragraph, which refers to the definition of out of area placements, which was defined currently as distance outside the Trust boundary as opposed to distance from the individuals residence. PE asked whether the Council would be able to see the outcome of this review. LL advised the purpose was to promote discussion to determine if the Trust had a realistic target, which is currently at zero out of area placements. The Trust may not have control or the nature of the service, as in a fixed inpatient service cannot be moved to where the demand exists, so the patient needs to be moved out of area to get the treatment needed. LL agreed with the point regarding the geographical area, as what is considered out of area for the Trust, may not be out of area for the patient. LL advised all these areas would need to be reviewed to ensure the metric is providing a deliverable target

NH commented on the “unpredictability of demand” in terms of capacity. NH advised system discussions were taking place regarding demand and challenging individuals to re-think the demand for mental health services. There are some predictors of demand, such as Covid-19 and the cost of living, so it is important to use this information to meet the demands of the population. CW commented the demand is naturally influenced by the rate people are seen and the size of the waiting lists. CW felt it highlighted the need to have the conversations with commissioners, in terms of what is wanted versus what is needed.

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

<b>009/23</b>	<b>COUNCIL OF GOVERNORS INVOLVEMENT IN THE APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER</b>
---------------	---

CJ presented a report providing the Council of Governors Involvement in the Appointment of the Chief Executive Officer (CEO) for review. CJ advised one significant change was in

Signed ..... Date .....

relation to the interview / stakeholder panels (Sections 3.2.1, 3.2.3, 3.2.4). CJ advised these were originally developed specifically for the last recruitment process completed and had been amended to allow greater flexibility, whilst ensuring Governor involvement is maintained.

**The Council of Governors received, noted the report and approved the Council of Governors Involvement in the Appointment of the Chief Executive Officer Procedure.**

<b>010/23</b>	<b>GOVERNANCE COMMITTEE ANNUAL REPORT AND TERMS OF REFERENCE</b>
---------------	--

JJ presented a report providing details of the work of the Council of Governors Governance Committee and presents a reviewed Terms of Reference for approval.

SSa noted the reference in the report which had meant one meeting was not quorate during the year. JJ agreed and encouraged any newly elected Governors to join the Committee. PG suggested reducing the number of members required to be quorate to 3. This had been agreed by the Training and Development Committee.

The Council agreed to the reduction of the membership required to be quorate to 3 and agreed this in principle for all sub-committees.

**The Council of Governors received, noted the report and approved the Terms of Reference for the Council of Governors Sub-Committee.**

**Action:**

- 1. Amend the Terms of Reference for the Council of Governors Governance Committee to reduce the requirement for the meeting to be quorate from “4” to “3”. (CJ)**

<b>011/23</b>	<b>REMUNERATION COMMITTEE ANNUAL REPORT AND TERMS OF REFERENCE</b>
---------------	--

JJ presented a report providing an update of the work of the Council of Governors Remuneration Committee and presents a reviewed Terms of Reference for approval.

**The Council of Governors received, noted the report and approved the Terms of Reference for the Council of Governors Remuneration Sub-Committee.**

**Action:**

- 1. Amend the Terms of Reference for the Council of Governors Remuneration Committee to reduce the requirement for the meeting to be quorate from “4” to “3”. (CJ)**

<b>012/23</b>	<b>TRAINING &amp; DEVELOPMENT COMMITTEE ANNUAL REPORT AND TERMS OF REFERENCE</b>
---------------	--

PG presented a report providing details of the work of the Council of Governors Training and Development Committee and presents a reviewed Terms of Reference for approval.

Signed ..... Date .....

PG highlighted the Learning & Development plan and noted the presentations at Council / Board meetings have been helpful in covering a number of topics. PG thanked members of the Committee for their contributions and advised she was developing the self-certification report, showing how learning links to all aspects of the Governor role.

PG highlighted the low number of feedback forms returned following learning sessions and encouraged Governors to return these to help in developing future learning sessions.

**The Council of Governors received, noted the report and approved the Terms of Reference for the Council of Governors Training & Development Sub-Committee.**

**013/23 CODE OF CONDUCT FOR THE COUNCIL OF GOVERNORS**

CJ presented a report providing the Code of Conduct for the Council of Governors for consultation. CJ advised the Governance Committee had discussed an amendment to Section 4.10 to remove the Fit and Proper Persons Test requirement as it was not relevant for Governors. CJ advised he had subsequently reviewed the new Code of Governance which now included this requirement, therefore this would remain in the procedure.

PG noted a typographical error and a use of the word "Monitor" in one section. PM noted a use of the pronoun "he" in one section of the procedure. CJ agreed to review and amend.

MS commented she was pleased to see references to the Nolan Principles in the procedure.

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

**014/23 QUALITY ACCOUNT 2022/23 – BRIEFING REPORT**

NH presented a report providing information relating to the preparation of the Quality Account 2022/23. NH provided an update on the changes to the Quality Account process for this year and advised a workshop would be held with Governors in the next few months.

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

**015/23 TRUST CONSTITUTION REVIEW**

CJ presented a report providing details of the intention to extend the Trust Constitution to allow the incorporation of the new *NHS Providers Code of Governance* due to come into effect from the 1 April 2023.

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

**016/23 MEMBERSHIP / YOUR VOICE**

MD presented a report providing the membership metrics as at January 2023 and feedback from the Your Voice meeting held in December 2022. MDa highlighted the development of a Membership Framework and felt this was needed to ensure there was better engagement with members. The data provided in the report showed that when communication was undertaken using the membership database, only 34% of individuals open the emails. The Framework should focus on what the members want.

Signed ..... Date .....

MDa highlighted the upcoming Your Voice meeting and encouraged Governors to volunteer to Chair the next meeting.

DC commented in relation to the bounce back emails, whether the individuals could be contacted to ask them to change the settings on their emails. CJ advised it was not possible to know the exact reason for the bounce, it could be the individual's inbox was full or the email address was no longer used. There was a plan to include as part of the next postal communication a request individuals provide an updated email address if they would like to be contacted electronically.

PE commented the Patient and Public Forum dates had been circulated by Communications, but had not been sent to Governors. PE felt this was a missed opportunity for Governors to attend the forums and liaise directly with members. SSa agreed this should be part of the framework to ensure this information is shared. MDa agreed and felt it was important for Governors to push themselves to attend different events to hear different member voices.

DB commented Your Voice meetings had been virtual for some time and asked if this was now permanent. MDa advised the report provided details of the plan to hold the Your Voice meetings in June as face-to-face.

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

<b>017/23</b>	<b>ELECTIONS TO THE COUNCIL OF GOVERNORS 2023</b>
---------------	---

CJ presented a report providing details of the Governor Election programme for 2023. CJ noted an error on the list of Governors due for election. Kate Shilling was listed as her term of office finishing in June 2022, whereas this was the date of her re-election.

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

<b>018/23</b>	<b>CHANGES TO THE COUNCIL OF GOVERNORS AND MEMBERSHIP OF ITS COMMITTEES</b>
---------------	---

CJ presented a report providing details of any changes to composition, current sub-committee membership and attendance at the Council of Governors. CJ advised he had been contacted by a Governor prior to the meeting noting Owen Carty had been missed from the list of Governors and this would be amended.

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

<b>019/23</b>	<b>LEAD / DEPUTY LEAD GOVERNOR REPORT</b>
---------------	---

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.**

<b>020/23</b>	<b>NHS PROVIDERS GOVERNOR ADVISORY COMMITTEE</b>
---------------	--

---

Signed ..... Date .....

JJ presented a report providing an update on the work of the NHS Providers Governor Advisory Committee (GAC).

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

**021/23 ANY OTHER BUSINESS**

**Advertising the Council of Governors**

MDa highlighted the Council of Governors meeting was not advertised further than the public website. MDa felt that this should be publicised wider to encourage members of the public to attend. SSa agreed and felt this should be taken forward with Communications.

**Action:**

- 1. Develop plan to advertise upcoming Council of Governors meetings wider than the public website (i.e. social media). (CJ)**

**EPUT Strategy**

ZT commented on references in the meeting to engaging with members. ZT advised the new EPUT Strategic Plan included the development of two enabling strategies to engage with patients and the public. ZT encouraged Governors to be involved in this to ensure there is a systematic and thoughtful way of engaging people.

**NHS 111, Option 2**

PE commented the NHS 111, Option 2 service had improved and it was now much quicker in moving through to speaking to someone than before. ZT advised this had been advocated strongly with regional colleagues, along with many others and was pleased there had been improvements. PE thanked ZT and others for continuing to advocate for the improvement.

DB agreed and felt the system was not perfect, but was a lot better.

**022/23 QUESTIONS AND ANSWERS SESSION**

None.

**023/23 DATE AND TIME OF NEXT MEETING**

The date and time of the next meeting is Monday 22 May 2023 at 13:45 (CEO Briefing at 13:00)

Signed ..... Date .....

In the Chair

**ESSEX PARTNERSHIP UNIVERSITY NHS FT**

**Council of Governors Meeting**  
**Action Log (following Part 1 meeting held on 15 February 2023)**

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

Lead	Initials	Lead	Initials	Lead	Initials
Chris Jennings	CJ	Denver Greenhalgh	DG	Manny Lewis	ML
Gill Mordain	GM	Paul Scott	PS	Loy Lobo	LL

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
February 005/23	Provide update on impact of International Recruitment, including figures on the number of international recruits to date.	ML/LL	Jun-23	This will be included as part of the annual report currently being developed.	Open	
	Provide an update on progress to improve the Lighthouse Child Development Centre	PS	Jun-23	This will be included as part of the CEO Briefing with Governors.	Open	
February 006/23	Confirm if the Trust is following national guidance in terms of long-covid not being considered a disability, and to follow normal sickness absence processes.	PS	Jun-23	<b>Response from Debbie Prentice, Associate Director of Employee Relations:</b> The Department of Health & Social Care withdrew the temporary guidance on sick pay and sickness absence management for Covid-19 related absences with effect from 7 July 2022. In relation to Covid-19 sickness absence, pay is now in accordance with NHS Terms & Conditions, and sickness	Closed	

--

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
				<p>absence management follows the Trust's normal procedures.</p> <p>The sickness absence procedure is very much focused on supporting individual's with ill health and ensuring that reasonable adjustments are considered which support well-being and attendance is managed on a case-by-case basis.</p>		
February 010/23	Amend the Terms of Reference for the Council of Governors Governance Committee to reduce the requirement for the meeting to be quorate from "4" to "3".	CJ	Jun-23	Document amended.	Closed	
February 011/23	Amend the Terms of Reference for the Council of Governors Remuneration Committee to reduce the requirement for the meeting to be quorate from "4" to "3".	CJ	Jun-23	Document amended.	Closed	
February 021/23	Develop plan to advertise upcoming Council of Governors meetings wider than the public website (i.e. social media).	CJ	Jun-23	Plan developed and Council now advertised via social media.	Closed	
November 041/22	Develop a session with Governors to discuss the relationship between EPUT and Anglia Ruskin University.	CJ	<del>Apr-23</del> Oct-23	This will be incorporated into the a future Joint Board Seminar Session	Open	
December 074/21	Develop a template for future Standing Committee assurance reports via the CoG Chair of Sub-Committees meeting	DG (picked up formally in first CoG meeting in March 2022)	<del>Mar-22</del> <del>Aug-22</del> Dec-22	Template developed and presented to the Board of Directors in March 2023. This will continue to be updated and developed into an annual report for the Council of Governors.	Closed	
Sep 056/21	Undertake a data quality audit of the Serious Incident local indicator contained in the Quality Account 2019/20	DG	<del>May-22</del> Dec-22	Audit to be shared with the Council of Governors via the Governor Update.	Closed	

					Agenda Item No: 5a			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1					22 May 2023		
Report Title:		Report from the Chair						
Executive/ Non-Executive Lead:		Professor Sheila Salmon, Chair						
Report Author(s):		Angela Horley, PA to Chair, Chief Executive and NEDs						
Report discussed previously at:		N/A						
Level of Assurance:		Level 1		Level 2	✓	Level 3		

Risk Assessment of Report		
Summary of risks highlighted in this report	No risks identified.	
Which of the Strategic risk(s) does this report relates to:	SR1 Safety	
	SR2 People (workforce)	
	SR3 Systems and Processes/ Infrastructure	
	SR4 Demand/ Capacity	
	SR5 Essex Mental Health Independent Inquiry	
	SR6 Cyber Attack	
	SR7 Capital	
	SR8 Use of Resources	
Does this report mitigate the Strategic risk(s)?	Yes/ No	
Are you recommending a new risk for the EPUT Strategic or Corporate Risk Register? <i>Note: Strategic risks are underpinned by a Strategy and are longer-term</i>	Yes/ No	
If Yes, describe the risk to EPUT's organisational objectives and highlight if this is an escalation from another EPUT risk register.		
Describe what measures will you use to monitor mitigation of the risk		

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

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <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
<p>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.</p> <p>An update report from the Chair of the Trust will be provided at each general meeting of the Council of Governors.</p>




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

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

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

Acronyms/Terms Used in the Report			
CQC	Care Quality Commission	CAMHS	Child and Adolescent Mental Health Services

Supporting Documents and/or Further Reading
Main Report

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

## CHAIR'S REPORT

### 1.0 PURPOSE OF REPORT

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

### 2.0 ACTIVITY UPDATE FROM CHAIR AND NEDS

#### i) **Sheila Salmon**

Since the last Council of Governors meeting I was delighted to be asked to sit on the panel for the recent ESNEFT Associate NED interviews as well as the Stakeholder Panel for the MSEFT Chief Executive position. This demonstrates and cements our continued partnership working and growing relationships with partner organisations.

Governors may be aware that our Executive Nurse, Natalie Hammond will be leaving EPUT to take up a new role as Executive Director of Nursing and Quality at Herts and West Essex ICB. Natalie has been Director of Nursing for EPUT (and previously NEP) for the past 8 years and leaves a legacy where she has created a culture of learning and a relentless focus on patient safety. Although Natalie will be greatly missed here at EPUT, we wish her every success in her new role. The process for finding a new Executive Nurse has commenced prior to Natalie's departure at the end of July.

Following the long absence of face to face meetings due to the Covid-19 pandemic and social distancing restrictions, it was a pleasure to hold our March Board of Directors meeting in public at Anglia Ruskin University. The meeting was well attended by governors, members of the public and many student nurses from ARU. I was also pleased to be able to meet with Board members and the Council of Governors at our joint seminar in April. While not underestimating the flexibility the virtual meeting space can give us, it is good to be able to meet once again in person and the next Board of Directors meeting in May will again be held face to face at the Anglia Ruskin University Campus.

The NEDs and I are also pleased to be able to visit services more regularly, including 15 Step Quality Visits with Governors. Since the last COG meeting I hosted the Chair of Princess Alexandra Hospital at a visit to Adult Inpatient wards at St Margaret's hospital and have visited Clacton Tower Ward and Basildon MHU with Stephen Heppell and Elena Lokteva. A forward planner of future visits is also scheduled.

#### ii) **Janet Wood**

It has been another busy period as Chair of the Audit Committee. We have appointed new internal auditors, TIAA. Their contact started in April and they are currently finalising the 2023/24 internal audit programme, taking into account the Board Assurance Framework and the views of Directors. This is due to be presented to the Audit Committee at the end of May. TIAA have already started a review in relation to the Essex Mental Health Inquiry. Draft annual accounts have been submitted and the Audit Committee reviewed these at a seminar session.

A fair amount of my time has also been spent considering year end forecasting and 2023/24 planning, both within the organisation and system. This has involved working closely with Loy as chair of F&P to both gain assurance and be curious about how EPUT ensured break even in both outturn and planning. Both of these have been achieved which is a testament to Trevor's leadership of the finance function, the experience of his senior team and also the wider operational leadership across all care units.

A highlight has once again been visits. I was delighted to visit the finance department in March – catching up with colleagues and setting the workplan for the Audit Committee for the year. I visited the Cumberlege Intermediate Centre - CICC (Rochford), hearing first hand from staff their experiences of working for EPUT. Rufus and I also had the pleasure of hosting a visit to the St Margaret's site from the Herts and West Essex ICB Non Executive Member with the lead for quality. We were able to introduce her to staff from the virtual hospital, community and mental health wards and show her around services. She gave us some very positive feedback from her visit.

iii) **Loy Lobo**

Since my last report in February 2023, I have been back to visit The Lakes (Gosfield) again, Rochford Hospital (Beech & Willow Wards) and the Peter Bruff Assessment Unit, meeting staff and the people who use our services. My key learning points from these visits were:

1. There is wide variation in the estates provision across our services. A review and refresh of our Estates strategy is overdue. We have established a baseline of our assets. We need to do more work now in tandem with the Workforce and Digital arms of our overall strategy to help create the therapeutic environments we need for our population.
2. There are great examples of excellence amongst our staff, many of whom have been winning awards for quality and innovation. There are also many unsung heroes in our wards whose work may need to be recognised. As part of our work on Equality, Disability, and Inclusion, I am advocating for an ongoing communication cascade that does not just go from top-down, but is bottom-up as well. A good feedback loop will help ensure that we don't have to rely solely on recognition programmes or Freedom to Speak Up to get the real pulse of our organisation.
3. There are some easier benefits for the taking if EPUT can build flexibility into its workforce policies. Offering flexible contracts, half-shifts, learning and development opportunities, and reducing administrative burden through automation can help make EPUT a much better place to work and thrive. I am keen to see the report from the pilot of body-worn cameras as staff have anecdotally told me that this would help make our wards better and safer places to work.

The last quarter was also an extraordinarily busy period for the Finance and Performance Committee. By the close of the quarter:

1. The Finance team had done an excellent job working with EPUT and system colleagues to achieve financial balance despite some last-minute surprises from the wider system. It is a testament to their technical and stakeholder management skills.
2. The Business Case for the Mental Health Urgent Care Department at Basildon Hospital was approved and the unit has since become operational. Huge kudos to the leadership given by Dr Milind Karale and the entire team who work long hours to make this happen. The fantastic feedback from patients should make us all proud.
3. Outline Business Cases for the Electronic Patient Record (EPR) refresh, and the Electronic Prescribing and Medicines Administration (EPMA) systems were approved to proceed to a full business case. These investments are significant elements of the digital infrastructure of EPUT upon which an effective digital transformation programme can be constructed.

Following on from the work of the Data Strategy, we are looking forward to the improved performance scorecards and dashboards based on the PowerBI system. This, combined with the improved BAF, will help us collectively have more informed discussions and decisions at Board. I was also part of a team that reviewed six options for a Board portal, which is a set of tools that would make the preparation, circulation, and discussion of Board papers more effective than it is today.

As I close out this report, I reflect on the half-day I spent with colleagues in the Transformation Directorate. Richard James kindly invited me to meet the team and participate in the first half of their team Away Day at Barleylands. The team seems to be coming together well and there was a lot of positivity in the room. We spoke about creating a clear link between their work and the

Trust strategy, and using those links to carefully prioritise where we invest our Transformation resources. We are coming up quickly to an exciting phase with the implementation of the Data Strategy, EPR, EPMA, Power Apps, PowerBI, and everything else that is in play to help EPUT achieve its strategy. That afternoon, I also sat in the second GIRFT (Getting It Right First Time) where it was abundantly clear where we need to apply the focus of our services - on the therapeutic benefit we can deliver and being proactive and timely with meeting service needs before they escalate into a crisis.

Clearly there is a lot of work ahead. One of my key and persistent concerns is that several EPUT leaders seem to be very caught up the day-to-day crises of EPUT and the NHS, and have little capacity to step back, reflect, be creative, and to truly lead. This seems to be an unfortunate characteristic of life in the NHS. We need to be courageous enough to be different to make a difference.

**iv) Manny Lewis**

In the period since the last update to COG in February, apart from attendance at Board, F&P, Herts & West Essex Chairs, NED Discussion Group, Your Voice, Education Board, Constituency meetings, REMNOM, Nominations Committee, COG and PECC, my other contributions have been:

- Undertaking, as a panel member, interviews for the Freedom to Speak Up Guardian role. We had an excellent field and delighted to report that **Bernadette Rochford MBE, the Freedom to Speak Up Guardian** for Mersey Care NHS Foundation Trust has been appointed. The key skills we were seeking were:
  - o The Ability to maintain impartiality within difficult and conflicting situations
  - o Strong motivation to work in the field of raising concerns, speaking up and to drive continuous improvement
  - o Able to develop strong relationships with stakeholders, break down cross organisation barriers
  - o Managing and receiving highly complex, highly sensitive or highly contentious information using the highest level of interpersonal and communication skills, required for highly emotive subjects e.g. sexual safety, racism, discrimination etc.
  - o Sophisticated leadership and influencing skills, building compassionate cultures where individuals and teams thrive at organisation, partnership, and system levels.
  - o Ability to provide and present highly complex, sensitive or contentious information to gain co-operation and commitment from large and diverse groups of staff or stakeholders
  - o Visibility and ability to follow up, challenge and escalate issues as necessary to ensure concerns are heard and addressed.
- I held a review meeting with Trevor Smith, Annette Thomas-Gregory and Marcus Riddell to address concerns about the adequacy and availability of our education training facilities in order to ensure we can meet training demands; this issue will be addressed as part of the Estates strategy work.
- I attended the Collaborative Board HR workshop which focussed on the people strategy issues across the providers within the Collaborative and how to foster joint working particularly to improve recruitment & retention and reduce unhelpful competition;
- I presented at the RISE (Rising Leaders) management development programme on my experience as a NED and the role of the Board/Exec. This programme continues to be exceptionally successful in progressing middle management potential within the organisation, targeted at our BAME leaders of the future.

**v) Mateen Jiwani**

For the last quarter, there've been a number of progressive changes and challenges in committees. Some of the greatest leaps we've made are with the Mental Health and Safeguarding subcommittee as well as PECC which has shown great progression in terms of workforce and capability demand, as well as innovative streaks around apprentice working and allied health care upskilling. We've had tremendous efforts from the department as well as efforts around ensuring

compliance and regulations are within the safety parameters that we are expecting of the organization.

We've had really successful Board Seminars and joined working alongside our Governor colleagues in launching a safety strategy formally and learning how to assure that the right objectives are met throughout the Board meetings as well as relevant committees. This has been most relevant for myself in Audit Committee, PECC, Mental Health and Safeguarding sub-committee.

In my role as Senior Independent Director, I managed to walk through a successful appraisal for the Chair this year and also my own recognition of the role in keeping with the standards expected from the organization and the wider NHS provider landscape. This is the role I've been developing together with peer support and guidance from my colleagues and look more to cement that relationship with Lead and Deputy Governors over the coming year.

Strategic relationships and work being done with Anglia Ruskin University has been nothing short of a success with our 2<sup>nd</sup> Annual Conference in joint working being launched at the beginning of September. This working group now has an agenda and expected turnout exceeding hundreds and building on success from last year. This has allowed for further working of academic and clinical frontline workers to find time to innovate and strengthen evidence-based working which can only better safe standards of care for our end users. This also opens the opportunity for further collaborative working and strategic innovation which, will go on to add much-needed value to the forward-thinking work that EPUT is doing.

I'm really looking forward to this next year and the achievements which are yet to come.

**vi) Elena Lokteva**

I joined the Trust on 20th February and as an incoming Chair of Audit Committee focused on understanding EPUT services and its inherent risks. Therefore, conducted three site visits (Brockfield House, Basildon MTU, Clifton Lodge), six one to one meetings with the Board colleagues, two handover meetings with Janet Wood, attended All Staff Update, Your Voice Meeting, Safeguarding Champions Event.

Actively participated in March Board meeting, two Audit Committee meetings and two Board seminars.

To keep abreast of both the dynamics of ICS and the changing financial regime, attended The Healthcare Financial Management Association annual audit conference, ACI Financial Crime webinar, Digital Boards Program Deep Dive and Mercer RemCom workshop.

**vii) Rufus Helm**

In addition to the usual business, I was able to visit a number of services including:

- NE Essex STARS - providing a fantastic service for individuals suffering from addiction
- St Aubyn Centre - delivering CAMHS services from a very impressive facility
- Kitwood and Roding Wards - supporting older patients with both functional and organic conditions. Well-run wards as evidenced by high levels of staff retention and the number of student nurses that have applied to work there after their training.
- St Margaret's Hospital - conducted a more comprehensive review of the services being delivered from the St Margaret's site with Thelma Stober, the Non-Executive Director for Quality at Herts and West Essex ICB.

### 3.0 RECOMMENDATIONS AND ACTION REQUIRED

The Council of Governors is asked to:

1. Note the content of this report.

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

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

		Agenda Item No: 5b						
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1					22 May 2023		
	Report Title:		Chief Executive Officer Report					
	Executive/ Non-Executive Lead:		Paul Scott, Chief Executive Officer					
	Report Author(s):		Paul Scott, Chief Executive Officer					
	Report discussed previously at:		N/A					
Level of Assurance:		Level 1	✓	Level 2		Level 3		

Purpose of the Report				
his report provides the Council of Governors with a summary of key activities and information		Approval		
		Discussion		
		Information	✓	

Recommendations/Action Required
The Board of Directors is asked to:
1 Note the contents of the report

Summary of Key Issues
The report attached provides information in respect of:
<ul style="list-style-type: none"> <li>Essex Mental Health Independent Inquiry</li> <li>CQC Well-Led Inspection</li> <li>Internal Inquiry Update</li> <li>Mental Health Urgent Care Department</li> <li>New Mental Health Joint Response Car</li> <li>NHS Pay Award</li> <li>Professor Natalie Hammond</li> <li>Mental Health Awareness Week</li> <li>International Nurses Day</li> <li>Dementia Action Week</li> </ul>

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

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

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

<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/ Appendices /or further reading</b>
Main Report

<b>Lead</b>
 <p><b>Paul Scott</b> <b>Chief Executive Officer</b></p>



**CHIEF EXECUTIVE OFFICER REPORT****1.0 UPDATES****1.1 Essex Mental Health Independent Inquiry**

Last week the Inquiry published an open letter sent to the Secretary of State for Health prior to their meeting last month to discuss the status of the Inquiry. We will update Governors with any developments as we are made aware of them. However, at this time, the Trust has received no confirmation of any change to the status of the Inquiry.

We understand the delay and uncertainty may be unsettling for staff. We continue to provide a range of mechanisms to support colleagues including both legal advice and psychological support via the British Red Cross and our Here for You programme. Nigel Leonard and Gill Brice are also visiting Trust sites to speak directly with and answer any questions staff may have.

Safety is and has always been our top priority and is at the forefront of everything we do at EPUT. From the outset, the Trust put in place arrangements to ensure we were in the best position to serve the inquiry and considered the provision of information in an open and transparent way to be paramount. We fully understand that there is a need to meet the commitment to families, carers and service users who rightly expect answers and we will continue to proactively encourage engagement with the Inquiry.

**1.2 End of Financial Year Update**

The Trust has submitted draft Accounts ahead of deadline with performance results including an income and expenditure surplus of £96k (against breakeven plan) and capital investments of £14.3m delivering performance consistent with capital allocations agreed with System partners. External Audit is currently underway and is due to complete by 16 June with final accounts to be submitted by 30 June.

**1.3 Internal Inquiry Update**

Following the Dispatches programme, aired in October 2022, I immediately commissioned an internal inquiry into the issues raised. The inquiry was tasked with identifying any concerns around patient safety, culture, practice or behaviours within Willow and Galleywood ward and any subsequent actions which may be required. Following the publication of the inquiry findings, the Trust mapped the recommended actions to both existing Trust work streams (e.g. Time to Care) and to the actions being taken to address the CQC's concerns following their unannounced visits to the wards in October 2022. The Trust also established a task and finish group, led by Nigel Leonard, the Executive Director of Major Projects and Programmes, to ensure all recommendations arising had been implemented and embedded. All 56 actions identified are on track with the exception of two: the installation of a whiteboard, which now forms part of a wider communication project, and the regularity of staff on the wards. Nevertheless, we have taken decisive action to ensure staffing is safe, increasing the proportion of staff with experience of working in the Trust on the wards, and we have seen an increase in regular staff from 43% to 66% and 40% to 70% in Galleywood and Willow Wards respectively from the beginning of this year. Both Galleywood and Willow wards have also seen a reduction in their nurse vacancy rates, mirrored in our wards across the Trust where staffing has improved substantially over recent months with a reduction in nurse vacancies from 158 to 117, and forecast to fall by a further 50% by the end of the year. The further fall will come from our domestic, student and international recruitment channels. It is worth highlighting that we have a total of 59 registered nurses in our domestic pipeline and have a target to place 148 student nurses which we are on course for.

## 1.4 Safety Strategy Update

The Safety First, Safety Always strategy was agreed by Trust Board in February 2021, following widespread engagement with Trust staff, Non-Executive Directors, Governors and partners. The strategy sets out our ambition to be an organisation that consistently places patient safety at the heart of everything it does.

Since the creation of the strategy, considerable improvement to the safety of our wards has been seen, such as an approximate 30% reduction in fixed point ligatures. We have focused heavily on our staffing model, both in terms of reducing vacancy rates, and through the introduction of new roles. For example, our recent self-harm reduction pilot project which assessed the introduction of activity coordinators, saw 80% of patients who had previously self-harmed, said their urge to do so reduced as a result. We continue to embrace technology such as Oxevision, which 94% of staff tell us enables them to identify incidents they may not otherwise have known about. And underpinning all of this, is our continued focus on improving the collection and use of data in driving decision making, moving towards dynamic rather than static data collection and getting the data into the right hands, evidenced through the introduction of the new safety dashboard.

We know there is always more we can do, but we have made huge strides in terms of improving safety across the organisation. In order to showcase these, we are currently finalising arrangements for EPUT's Safety Conference to be held on 15 June. Hosted within Anglia Ruskin's Chelmsford Campus, the event will include presentations from some of our key partners, and will be attended by senior leadership, Trust staff and over 200 Anglia Ruskin medical students.

## 1.5 Mental Health Urgent Care Department

I am delighted to confirm that our Mental Health Urgent Care Department, based at Basildon Hospital, is now open to people living in Chelmsford. This means the department is now open to people aged 18 and over living in all areas of mid and south Essex. I would like to extend my thanks and appreciation for all the hard work from all involved in designing and launching this new department which will have a positive impact on the urgent care pathway in place across Essex, particularly for patients in mental health crisis who need urgent support.

## 1.6 New Mental Health Joint Response Car

A new Mental Health Joint Response Car has been launched in mid and south Essex to provide better access to urgent mental health care in the community. The scheme, supported by the Mid and South Essex Integrated Care Board, is the first of its kind in the area and brings mental health care and support to the patient, and in most cases, the patients' own homes. The vehicle and emergency clinicians provided by the East of England Ambulance Service NHS Trust, will work alongside EPUT's specialist mental health nurses to provide immediate crisis care in the community and ensure the most appropriate ongoing care is put in place to meet patient needs. The service, now covering mid and south Essex, is ready for callouts everyday between 1pm and 1am and can assist with mental health presentations in the community; concerns regarding risk to the patient and public; and issues involving the legal framework.

Within the first week of launch, the Mental Health Joint Response Car kept 95% of patients it had contact with out of the emergency department, whilst meeting their required needs.

We know that hospital emergency departments are not always the right environment for people experiencing mental health difficulties. This is an exciting and innovative development in being able to deliver mental health support in a timely manner within patients' familiar surroundings. The scheme has the potential to reduce any escalation of crisis, avoiding the need for inpatient admissions, whilst enabling better integrated care in the right place at the right time. I am delighted to be working with our partners to launch such a vital service.

## 1.7 NHS Pay Award

NHS Employers has confirmed details of the NHS pay deal 2023/2024. All staff on agenda for change terms and conditions will receive a non-consolidated pay award in the form of a one-off payment as well as a permanent salary uplift. Staff can expect to receive both of the 2022/23 non-consolidated payments and the 2023/2024 pay uplifts in June pay run.

The pay award does not apply to staff on local terms and conditions and bank workers – arrangements for these workers are currently being considered.

## **1.8 Professor Natalie Hammond**

After eight years at both EPUT and predecessor organisation, Professor Natalie Hammond, our Executive Nurse, will be taking up a new role as Executive Director of Nursing and Quality at Herts and West Essex Integrated Care Board.

Natalie will leave a legacy at EPUT where she has created a culture of learning, a relentless focus on patient safety and on the delivery of compassionate patient care, and a commitment to drive the highest professional standards across the Trust.

I would like to take this opportunity to thank Natalie for her hard work, for being a fantastic colleague and for her passionate dedication to all who use our services. Although myself and colleagues will be sad to see her move on, I am however delighted that Natalie will remain a key colleague in the local health care system and we can look forward to working with her in her new role where, I have no doubt, she will carry on her inspiring work.

We have started the process for finding a new Executive Director of Nursing and will keep Governors updated on this process and when an appointment is confirmed.

## **1.9 Visit from Dr Tim Ferris, National Director of Transformation, NHS England**

On 28 April we were delighted to host Dr Tim Ferris, National Director of Transformation at NHS England, for a morning of discussion and exploration into the opportunity of a single electronic patient record system across EPUT and MSEFT. The session was positively received by all and it was exciting to hear how encouraged Tim was by our plans, offering his support to help promote the opportunity nationally.

During the session, Tim visited some of our wards and was equally encouraged by the use of digital innovations such as Oxehealth to drive transformation and promote a safer workplace.

## **1.10 Dementia Action Week**

Last week marked Dementia Action Week, which this year was dedicated to encouraging people to seek a timely diagnosis to enable access to vital support. The Alzheimer's Society, which organises the awareness campaign, says research shows that the biggest barrier stopping people seeking a diagnosis was thinking memory loss is a normal sign of ageing. Yet, nine in ten people living with dementia said they had benefited from getting a diagnosis.

We offer a number of services to support people with dementia. Our Memory Assessment Service, run by the North East Essex Dementia Service, was formally accredited last month for the third time by the Memory Services National Accreditation Programme (MSNAP) which awards accreditation to services that demonstrate good quality care and a commitment to continually improving the service they offer. The service cares for people living with dementia and early on-set dementia. As well as memory assessments and intervention, the team has specialist nurses who work in care homes and give intensive treatment to help people with complex needs continue living at home and maintain as much independence as possible.

EPUT offers a high level of care to help support people living with dementia, and I want to extend my congratulations to all the team who worked extremely hard in achieving accreditation and demonstrating the high standard of care they deliver to those people referred into the North East Dementia Service.

## **1.11 Mental Health Awareness Week**

Last week marked Mental Health Awareness Week, an annual campaign encouraging us all to focus on our mental health, supporting ourselves and others. The campaign was an opportunity for us all – not just as healthcare professionals, but as colleagues, friends, family members and carers – to reflect, connect and take collective action to promote good mental health.

The week was an opportunity to showcase some of the incredible work going on at EPUT in promoting good mental health and wellbeing, sharing staff stories, and shining a spotlight on some of the outstanding examples of innovation in our services. The Suffolk and North East Essex ICB Health and Wellbeing Team also invited all EPUT staff to join them for a series of online events, each focussing on a different topic related to mental health, featuring a range of speakers from the NHS, charities and local community projects.

The week was a successful way to visibly show our commitment to supporting good mental health, sparking conversations and encouraging meaningful connection.

### **1.12 International Nurses Day**

International Nurses Day, held on 12 May, was a chance for us to celebrate the amazing contribution nurses across the world make to healthcare. We have welcomed more than 200 nurses from countries including Nigeria, Ghana, Botswana, Zimbabwe and India as part of our international recruitment programme, bringing talent, experience and expertise from across the globe to our services. To mark the occasion, a number of our new colleagues shared some of their favourite recipes, creating a book of traditional recipes from their native countries.

All our nurses and health care assistants (HCAs) provide vital care every day and make a real difference to the lives of people we care for, and for that I would like to say thank you. So many nursing colleagues across the Trust go above and beyond to provide the best care, and International Nurses Day is about recognising all that they do.

**Report prepared by:  
Paul Scott  
Chief Executive Officer**

		Agenda Item No: 6a					
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1				22 May 2023		
Report Title:		Code of Governance for Foundation Trusts Review 2022/23					
Report Lead:		Chris Jennings, Assistant Trust Secretary					
Report Author(s):		Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:		CoG Governance Committee 18 May 2023					
Level of Assurance:		Level 1	✓	Level 2		Level 3	

Purpose of the Report		
This report provides an update and assurance on the Trust's compliance with the provisions in Monitor's <i>NHS Foundation Trust: Code of Governance</i> July 2014 (the Code) in preparation for the inclusion of the 'comply/explain' principals and necessary disclosures as part of the Trust's Annual Report 2022/23 submission.	<b>Approval</b>	✓
	<b>Discussion</b>	
	<b>Information</b>	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> <li>1 Consider the findings of the internal review of the Trust's compliance with the Code as a pre-requisite assurance to the Board of Directors in the preparation of the Trust's Annual Report 2022-23;</li> <li>2 Confirm acceptance of assurance given as evidence that the Trust complies with the provisions of the Code and/or there is sufficient explanation as to why it has departed from the Code if applicable;</li> </ol>

Summary of Key Issues
<p>The purpose of the Code is to provide guidance to help Trusts deliver effective and quality corporate governance, contribute to better organisational performance and ultimately discharge their duties in the best interests of patients.</p> <p>The Trust's Annual Report must include a statement as to how the Trust applies the Code and also confirm that the Trust 'complies' with the provisions, or if not, provide an explanation as to why it has departed from the Code.</p> <p>The review process to be followed is as follows:</p> <ul style="list-style-type: none"> <li>• Self-assessment against the Code of Governance</li> <li>• Internal independent assessment by the Council of Governors Governance Committee (18 May)</li> <li>• Report to Council of Governors (22 May)</li> <li>• Assurance report to Finance &amp; Performance Committee (25 May)</li> <li>• Final annual report, including relevant statement to Board of Directors (June)</li> </ul> <p>The self-assessment review of the Trust's position against the Code was undertaken by the Assistant Trust Secretary. Committee members will have the opportunity to scrutinise the documents and / or ask questions of the Assistant Trust Secretary. If any specific evidence is requested, this can either be shared at the time of the meeting or circulated to members after the meeting.</p> <p>The findings of the Committee in relation to the comply / explain requirements for inclusion in the annual report was considered by the Council of Governors Governance Committee on the 18 May 2023 and agreed to recommend the findings to the Council of Governors. The</p>

report self-assessment will also be scrutinised by the Finance & Performance Committee on the 25 May 2023 and thereafter to Part 2 Board of Directors in June 2023.

This process supports the Trust's corporate governance plan to review compliance with national governance / regulatory documents and with local policies and procedures; and to provide assurance / exception reports in terms of compliance to the Council and to the Chair of the Council / Board of Directors as appropriate.

#### **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>

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

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

- |   |  |
|---|--|
| <ul style="list-style-type: none"> <li>• Providing assurance in relation to Code of Governance Self-Assessment</li> </ul> |  |
|---|--|

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

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

<b>Supporting Documents and/or Further Reading</b>
--

Code of Governance Review 2022-23
-----------------------------------

<b>Lead</b>
-------------

<b>Chris Jennings</b>
-----------------------

<b>Assistant Trust Secretary</b>
----------------------------------

**CODE OF GOVERNANCE REVIEW 2022/23**

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
<b>SECTION A: LEADERSHIP</b>			
<b>A.1: The Role of the Board of Directors</b>			
<p><b>A.1.1.</b> The board of directors should meet sufficiently regularly to discharge its duties effectively. There should be a schedule of matters specifically reserved for its decision. The schedule of matters reserved for the board of directors should include a clear statement detailing the roles and responsibilities of the council of governors (as described in A.5). This statement should also describe how any disagreements between the council of governors and the board of directors will be resolved. The annual report should include this schedule of matters or a summary statement of how the board of directors and the council of governors operate, including a summary of the types of decisions to be taken by each of the boards and which are delegated to the executive management of the board of directors. These arrangements should be kept under review at least annually.</p>	<ul style="list-style-type: none"> <li>The Board of Directors in 2022-23 met sufficiently regularly to discharge its duties effectively: <ul style="list-style-type: none"> <li>In 2022/23 Board met in public 6 times and 8 times in private</li> <li>Two additional extraordinary meetings were held to consider the Operational and Financial Plan; approve a time sensitive contract; and to approve the Annual Report and Accounts.</li> </ul> </li> <li>Matters reserved for the Board are included in the Trust's Standing Orders for Board and Council, Standing Financial Instructions, Detailed Scheme of Delegation and Scheme of Reservation &amp; Delegation.</li> <li>The Constitution and the Board &amp; Council Standing Orders contain details on the function of the Board of Directors and Council of Governors.</li> <li>There is a policy and procedure setting-out how the Board and Council of Governors work together, including handling disagreements. There is a specific section included in any Council of Governors procedures relating to disagreements between the Council of Governors and the Board, including reference to referring disputes to the Senior Independent Director (SID).</li> <li>Statement included in Annual Report about how the Board and Council of Governors operate.</li> </ul>	✓	Supporting explanation/reference



Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
A.1.2. The annual report should identify the chairperson, the deputy chairperson (where there is one), the chief executive, the senior independent director (see A.4.1) and the chairperson and members of the nominations, audit and remuneration committees. It should also set out the number of meetings of the board and those committees and individual attendance by directors.	<ul style="list-style-type: none"> <li>The Annual Report includes names of Chair, Vice-Chair, CEO, SID and members of Nominations, Audit and Remuneration Committees.</li> <li>Register of Board meetings including attendance by individual Directors is kept by the Trust Secretary's Office and is available on request; details are identified in the Annual Report.</li> <li>Register of Nominations, Audit and Remuneration Committees meetings including attendance by individual Directors is kept by the Trust Secretary's Office and is available on request; details are identified in identified in Annual Report.</li> </ul>	✓	Supporting explanation/ reference
A.1.3. The board of directors should make available a statement of the objectives of the NHS foundation trust showing how it intends to balance the interests of patients, the local community and other stakeholders, and use this as the basis for its decision-making and forward planning.	<p>Included in the following documents which are available on the Trust's website:</p> <ul style="list-style-type: none"> <li>EPUT Strategic Plan 2023 – 2028 and individual care unit plans.</li> <li>Annual Operational Plan</li> <li>Annual Report</li> <li>Quality Account(Quality Priorities)</li> <li>Safety First Safety Always Strategy (Safety Priorities)</li> </ul>	✓	Publicly available
A.1.4. The board of directors should ensure that adequate systems and processes are maintained to measure and monitor the NHS foundation trust's effectiveness, efficiency and economy as well as the quality of its health care delivery. The board should regularly review the performance of the NHS foundation trust in these areas against regulatory and contractual	<ul style="list-style-type: none"> <li>Performance, quality and finance management systems in place to measure and monitor the Trust's effectiveness, efficiency and economy and quality of its healthcare delivery and safeguard patient safety.</li> <li>The Board delegates responsibility for carrying out some of its performance oversight duties, particularly operational service delivery and quality, to its standing committees but without compromising collective accountabilities.</li> <li>Established Board Committee Governance structure in place that focuses on strategic development and the transformation agenda.</li> <li>F&amp;P Committee undertakes a detailed scrutiny of the Trust's performance at each of its monthly meetings against the regulatory requirements and internally set KPIs through the review of detailed quality, performance and finance</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
obligations, and approved plans and objectives.	<p>scorecard, and updates from Executive Directors. A detailed report is presented at each Board meeting identifying hotspots and mitigating actions.</p> <ul style="list-style-type: none"> <li>• The Committee has also taken deep dive exercises against specific KPI's where progress has not been made to identify possible solutions or different approaches.</li> <li>• Quality and Performance Scorecard presented at each Board meeting, which measures indicators against regulatory requirements, approved plans and objectives.</li> <li>• Executive Directors provide a summary of activities since the previous meetings as part of the CEO Report, linked to the Quality &amp; Performance Scorecard.</li> <li>• Review of Board Assurance Framework (BAF) including Corporate Risk Register at Board meetings as well as by the relevant standing committees who also review the action plans. Updates also provided through the committees' assurance reports to Board. The Trusts Board Assurance Framework has been reviewed to provide greater focus on progress on actions associated with strategic risks.</li> <li>• Board Assurance Framework is presented to each public Board meeting.</li> <li>• Compliance Team tests compliance with regulatory requests, e.g. regular reports received in relation to CQC inspection activity preparation and management of resultant improvement plans.</li> <li>• Clinical audit function tests adherence to set standards which are set out in policy and clinical guidelines with the aim of improving care and driving up quality standards</li> <li>• Internal and external audit functions tests systems and processes through the annual audit programme; audit opinion provides assurance there is generally a sound system of internal control designed to meet the Trust's objectives (Annual Report details the audit activity and audit opinions)</li> <li>• All policies and procedures include 'monitoring' sections; these are reviewed. In 2022-23 these were approved by a multi-disciplinary Policy Oversight and Ratification Group, chaired by the Senior Director of Governance. Providing a Policy Management key controls report to both the executive team and to the Audit Committee.</li> </ul>		

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
	<ul style="list-style-type: none"> <li>Governance Update provided via the Chairs Report to Board of Directors which provides an update on regulation, compliance guidance / policies and information issued by NHSE, CQC, and any other relevant authority. Action is identified as appropriate.</li> <li>In 2022-23 continued to embed and mature the accountability framework in providing oversight of performance and objective delivery through the Care Unit structure.</li> </ul>		
A.1.5 The board of directors should ensure that relevant metrics, measures, milestones and accountabilities are developed and agreed so as to understand and assess progress and delivery of performance. Where appropriate and, in particular, in high risk or complex areas, independent advice, for example, from the internal audit function, should be commissioned by the board of directors to provide an adequate and reliable level of assurance.	<ul style="list-style-type: none"> <li>See A.1.4</li> <li>The Board of Directors receive a regular Quality and Performance Scorecard for scrutiny, summarising key performance indicators and data. A comprehensive Performance Report is scrutinised at standing committee level to ensure the Board of Directors receive the right information and performance data for escalation. The scorecard is flexible to ensure any new requirements or potential risks can be added to the scorecard throughout the year to ensure the Board of Directors receive the right key information to allow the performance of the organisation to be assessed.</li> <li>Performance against the agreed targets is monitored monthly by the relevant standing committee (e.g. F&amp;P, Quality) as well as the Executive Team. The Board is advised of any outliers that give cause for concern.</li> <li>The indicators that are agreed by the Board are included in performance dashboards that monitors performance at inpatient ward, community team and individual consultant level.</li> </ul>	✓	Comply/ explain
A.1.6. The board of directors should report on its approach to clinical governance and its plan for the improvement of clinical quality in accordance with guidance set out by the DH, NHS England, and the CQC. The board should record where, within the structure of the organisation, consideration of clinical governance matters occurs.	<ul style="list-style-type: none"> <li>The EPUT Strategic Plan 2023-2028 contains plans for each of the clinical care units, which provides information on the local approach to clinical governance.</li> <li>The Trust has in place a clinical governance structure, inclusive of subject matter experts, forums and procedural documents. Reporting into a Clinical Governance subcommittee, chaired by the Director of Nursing.</li> <li>Quality Committee terms of reference reflect the Trust's focus on quality and outcomes. It oversees the establishment of appropriate systems for ensuring effective clinical governance and quality management arrangements are in place throughout the Trust.</li> <li>Audit Committee oversee the systems of control through its work with internal and external audit.</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
	<ul style="list-style-type: none"> <li>The EPUT Safety First, Safety Always Strategy sets the approach to improving safety, which includes building on existing clinical governance structures and using information / data to ensure safety is put first.</li> <li>The annual Quality Account details priorities.</li> <li>All service developments are underpinned by quality impact assessment which are approved by the Director of Nursing.</li> </ul>		
A.1.7. The chief executive as the accounting officer should follow the procedure set out by NHSE for advising the board of directors and the council of governors and for recording and submitting objections to decisions considered or taken by the board of directors in matters of propriety or regularity, and on issues relating to the wider responsibilities of the accounting officer for economy, efficiency and effectiveness.	<ul style="list-style-type: none"> <li>Chief Executive Officer is fully aware of his responsibilities as accounting officer and follows the procedures as set out in the NHS Foundation Trust Accounting Officer Memorandum:</li> <li>Reports to Board on how expected outcome and goals are intended to be delivered identifying key risks and mitigation strategies</li> <li>Chief Executive Officer provides briefings appropriate to Governors either at a Council general meeting or through pre-meeting briefing sessions, and will also hold additional briefings as required and/or requested by Governors.</li> <li>The Executive Chief Finance Officer explains the annual accounts to the Council of Governors in a training session, which ensures Governors are able to awareness of the decisions relating to economy, efficiency and effectiveness. This was undertaken on 8 September 2022.</li> </ul>	✓	Comply/ explain
A.1.8. The board of directors should establish the constitution and standards of conduct for the NHS foundation trust and its staff in accordance with NHS values and accepted standards of behaviour in public life, which includes the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership ( <i>The Nolan Principles</i> ).	<ul style="list-style-type: none"> <li>The Trust has an established Constitution.</li> <li>Code of Conduct for Board Members, Code of Conduct for Governors and Capability Performance Policy/Procedure based on spirit of Nolan Principles in place.</li> <li>The Trust has established vision and values and expected underpinning behaviours following consultation with staff and range of stakeholders</li> <li>Conflict of Interest policy and procedure in place in line with NHS England requirements. Electronic declaration of interest system in place (CIVICA Declare) developed to meet national requirements. This is accessible via the Trust website.</li> </ul>	✓	Comply/ explain
A.1.9. The board of directors should operate a code of conduct that	<ul style="list-style-type: none"> <li>Board Standing Orders includes standards of Business Conduct Policy and Code of Practice on Openness</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
<p>builds on the values of the NHS foundation trust and reflect high standards of probity and responsibility. The board of directors should follow a policy of openness and transparency in its proceedings and decision-making unless this is in conflict with a need to protect the wider interests of the public or the NHS foundation trust (including commercial-in-confidence matters) and make clear how potential conflicts of interest are dealt with.</p>	<ul style="list-style-type: none"> <li>• Chief Executive Officer's feedback on Board meetings business and actions cascaded to senior management team and through Chief Executive Officer weekly e-brief to staff</li> <li>• Staff, Governors, members and the public can attend Board meetings held in public</li> <li>• Board agenda, papers and approved minutes are available on the Trust's website</li> <li>• Board agendas and papers are circulated to the Council of Governors as well as approved minutes for part 1.</li> <li>• The Board holds a separate session for items that are considered to the commercial in confidence.</li> <li>• The Board has in place a conflicts of interest policy and declarations are applied at the beginning of all Board meetings and appropriate actions taken should a conflict arise.</li> <li>• The Board complies with and responds proactively with Freedom of Information requirements.</li> </ul>		
<p>A.1.10.The NHS foundation trust should arrange appropriate insurance to cover the risk of legal action against its directors. Assuming the governors have acted in good faith and in accordance with their duties, and proper process has been followed, the potential for liability for the council should be negligible. Governors may have the benefit of an indemnity and/or insurance from the trust. While there is no legal requirement for trusts to provide an indemnity or insurance for governors to cover their service on the council of governors, where an indemnity or insurance policy is</p>	<ul style="list-style-type: none"> <li>• Covered by NHS Resolution Liability and Professional Liability insurance renewed annually.</li> <li>• All Non-Executive Directors are also issued with a Deed of Indemnity by the Trust to cover the reasonable actions of the Non-Executive Directors.</li> <li>• Indemnity for Governors and Directors included in Constitution.</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
given, this can be detailed in the trust's constitution.			
<b>A.2. Division of Responsibilities</b>			
A.2.1. The division of responsibilities between the chairperson and chief executive should be clearly established, set out in writing and agreed by the board of directors.	<ul style="list-style-type: none"> <li>Responsibilities of the Chair and Chief Executive Officer set-out in respective role / job descriptions.</li> <li>Report presented to September 2021 Board meeting detailing the division of responsibilities between the Chair and Chief Executive Officer.</li> </ul>	✓	Comply/ explain
A.2.2. The roles of chairperson and chief executive must not be undertaken by the same individual.	<ul style="list-style-type: none"> <li>Board Standing Orders precludes this option as it is a requirement for the Chief Executive Officer to report to the Chair;</li> <li>For the year 2022/23 the Chair and Chief Executive Officer roles are undertaken by separate individuals Sheila Salmon and Paul Scott.</li> </ul>	✓	Statutory
<b>A.3: The Chairperson</b>			
A.3.1. The chairperson should, on appointment by the council of governors, meet the independence criteria set out in B.1.1. A chief executive should not go on to be the chairperson of the same NHS foundation trust.	<ul style="list-style-type: none"> <li>As detailed in the Constitution</li> <li>Electronic declaration of interest system (CIVICA Declare) requiring individuals, including the Chair, to make annual declarations.</li> <li>Specified in Chair recruitment process and role description, and taken into account by the Council Nominations Committee in its appointment/reappointment process</li> <li>Test of Independence statement is required to be signed by Chair annually.</li> </ul>	✓	Comply/ explain
<b>A.4: Non-Executive Directors</b>			
A.4.1. In consultation with the Council, the Board should appoint one of the independent Non-Executive Directors to be the senior independent Director.	<ul style="list-style-type: none"> <li>Amanda Sherlock held the position of Senior Independent Director (SID) for the year 2022-23 until her term of office ended.</li> <li>Dr. Mateen Jiwani appointed as Senior Independent Director (SID) in November 2022 following an expression of interest process.</li> <li>Council of Governors endorsed Dr. Mateen Jiwani at its meeting on the 14 December 2022.</li> </ul>	✓	Comply/ explain
A.4.2. The Chairperson should hold meetings with the Non-Executive Directors without the executives present.	<ul style="list-style-type: none"> <li>Regular monthly planned discussion meetings and ad hoc meetings between Chair and Non-Executive Directors throughout the year (without Executive Directors present)</li> <li>Senior Independent Director held informal discussion / information gathering exercise regarding the Chair's performance evaluation.</li> </ul>	✓	Comply/ explain



Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
Led by the SID, Non-Executive Directors should meet without the Chairperson present at least annually to appraise the Chairperson's performance and on other such occasions as are deemed appropriate			
A.4.3. Where Directors have concerns that cannot be resolved about the running of the Trust or a proposed action, they should ensure that their concerns are recorded in the Board minutes.	<ul style="list-style-type: none"> <li>• 2022-23 there have been no concerns raised that could not be resolved about the running of the Trust or a proposed actions.</li> <li>• Board meetings are comprehensively and accurately recorded in the minutes and include any concerns raised by Directors</li> <li>• Evidence contained in minutes that Directors seek assurance relating to concerns that they may have and request further assurance or action where it is not immediately available, e.g. through the Board governance structure and relevant standing committee.</li> </ul>	✓	Comply/ explain
<b>A.5: Governors</b>			
A.5.1. The Council should meet sufficiently regularly to discharge its duties.	<ul style="list-style-type: none"> <li>• Council meets formally five times per year (including the Annual Members Meeting) to discharge its duties effectively. Due to the death of Queen Elizabeth II, the Council meeting for September 2022 was postponed to November 2022 and the full meeting in December 2022 was cancelled. However, a Part 2 meeting was held in December 2022 to consider a time sensitive item.</li> <li>• Schedule of business and dates of meetings set in advance</li> </ul>	✓	Comply/ explain
<p>A.5.2. The Council should not be so large as to be unwieldy.</p> <p>The Council should be of sufficient size for the requirements of its duties. The roles, structure, composition and procedures for the Council should be reviewed regularly as described in B.6.5</p>	<ul style="list-style-type: none"> <li>• Review of Trust's constituency framework and composition of Council of Governors undertaken as part of Constitution review with consideration given to any changes to service provision, increased geographical spread and the integrated care systems footprint.</li> <li>• The Council of Governors is composed of 30 Governors</li> <li>• Council roles, structure, composition and procedures identified in Trust's Constitution and Standing Orders for Governors</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
<p>A.5.3. The annual report should identify the members of the Council of Governors, including a description of the constituency or organisation that they represent, whether they were elected or appointed, and the duration of their appointments. The annual report should also identify the nominated lead governor.</p> <p>A record should be kept of the number of Council meetings and the attendance of individual Governors, and it should be made available to members on request.</p>	<ul style="list-style-type: none"> <li>Annual report includes Governors, their constituency/organisation, if they are elected or appointed and duration of term.</li> <li>Annual report identifies name of Lead Governor</li> <li>Governor attendance at Council meetings recorded in minutes</li> <li>The Trust Secretary's Office maintains a register of attendance and number of Council meetings and presented to each Council of Governor meeting.</li> <li>Annual report includes the number of Council (and committee) meetings attended by Governors.</li> <li>Non-attendance is followed in line with the Governor Meeting Attendance Procedure.</li> </ul>	✓	Supporting explanation/ reference
<p>A.5.4. The roles and responsibilities of the Council should be set out in a written document.</p> <p>The statement should include a clear explanation of the responsibilities of the Council towards members and other stakeholders, and how Governors will seek their views and keep them informed.</p>	<ul style="list-style-type: none"> <li>Council roles and responsibilities set out in Trust's Constitution and Standing Orders for Governors</li> </ul>	✓	Comply/ explain
<p>A.5.5. The Chairperson is responsible for leadership of both the Board and the Council but the Governors also have a responsibility to make the arrangements work and should take the lead in inviting the CEO to their meetings and inviting</p>	<ul style="list-style-type: none"> <li>Professor Sheila Salmon chairs both the Board of Directors and Council of Governors.</li> <li>Chief Executive Officer has a standing invitation and attends all Council meetings. Directors attend Council meetings as required to present papers or as invited by Governors.</li> <li>Attendance by Chief Executive Officer and Directors at all Council meetings recorded in Council minutes</li> </ul>	✓	Comply/ explain



Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
attendance by other executives and non-executives, as appropriate.	<ul style="list-style-type: none"> <li>Non-Executive Directors have a standing invitation and attendance at Council meetings included in their objectives</li> </ul>		
<p>A.5.6. The Council should establish a policy for engagement with the Board of Directors for those circumstances when they have concerns about the performance of the Board, compliance with the new provider licence or other matters related to the overall wellbeing of the Trust.</p> <p>The Council should input into the Board's appointment of a senior independent Director.</p>	<p>Also see A.1.1 and A.4.1</p> <ul style="list-style-type: none"> <li>Board and Council Standing Orders includes a section relating to the handling of disagreements between Council and Board</li> <li>Policy and Procedure developed setting out the relationship between the Board and Council, including a section on resolving concerns or disagreements with the Board.</li> <li>Senior Independent Director responsibilities are defined in Board's Standing Orders and in the role description; reference also included in the policy below.</li> <li>Council of Governors endorsed Dr. Mateen Jiwani as SID at its meeting on the 14 December 2022.</li> <li>Specific section included in Council of Governor procedures relating to disagreements between the Council and the Board, including reference to referring disputes to the Senior Independent Director. .</li> </ul>	✓	Comply/ explain
<p>A.5.7. The Council should ensure its interaction and relationship with the Board is appropriate and effective.</p> <p>In particular, by agreeing availability and timely communication of relevant information, discussion and the setting in advance of meeting agendas and, where possible, using clear unambiguous language.</p>	<ul style="list-style-type: none"> <li>Procedure for circulation and publication of Council/Board agendas/papers – in line with the Trust's Standing Orders</li> <li>Council agendas developed (based on annual schedule of business). Meetings of Chair and Lead/Deputy Lead Governors held regularly to consider future agenda items.</li> <li>Format of meeting reflects business of the Council; briefing sessions held prior to each general Council meeting. Directors attend Council meetings as required.</li> <li>Governors attend Board meetings and act as observers at Standing Committee meetings.</li> <li>Glossary of terms for Governors provided to reduce language/ terminology issues via report summaries.</li> <li>Governor Learning &amp; Development Pathway includes modules to provide additional support and understanding, e.g. understanding performance data and accounts and finance sessions.</li> </ul>	✓	Comply/ explain
A.5.8. The Council should only exercise its power to remove the Chairperson or any Non-Executive	<ul style="list-style-type: none"> <li>Trust's Constitution and Governors Standing Orders includes procedures for removal of the Chair/Non-Executive Directors. Further Council procedure developed setting-out the process to be followed.</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
Directors after exhausting all means of engagement with the Board.	<ul style="list-style-type: none"> <li>In the year 2022/23 this situation has <b>not</b> occurred within the Trust</li> </ul>		
A.5.9. The Council should receive and consider other appropriate information required to enable it to discharge its duties.	<ul style="list-style-type: none"> <li>Council agenda includes standing items, e.g. Chief Executive Officer Report etc.</li> <li>Governors attend Board meetings and receive agenda and papers, including Quality &amp; Performance Scorecard; approved minutes for Part 1 circulated to Council. Summary of discussion for Part 2 circulated to Governors.</li> <li>Governors receive relevant information and reports to support with consideration and decision-making, and in a timely manner.</li> </ul>	✓	Comply/ explain
A.5.10. The Council of Governors has a statutory duty to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors.	<ul style="list-style-type: none"> <li>Governors attend Board meetings where they are able to observe Non-Executive Directors.</li> <li>Selected Governors attend Board Standing Committees as observers.</li> <li>Governors have opportunities to meet with Non-Executive Directors at different points to provide feedback and raise concerns, including: <ul style="list-style-type: none"> <li>Non-Executive Director / Governor Informal Meetings</li> <li>Joint Board Seminar Sessions</li> <li>Local constituency meetings</li> <li>Lead / Deputy Lead Governor meetings with the Chair</li> <li>Chair of Sub-Committee meetings, facilitated by the Vice Chair.</li> <li>Governor Observers on Standing Committees.</li> </ul> </li> <li>Governors participate in the appraisal process for Non-Executive Directors. This includes asking Non-Executive Directors questions based on their objectives and providing an assurance report to the Council of Governors.</li> </ul>	✓	Statutory
A.5.11. The 2006 Act, as amended, gives the Council of Governors a statutory requirement to receive the following documents. These documents should be provided in the annual report as per <i>the NHS Foundation Trust Annual Reporting Manual</i> : (a) The annual accounts	<ul style="list-style-type: none"> <li>The Annual Report and Accounts are provided at the Annual Members Meeting (AMM) which took place in September 2022 virtually.</li> <li>Governors are able to attend a briefing session by the Executive Chief Finance Officer on the annual accounts to provide clarity and understanding.</li> </ul>	✓	Statutory

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
(b) Any report of the auditor on them; and (c) The annual report.			
A.5.12: The Directors must provide Governors with an agenda prior to any meeting of the Board, and a copy of the approved minutes as soon as is practicable afterwards. There is no legal basis on which the minutes of private sessions of Board meetings should be exempted from being shared with the Governors. In practice, it may be necessary to redact some information, for example, for data protection or commercial reasons. Governors should respect the confidentiality of these documents.	<ul style="list-style-type: none"> <li>• Council are emailed agendas (parts 1 and 2) prior to Board meetings as well as all part 1 papers</li> <li>• Minutes of Part 1 are circulated once approved.</li> <li>• A summary of Part 2 minutes is developed and circulated once approved.</li> </ul>	✓	Statutory
A.5.13: The Council of Governors may require one or more of the Directors to attend a meeting to obtain information about performance of the Trust's functions or the Directors' performance of their duties, and to help the Council of Governors to decide whether to propose a vote on the Trust's or Directors' performance.	See A.5.5	✓	Statutory
A.5.14: Governors have the right to refer a question to the independent panel for advising Governors. More than 50% of Governors who vote must approve this referral. The	<ul style="list-style-type: none"> <li>• This has not been required to date</li> <li>• Note: February 2017 the panel has been disbanded by NHS Improvement.</li> </ul>	✓	Statutory

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
Council should ensure dialogue with the Board of Directors takes place before considering such a referral, as it may be possible to resolve questions in this way.			
<p>A.5.15. Governors should use their new rights and voting powers from the 2012 Act to represent the interests of members and the public on major decisions taken by the Board of Directors:</p> <ul style="list-style-type: none"> <li>• More than half of the members of the Board who vote and more than half of the members of the Council who vote to approve a change to the Trust's constitution</li> <li>• More than half of Governors who vote to approve a significant transaction</li> <li>• More than half of all Governors to approve an application by a Trust for a merger, acquisition, separation or dissolution</li> <li>• More than half of Governors who vote, to approve any proposal to increase the proportion of the Trust's income earned from non-NHS work by 5% a year or more</li> <li>• Governors to determine together whether the Trust's non-NHS work will significantly interfere with the Trust's principal</li> </ul>	<ul style="list-style-type: none"> <li>• Board and Council have agreed what constitutes a significant transaction and the process for involving Governors</li> <li>• For the year 2022/23 the Significant Transactions Group not been required.</li> <li>• Governors Standing Orders reflect opportunity for voting by post/email to ensure all Governors are provided with the opportunity to use their vote</li> </ul>	✓	Statutory

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
purpose, which is to provide goods and services for the health service in England, or its ability to perform its other functions.			
<b>SECTION B: EFFECTIVENESS</b>			
<b>B.1: Composition of the Board</b>			
B.1.1. The Board of directors should identify in the annual report each non-executive director it considers to be independent, with reasons where necessary.	<ul style="list-style-type: none"> <li>Independence statement included in annual report</li> <li>All Non-Executive Director candidates are required to sign an Independence Statement</li> <li>Independence reviewed by both Council of Governors Nominations and Remuneration Committees for appointments and reappointments of Non-Executive Directors.</li> <li>Register of Interests available on Trust website via online link.</li> </ul>	✓	Supporting explanation/ reference
B.1.2. At least half the Board, excluding the Chairperson, should comprise non-executive directors determined by the Board to be independent.	<ul style="list-style-type: none"> <li>Excluding the Chair there are seven Non-Executive Directors who are determined to be independent, which is representative of half of Board who hold voting rights.</li> </ul>	✓	Comply/ explain
B.1.3. No individual should hold, at the same time, positions of director and Governor of any NHS foundation Trust.	<ul style="list-style-type: none"> <li>Details of directors and Governors included in Annual Report</li> <li>Register of Interests available on Trust website via online link.</li> <li>Trust Constitution includes a provision as part of Annex 6 under eligibility to be Governor that they cannot be a Director of the Trust or any other health body.</li> </ul>	✓	Comply/ explain
B.1.4. The Board of directors should include in its annual report a description of each director's skills, expertise and experience. Alongside this, in the annual report, the Board should make a clear statement about its own balance, completeness and appropriateness to the requirements of the NHS foundation Trust. Both statements	<ul style="list-style-type: none"> <li>The annual report will include a biography for each of the directors.</li> <li>Annual report (available on website) includes a clear statement from the Board about its own balance, completeness and appropriateness as to the requirements of the Trust</li> <li>With each Board appointment process there is an assessment of the balance. For example in 2022-23 purposeful recruitment of non-executive directors sought accountancy background to provide succession plan for the Audit Committee function.</li> </ul>	✓	Supporting explanation/ reference Publicly available

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
should be available on the Trust's website.			
<b>B.2. Appointments to the Board</b>			
B.2.1. The nominations committee or committees, with external advice as appropriate, are responsible for the identification and nomination of executive and non-executive directors.	<ul style="list-style-type: none"> <li>The Trust has two committees responsible for Executive Director appointments and Non-Executive Directors appointments / reappointments as set out in their terms of reference: <ul style="list-style-type: none"> <li><u>Board of Directors Remuneration and Nominations Committee</u> reviews the structure, size and composition of the Board of Directors, considers succession planning and makes recommendations for changes as appropriate; it is responsible for the Executive Director appointments process.</li> <li><u>Council of Governors Nominations Committee</u> implements the procedure for the identification and nomination of suitable candidates for Chair and Non-Executive Director appointments / reappointments (for recommendation to the full Council) that fit the succession planning criteria recommended by the Board of Director Remuneration and Nominations Committee.</li> </ul> </li> <li>External advice will be provided as required.</li> </ul>	✓	Comply/ explain
B.2.2. Directors on the Board and Governors on the Council should meet the 'fit and proper' persons test described in the provider licence.	<ul style="list-style-type: none"> <li>All Board appointments are subject to a fit and proper person test as set out in Trust policy and regulations. All Board Directors have satisfactorily passed all fit and proper persons requirements and make an annual self-declaration.</li> <li>Declaration of interest form specifically includes disqualification/fit and proper person's requirements as described in the provider licence for Governors. [Note Governors are not subject to Disclosure and Barring Service (DBS) check within the fit and proper person check as they do not meet the national DBS criteria].</li> </ul>	✓	Comply/ explain
B.2.3. The nominations committee(s) should regularly review the structure, size and composition of the Board and make recommendations for changes where appropriate.	<ul style="list-style-type: none"> <li>See B.2.1</li> <li>Composition of the Board of Directors considered as part of appointment process for Board members.</li> <li>A regular review of skills and experience is undertaken to ensure that the Board has the right skill mix to discharge its duties, including when appointing new Non-Executive Directors.</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
B.2.4. The Chairperson or an independent non-executive director should Chair the nominations committee(s). <i>Note July 2014 addition: At the discretion of the committee, a Governor can Chair the committee in the case of the appointments of Non-Executive Directors or the Chairman.</i>	<ul style="list-style-type: none"> <li>Committee membership set out in terms of reference (Trust Chair Chairs both)</li> <li>There is provision for the Lead Governor to Chair any meeting when discussing Trust Chair's appointment /reappointment.</li> </ul>	✓	Comply/ explain
B.2.5. The Governors should agree with the nominations committee a clear process for the nomination of a new Chairperson and non-executive directors.	<ul style="list-style-type: none"> <li>Procedure for the appointment / re-appoint of the Chair and Non-Executive Directors developed and in place.</li> </ul>	✓	Comply/ explain
B.2.6. Where a Trust has two nominations committees, the nominations committee responsible for the appointment of non-executive directors should consist of a majority of Governors	<ul style="list-style-type: none"> <li>Council of Governors Nominations Committee Governors are in the majority.</li> <li>Details of membership included in terms of reference</li> </ul>	✓	Comply/ explain
B.2.7. When considering the appointment of non-executive directors, the Council should take into account the views of the Board and the nominations committee on the qualifications, skills and experience required for each position.	<ul style="list-style-type: none"> <li>Arrangements in place between the Board of Directors Remuneration and Nominations Committee and Council of Governors Nominations Committee to ensure there is a dialogue between the two Committees (as detailed in terms of reference, for continuity Chair of the Trust is Chair of both committees)</li> <li>Appointment process took place in 2022/23 and a report was provided to the Council of Governors Nomination Committee providing information to support discussions, including the views of the Chair / Board of Directors.</li> </ul>	✓	Comply/ explain
B.2.8. The annual report should describe the process followed by the Council in relation to appointments	<ul style="list-style-type: none"> <li>Annual report will include a description of the process for the Chair and NEDs' appointments where relevant. This will be included in the annual report for 2022/23 following the appointment of two new Non-Executive Directors.</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
of the Chairperson and non-executive directors.			
B.2.9. An independent external adviser should not be a member of or have a vote on the nominations committee(s).	<ul style="list-style-type: none"> <li>The Nominations and Remuneration Committees do not include independent external advisers on their membership</li> <li>Independent external advisers are invited to meetings as required basis to provide guidance and advice; they do not attend in a voting capacity</li> <li>For the year 2022/23, Harvey Nash (Alumni) were external advisors for the appointment of new Non-Executive Directors. The representatives from Harvey Nash (Alumni) were not members of the Committee and did not have a vote.</li> </ul>	✓	Comply/ explain
B.2.10. The main role and responsibilities of the nominations committee should be set out in publicly available, written terms of reference.	<ul style="list-style-type: none"> <li>The Nominations and Remuneration Committees terms of references are available on request.</li> </ul>	✓	Publicly available
B.2.11. It is a requirement of the 2006 Act that the Chairperson, the other non-executive directors and – except in the case of the appointment of a chief executive – the chief executive, are responsible for deciding the appointment of executive directors. The nominations committee with responsibility for executive director nominations should identify suitable candidates to fill executive director vacancies as they arise and make recommendations to the Chairperson, the other non-executive directors and, except in the case of the appointment of a chief executive, the chief executive.	<ul style="list-style-type: none"> <li>As detailed in Board of Directors Nominations and Remuneration Committee terms of reference</li> <li>There were no Executive Director appointments in 2022/23</li> </ul>	✓	Statutory



Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
B.2.12. It is for the non-executive directors to appoint and remove the chief executive. The appointment of a chief executive requires the approval of the Council of Governors.	<ul style="list-style-type: none"> <li>As detailed in Board of Directors Remuneration and Nominations Committee terms of reference</li> <li>Constitution provides for the Chief Executive Officer to be appointed and removed by Non-Executive Directors, with the appointment being approved by the majority of members of Council of Governors present and voting at a general meeting.</li> <li>Procedure in place setting-out the process for Governor involvement in the process and process for the Council to approve the appointment. The procedure sets-out the minimum requirement and the actual process may change in agreement with the Council.</li> </ul>	✓	Statutory
B.2.13. The Governors are responsible at a general meeting for the appointment, re-appointment and removal of the Chairperson and the other non-executive directors.	<ul style="list-style-type: none"> <li>Procedure for the recruitment of Chair / Non-Executive Directors in place.</li> <li>Council of Governors Nominations and Remuneration Committees have clear terms of reference</li> <li>Recommendations made to Council of Governors by Council of Governors Nominations Committee for appointment of Non-Executive Directors and are recorded in minutes.</li> <li>Re-appointment / appointment of Non-Executive Directors undertaken in 2022/23 managed by the Council of Governors Nomination Committee and approved by the Council of Governors.</li> </ul>	✓	Statutory
<b>B.3. Commitment</b>			
B.3.1. For the appointment of a chairperson, the nominations committee should prepare a job specification defining the role and capabilities required including an assessment of the time commitment expected, recognising the need for availability in the event of emergencies. A chairperson's other significant commitments should be disclosed to the council of governors before appointment and included in the annual report. Changes to such	<ul style="list-style-type: none"> <li>Process is identified in Council of Governors Nominations Committee terms of reference</li> <li>The Chair has a role description which defines time commitment and includes person specification</li> <li>Chair appointment recommendation to Council of Governors would identify any significant commitments if applicable (part of the recruitment process)</li> <li>Current Chair is not a Chair of another Trust</li> <li>Chair's commitments included in the Annual Report</li> <li>Chair is required to declare any interests at Board and/or Council meetings</li> <li>Chair's interests also included in the register of interests available on the Trust website via a link.</li> </ul>	✓	Supporting explanation/reference

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
commitments should be reported to the council of governors as they arise, and included in the next annual report. No individual, simultaneously whilst being a chairperson of an NHS foundation trust, should be the substantive chairperson of another NHS foundation trust.			
B.3.2. The terms and conditions of appointment of non-executive directors should be made available to the council of governors. The letter of appointment should set out the expected time commitment. Non-executive directors should undertake that they will have sufficient time to meet what is expected of them. Their other significant commitments should be disclosed to the council of governors before appointment, with a broad indication of the time involved and the council of governors should be informed of subsequent changes.	<ul style="list-style-type: none"> <li>• Non-Executive Director terms and conditions included with letter of appointment</li> <li>• Non-Executive Director application pack includes explicit information regarding time commitment requirements and asks for confirmation of ability to meet time commitment and disclosure of interests</li> <li>• Declarations of interest required as set out in the constitution and also Fit &amp; Proper Persons Test and annual declarations of interest (see B.2.2 above)</li> <li>• Other significant commitments on the part of those recommended as a Non-Executive Directors are disclosed to Governors prior to appointment and when there are any significant changes.</li> </ul>	✓	Publicly available
B.3.3. The Board should not agree to a full-time executive director taking on more than one non-executive directorship of an NHS foundation Trust or another organisation of comparable size and complexity.	<p>See B.1.3 above</p> <ul style="list-style-type: none"> <li>• Taking account of the changing NHS local landscape and the requirement for more integrated working the constitution provides for a director being a director of another NHS Trust or Foundation Trust to provide the opportunity for buddying arrangements/ cooperative working and enabling maximum flexibility. For example: CEO is a member of the MSE ICS Board.</li> <li>• No full-time Executive Director currently holds more than one non-executive directorship of another Trust or other such organisation</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
	<ul style="list-style-type: none"> <li>Executive Directors are required to obtain permission for any other roles held concurrently with their Executive Director role at EPUT.</li> <li>Evidenced in register of interests which is updated annually</li> </ul>		
<b>B.4. Development</b>			
<p>B.4.1. The Chairperson should ensure that new directors and Governors receive a full and tailored induction on joining the Board or Council.</p> <p>As part of this directors should seek out opportunities to engage with stakeholders, including patients, clinicians and other staff. Directors should also have access to training courses and/or materials that are consistent with their individual and collective development programme.</p>	<p><b>Director induction</b></p> <ul style="list-style-type: none"> <li>NED induction is included in NED's objectives and is monitored and reviewed by Chair</li> <li>NED and ED induction programme and information pack reviewed and updated in line with good practice; induction programme is tailored to the Director's requirements based on skills and experience</li> <li>All Directors new to the NED role completed the NED induction programme</li> <li>NEDs encouraged to attend relevant briefings and conferences organised by NHS Providers and other national NHS-related organisations, and provide feedback at the NEDs Discussion Group meeting</li> <li>EDs go through corporate induction training programme; additional induction and ongoing training requirements will be identified relevant to role. EDs induction is managed through the Trust's Supervision and Appraisal Policy and Procedure.</li> <li>EDs are given a 6-month probationary period following commencement with the Trust. Objectives are set for achievement within this probationary period and these are formally reviewed at the end of the probationary period. The outcome of the review is provided to the BoD RemNom Committee.</li> </ul> <p><b>Governor induction</b></p> <ul style="list-style-type: none"> <li>Governor induction programme reviewed and included as part of the Governor Learning &amp; Development Schedule and regularly updated taking account of good practice and relevance to the Trust</li> <li>Governor Induction Handbook based on documents developed by NHS Providers provided to any new Governors.</li> <li>Feedback forms circulated following the induction programme in 2022, which received positive responses.</li> <li>Individual induction sessions held with new Governors joining the Trust throughout the year due to Governor resignations and Appointed Governors.</li> </ul>	✓	No reference in Code.

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
B.4.2. The Chairperson should regularly review and agree with each director their training and development needs as they relate to their role on the Board.	<ul style="list-style-type: none"> <li>• Directors individual appraisal and performance evaluations undertaken annually with six monthly reviews</li> <li>• Directors have individual personal objectives and professional/personal development plans</li> <li>• Directors have access to training courses/materials as identified in their individual personal development plan</li> <li>• Board of Directors Remuneration and Nominations Committee receives annual assurance report from the CEO on Directors' performance and file copy of appraisal/performance reviews are kept in Chair's office</li> <li>• Non-Executive Directors personal development objectives received by Council of Governors Remuneration Committee as part of review/assurance of Non-Executive Directors performance.</li> </ul>	✓	No reference in Code.
B.4.3. The Board has a duty to take steps to ensure that Governors are equipped with the skills and knowledge they need to discharge their duties appropriately.	<ul style="list-style-type: none"> <li>• Learning &amp; Development programme developed using pre-existing pathways and plans. The programme identifies all the ways Governors undertake learning, including through sessions, presentations, service visits and shared learning with each other.</li> <li>• The Council of Governors provide a detailed statement as part of the NHS England / Improvement self-certification process that confirms Governors have received sufficient learning and training over the previous year. The Chair of the Council of Governors Training &amp; Development Committee develops the statement, which is submitted to the Council and provided to the Board of Directors to support the self-certification.</li> <li>• Council of Governors Training &amp; Development Committee monitors and takes forward Governors' training requirements</li> </ul>	✓	Statutory
<b>B.5. Information and Support</b>			
B.5.1. The Board and the Council should be provided with high-quality information appropriate to their respective functions and relevant to the decisions they have to make.	<ul style="list-style-type: none"> <li>• Comprehensive reports and executive summaries (including detailed appendices) circulated prior to each Board of Directors and Council of Governors meetings, as well as Committee meetings. Standardised approach for all meetings. Information available on website/intranet</li> <li>• Annual meeting business schedule in place for Board of Directors and Council of Governors.</li> <li>• All Board of Director and Council of Governors standing committees have developed a work plan and progress against the plan is regularly monitored</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
	<ul style="list-style-type: none"> <li>• Circulation of papers requirements detailed in Board of Director and Council of Governors standing orders</li> <li>• Directors and Governors able to request information as necessary.</li> <li>• Informal confidential briefings prior to each Council of Governors meeting by the Chief Executive Officer</li> <li>• Governor Updates distributed regularly to all Governors</li> </ul>		
B.5.2. The Board and in particular non-executive directors may reasonably wish to challenge assurances received from the executive management. They need not seek to appoint a relevant adviser for each and every subject area that comes before the Board, although they should, wherever possible, ensure that they have sufficient information and understanding to enable challenge and to take decisions on an informed basis.	<ul style="list-style-type: none"> <li>• Non-Executive Directors have the opportunity at Board meetings and sub-committee meetings to challenge as well as at Board Development Sessions</li> <li>• All Board sub-committees have Non-Executive Director representation and are Chaired by a Non-Executive Director.</li> <li>• Advice will be sought from relevant adviser if required as detailed in terms of reference</li> <li>• Board of Directors Remuneration and Nominations Committee can request attendance as appropriate by the Executive Director of People &amp; Culture (or their Deputy) to provide support and advice</li> <li>• Any such challenges are recorded in the minutes</li> </ul>	✓	Comply/ explain
B.5.3 The Board should ensure that directors, especially non-executive directors, have access to the independent professional advice, at the Trust's expense, where they judge it necessary to discharge their responsibilities as directors.	<ul style="list-style-type: none"> <li>• Independent professional advice is made available at the Trust's expense to directors in respect of critical or significant activities, e.g. audit, Mental Health Act Managers, legal advisors, other specialist advisors</li> <li>• Appointment of advisers in relation to significant transactions is approved by the Board and the process scrutinised by the Audit Committee</li> <li>• Board of Director Committees are provided with support as identified in their terms of reference</li> <li>• Board of Director Remuneration and Nominations Committee may, at the Trust's expense, appoint independent consultants or commission independent professional advice if considered necessary (included in terms of reference)</li> </ul>	✓	Comply/ explain
B.5.4 Committees should be provided with sufficient resources to undertake their duties.	<ul style="list-style-type: none"> <li>• Board of Director Committees are provided with support as identified in their terms of reference</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
Board should also ensure that the Council of Governors is provided with sufficient resources to undertake its duties with such arrangements agreed in advance	<ul style="list-style-type: none"> <li>Board of Director Remuneration and Nominations Committee may, at the Trust's expense, appoint independent consultants or commission independent professional advice if considered necessary (included in terms of reference); this committee is also supported by the Trust Secretary's Office.</li> <li>All Council meetings and committee meetings are supported directly by the Trust Secretary's Office</li> <li>Trust Secretary's Office also provides day to day support to Governors including regular communications and updates, advice, managing queries, etc.</li> </ul>		
B.5.5 Non-executive directors should consider whether they are receiving the necessary information in a timely manner and feel able to raise appropriate challenge of recommendations of the Board, in particular making full use of their skills and experience. They should expect and apply similar standards of care and quality in their role as a non-executive director of an FT as they would in other similar roles.	<ul style="list-style-type: none"> <li>Non-Executive Directors have the opportunity at Board meetings and sub-committee meetings to challenge and/or to request 1:1 meetings with EDs to seek further clarification/assurance</li> <li>Regular briefing with the CEO with NEDs.</li> <li>All Board sub-committees have Non-Executive Director representation and are chaired by a Non-Executive Director.</li> <li>Any such challenges are recorded in the minutes</li> <li>Non-Executive Director skills balance considered in succession planning</li> </ul>	✓	No reference in Code.
B.5.6 Governors should canvas the opinion of the Trust's members and the public, and for appointed Governors the body they represent, on the NHS foundation Trust's forward plan, including its objectives, priorities and strategy, and their views should be communicated to the Board of directors. The annual report should contain a statement as to how this requirement has been undertaken and satisfied.	<ul style="list-style-type: none"> <li>Public and members meetings (Your Voice) held virtually.</li> <li>2022-23, Governors invited to participate in discussions for the new EPUT Strategy.</li> <li>New agenda item included for the Council of Governors Membership Committee requesting Governors to provide any details of engaging with the membership.</li> <li>Annual report outlines how Governors have 'canvassed' members/public</li> </ul>	✓	Supporting explanation/reference

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
B.5.7 Where appropriate, the Board of directors should take account of the views of the Council of Governors on the forward plan in a timely manner and communicate to the Council where their views have been incorporated in the Trust's plans and, if not, the reasons for this.	<ul style="list-style-type: none"> <li>Governors involved in the development of the new EPUT Strategic Plan, including Safety First, Safety Always and the Time to Care project.</li> </ul>	✓	No reference in Code.
B.5.8 The Board of directors must have regard for the views of the Council of Governors on the NHS foundation Trust's forward plan.	<ul style="list-style-type: none"> <li>Covered under B.5.6 and B.5.7</li> </ul>	✓	Statutory
<b>5.6. Evaluation</b>			
5.6.1 The Board of directors should state in the annual report how performance evaluation of the Board, its committees, and its directors, including the Chairperson, has been conducted.	<ul style="list-style-type: none"> <li>Annual report outlined how Board performance and its committees evaluation has been conducted</li> <li>Annual report outlines how directors and Chair performance evaluation has been conducted.</li> </ul>	✓	Supporting explanation/ reference
5.6.2. Where an external facilitator is used for reviews of governance, they would be identified and a statement made as to whether they have any other connection with the Trust.	<ul style="list-style-type: none"> <li>No External Reviews of governance took place in 2022-23.</li> </ul>	✓	Supporting explanation/ reference
5.6.3 The senior independent director should lead the performance evaluation of the Chairperson within a framework agreed by the Council and taking into account the views of directors and Governors.	<ul style="list-style-type: none"> <li>Performance evaluation framework approved by Council and using NHS England / Improvement guidance.</li> <li>Senior Independent Director holds informal discussions with Non-Executive Directors on a 1:1 basis regarding Chair's performance evaluation</li> <li>Feedback on the Chair gathered using an online form allowing Governors to anonymously provide feedback on the Chair as part of an overall 360 appraisal.</li> </ul>	✓	Supporting explanation/ reference



Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
	<ul style="list-style-type: none"> <li>Senior Independent Director presents the report to the Council of Governors Remuneration Committee who evaluates the Chair's performance and provides feedback and assurance to the Council.</li> </ul>		
5.6.4 The Chairperson, with assistance of the Board secretary, if applicable, should use the performance evaluations as the basis for determining individual and collective professional development programmes for non-executive directors relevant to their duties as Board members.	<ul style="list-style-type: none"> <li>Non-Executive Director performance review and appraisal process and Board evaluation outcomes are used by Chair to identify and agree individual and collective professional development requirements</li> <li>Requirements also reviewed at Non-Executive Director discussion meetings</li> <li>Training also provided through Board of Director Development Sessions.</li> </ul>	✓	Comply/ explain
<p>B.6.5. Led by the Chairperson, the Council should periodically assess their collective performance and they should regularly communicate to members and the public details on how they have discharged their responsibilities including impact and effectiveness on:</p> <ul style="list-style-type: none"> <li>Holding non-executive directors individually and collectively to account for the performance of the Board</li> <li>Communicating with member constituencies and the public and transmitting their views to the Board</li> <li>Contributing to the development of forward plans of the Trust.</li> </ul>	<ul style="list-style-type: none"> <li><b>Effectiveness review of the Council of Governors and sub-committees for 2022/23 is currently underway.</b></li> <li>Governors report/statement included in annual report</li> <li>Lead Governor end of year presentation at Annual Members Meeting providing details of achievements of the Council during the year,</li> <li>Your Voice public/member meetings held providing opportunity for feedback by Governors to the Membership.</li> <li>Council of Governors assurance cover report includes provides opportunity to identify how the content of the report links to Governors statutory duties.</li> </ul>	✓	<p>Comply/ explain</p> <p><b>Effectiveness review underway.</b></p>
B.6.6. There should be a clear policy and a fair process, agreed and	<ul style="list-style-type: none"> <li>Constitution sets out the arrangements for the removal of a Governor from the Council</li> </ul>	✓	Comply/ explain



Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
adopted by the Council, for the removal from the Council of any Governor who consistently and unjustifiably fails to attend the meetings of the Council or has an actual or potential conflict of interest which prevents the proper exercise of their duties.	<ul style="list-style-type: none"> <li>• Council approved procedure in place for removal of Governor who consistently and unjustifiably fails to attend Council meetings</li> <li>• Code of Conduct for Governors sets out meeting attendance requirements</li> <li>• TSO maintains a register of Governors' attendance at all Governor-related meetings</li> </ul>		
<b>B.7. Reappointment of directors and re-election of Governors</b>			
<p>B.7.1. In the case of re-appointment of non-executive directors, the Chairperson should confirm to the Governors that following formal performance evaluation, the performance of the individual proposed for re-appointment continues to be effective and to demonstrate commitment to the role.</p> <p>Any term beyond six years for a non-executive director should be subject to particularly rigorous review and should take account of the need for progressive refreshing of the Board. Non-executive directors may, in exceptional circumstances, serve longer than six years, but this should be subject to annual reappointment.</p>	<ul style="list-style-type: none"> <li>• Constitution states terms of office and reappointment arrangements of Chair and NEDs by CoG (Board of Directors Standing Orders – Annex 8). Includes particular reference to third term of office: <i>NEDs may in exceptional circumstances serve longer than six years subject to annual re-appointment and subject to external competition if recommended by BoD and approved by CoG</i>; Trust legal advisers confirmed this is in line with regulatory requirements</li> <li>• Non-Executive Directors are appointed by Council of Governors for a specified term of no more than three years each; any reappointment is subject to a satisfactory performance evaluation carried out in line with robust annual review process agreed by Council of Governors.</li> <li>• Council of Governors Remunerations Committee is responsible for the performance evaluation of the Chair and Non-Executive Directors as set out in terms of reference</li> </ul>	✓	Available to Governors
B.7.2 The names of Governors submitted for election or re-election should be accompanied by sufficient	<ul style="list-style-type: none"> <li>• Constitution provides for elections every three years for public and staff Governors.</li> <li>• Election programme managed by the Trust and administered by CIVICA.</li> </ul>	✓	Available to members

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
biographical details and any other relevant information to enable members to take an informed decision on their election. This should include prior performance information.	<ul style="list-style-type: none"> <li>Nomination statements are included on the Trust's website and in election material, and in future elections will include meeting attendance records of Governors seeking re-election</li> </ul>		
B.7.3 Approval by the Council of Governors of the appointment of a chief executive should be a subject of the first general meeting after the appointment by a committee of the Chairperson and non-executive directors. All other executive directors should be appointed by a committee of the chief executive, the Chairperson and non-executive directors.	Covered under: <ul style="list-style-type: none"> <li>B.2.1</li> <li>B.2.12</li> </ul>	✓	Statutory
B.7.4. Non-executive directors, including the Chairperson should be appointed by the Council of Governors for the specified terms subject to re-appointment thereafter at intervals of no more than three years and subject to the 2006 Act provisions relating to removal of a director.	Covered under: <ul style="list-style-type: none"> <li>B.2.5</li> <li>B.2.6</li> <li>B.2.7</li> <li>B.3.1</li> </ul>	✓	Statutory
B.7.5 Elected Governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years.	<ul style="list-style-type: none"> <li>Covered under B.7.2</li> </ul>	✓	Statutory
<b>B.8. Resignation of Directors</b>			

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
B.8.1 The remuneration committee should not agree to an executive member of the Board leaving the employment of an NHS foundation Trust, except in accordance with the terms of their contract of employment, including but not limited to service of their full notice period and/or material reductions in their time commitment to the role, without the Board first having completed and approved a full risk assessment.	<ul style="list-style-type: none"> <li>To date no Executive Directors have left the Trust outside of the terms of their employment contract.</li> </ul>	✓	Comply/ explain
<b>SECTION C: ACCOUNTABILITY</b>			
<b>C.1. Finance, Quality &amp; Operational Reporting</b>			
C.1.1. The Directors should explain in the annual report their responsibility for preparing the annual report and accounts, and state that they consider the annual report and accounts, taken as a whole, are fair, balanced and understandable and provide the information necessary for patients, regulators and other stakeholders to assess the NHS foundation trust's performance, business model and strategy. There should be a statement by the external auditor about their reporting responsibilities. Directors should also explain their approach to quality governance in	<ul style="list-style-type: none"> <li>Annual report includes explanation of Directors' responsibility for preparing accounts and includes a statement by the auditors about their reporting responsibilities, as well as Directors approach to quality governance.</li> </ul>	✓	Supporting explanation/ reference

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
the Annual Governance Statement (within the annual report).			
C.1.2. The Directors should report that the trust is a going concern with supporting assumptions or qualifications as necessary.	<ul style="list-style-type: none"> <li>Annual report will contain a statement from Directors that the Trust is a going concern. This is duly considered by the Audit Committee and Executive Operational Committee, in advance of the Board decision.</li> </ul>	✓	Comply/ explain  Pending audit opinion.
C.1.3. At least annually and in a timely manner, the Board should set out clearly its financial, quality and operating objectives for the trust and disclose sufficient information, both quantitative and qualitative, of the trust's business and operation, including clinical outcome data, to allow members and Governors to evaluate its performance.	<ul style="list-style-type: none"> <li>EPUT Strategic Plan developed and approved in March 2023, including a review of existing objectives and the development of new objectives for care units.</li> <li>Annual report contains objectives and evaluates progress</li> <li>Trust's operational plan, strategic objectives and annual report are available on the Trust's website</li> <li>Annual report and accounts for 2022/23 will be presented at the Annual Members Meeting.</li> <li>Performance, quality and financial assurance reports presented at monthly Board of Director meetings and quarterly Council of Governors meetings; papers available on the Trust's website</li> <li>A performance quality and finance scorecard provides a high level summary of performance against quality priorities, safe staffing levels, financial performance and hotspots, as well as duty of candour, inpatient deaths/Serious Incident's etc.</li> <li>Annual briefing to Governors by Executive Chief Finance Officer on annual accounts</li> </ul>	✓	Comply/ explain
C.1.4.  (a) The Board must notify Monitor and the Council of Governors without delay and should consider whether it is in the public's interest to bring to the public attention, any major new developments in the NHS foundation trust's sphere of activity which are not public knowledge,	<ul style="list-style-type: none"> <li>The Board of Directors is aware that any major new developments and significant changes which may lead to a substantial change to the financial well-being, healthcare delivery performance, quality or reputation and standing of the trust should be brought to NHS England's attention and to the Council of Governors.</li> <li>Council of Governors advised through briefing sessions with the Chief Executive Officer, direct correspondence from Chief Executive Officer and/or Chair as part of the wider communications plans (see above bullet point). Special Briefing sessions have also been held where incidents have taken</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
<p>which is able to disclose and which may lead by virtue of their effect on its assets and liabilities, or financial position or on the general course of its business, to a substantial change to the financial wellbeing, health care delivery performance or reputation and standing of the NHS foundation trust.</p> <p>(b) The Board must notify Monitor and the Council of Governors without delay and should consider whether it is in the public interest to bring to public attention all relevant information which is not public knowledge concerning a material change in:</p> <ul style="list-style-type: none"> <li>• The trust's financial condition;</li> <li>• The performance of its business; and/or</li> <li>• The trust's expectations as to its performance which if made public, would be likely to lead to a substantial change to the financial wellbeing, health care delivery performance or reputation and standing of the trust.</li> </ul>	<p>place which may affect items identified above or become public to ensure Governors are informed in advance.</p> <ul style="list-style-type: none"> <li>• Performance and finance updates presented at part 1 Board meetings in public and to Council of Governors quarterly general meetings (see C.1.3 above)</li> </ul>		
<b>C.2. Risk Management &amp; Internal Control</b>			

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
C.2.1. The annual report should contain a statement that the Board has conducted a review of the effectiveness of its system of internal controls.	<ul style="list-style-type: none"> <li>An annual review of effectiveness of the Trust's system of internal control is undertaken by internal auditors and reported to the Audit Committee. In addition, the CEO prepares and reports the Annual Governance Statement to the Audit Committee acknowledging responsibility for systems of internal control.</li> </ul>	✓	Supporting explanation/ reference  The effectiveness review for 2022-23 is currently underway
C.2.2. A trust should disclose in the annual report: (a) If it has an internal audit function, how the function is structured and what role it performs; or (b) If it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	<ul style="list-style-type: none"> <li>Statement on internal audit function included in the annual report and accounts for the year.</li> </ul>	✓	Supporting explanation/ reference
<b>C.3. Audit Committee and Auditors</b>			
C.3.1 The Board should establish an audit committee composed of at least three members who are all independent non-executive Directors.	<ul style="list-style-type: none"> <li>Audit Committee's terms of reference includes membership of 4 Non-Executive Directors, with membership detailed in the annual report</li> <li>Janet Wood, Non-Executive Director and current chair of Audit Committee has relevant recent financial experience; she has a business and accountancy degree, is a member of the Institute of Chartered Accountants (Scotland), and has had a successful career as an NHS accountant</li> </ul>	✓	Comply/ explain
C.3.2. The main role and responsibilities of the audit committee should be set out in publicly available, written terms of reference. The Council of	<ul style="list-style-type: none"> <li>Audit Committee terms of reference describes the roles and delegated responsibilities of the Committee</li> <li>Terms of reference reviewed March 2022 and sent to Council of Governors for comments. Current review underway and consultation with Governors has already taken place. .</li> </ul>	✓	Publicly available

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
Governors should be consulted on the terms of reference, which should be reviewed and refreshed regularly.	<ul style="list-style-type: none"> <li>Terms of reference are reviewed annually taking account of any legal and/or regulatory requirements.</li> <li>Audit Committee ToR available on request,</li> </ul>		
C.3.3. The Council should take the lead in agreeing with the audit committee the criteria for appointing, re-appointing and removing external auditors.	<ul style="list-style-type: none"> <li>The constitution Council of Governors approves the appointment/ reappointment /removal of the trust's external auditors at a general meeting.</li> <li>The contract for current External Auditors reached five-years at the end of 2021/22 and therefore a process was undertaken to market test in preparation for the 2022/23 financial year. The process involved a panel containing two Governors completing a market testing exercise and the outcome of the panel was reported to the Council of Governors on the 21 March 2022. The Council of Governors approved the appointment as recommended by the panel for a three year period, with the option to extend for a further two years.</li> <li>The contract for the External Auditors contains a requirement for annual review by the Council of Governors and a market testing exercise to be conducted after five-years. The annual review will take place in 2022/23.</li> </ul>	✓	Comply/ explain
C.3.4. The audit committee should make a report to the Council of Governors in relation to the performance of the external auditor, including details such as the quality and value of the work and the timeliness of reporting and fees, to enable Council to consider whether or not to re-appoint them. The audit committee should also make recommendation to the Council about the appointment, re-appointment and removal of the external auditor and approve the remuneration and terms of engagement of the external auditor	<ul style="list-style-type: none"> <li>The Council received an update on the current auditors performance in September 2022. The paper was presented for information as the Council had already completed a detailed review as part of the market testing exercise earlier in the year (see above).</li> </ul>	✓	No reference in Code.

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
C.3.5. If the Council of Governors does not accept the audit committee's recommendation on the appointment, reappointment or removal of an external auditor, the Board of Directors should include in the annual report a statement from the audit committee explaining the recommendation and should set out reasons why the Council of Governors has taken a different position.	<ul style="list-style-type: none"> <li>There has not been an occasion when the Council of Governors has not accepted the Audit Committee's recommendations. It has therefore not been necessary to include any explanation in the annual report.</li> <li>The Council of Governors role in the process has been outlined in the procedure as outlined in C3.3.</li> </ul>	✓	Supporting explanation/ reference
C.3.6. The trust should appoint an external auditor for a period of time which allows the auditor to develop a strong understanding of the finances, operations and forward plans of the NHS foundation trust.	<ul style="list-style-type: none"> <li>In 2022 the Trust awarded a contract for the provision of External Audit services to Ernst &amp; Young, who have been the Trust external auditors since 2017. This was the result of a comprehensive market testing exercise. The contract was for five-years, subject to annual re-appointment by the Council of Governors. The auditors have a strong understanding of the finances, operations and forward plans of the Trust.</li> </ul>	✓	Comply/ explain
C.3.7. When the Council ends an external auditor's appointment in disputed circumstances, the chairperson should write to Monitor informing it of the reasons behind the decision.	<ul style="list-style-type: none"> <li>This situation has not occurred but due process would be followed as necessary. The newly developed procedure has referred to in C3.3 incorporates this.</li> </ul>	✓	Comply/ explain
C.3.8. The audit committee should review arrangements that allow staff of the NHS foundation trust and other individuals where relevant, to raise, in confidence, concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety or other matters.	<ul style="list-style-type: none"> <li>The Audit Committee terms of reference include the requirement to '<i>review the adequacy of arrangements by which staff of the Trust may raise, in confidence concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety and other matters</i>'</li> <li>Counter fraud included in Audit Committee's terms of reference</li> <li>Audit Committee receives regular updates from the trust's Local Counter Fraud Specialist (LCFS) and regular updates relating to the Board Assurance Framework, which incorporates clinical and corporate governance matters.</li> </ul>	✓	Comply/ explain



Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
	<ul style="list-style-type: none"> <li>• Reports from LCFS include updates on regular investigations, recommendations and actions</li> <li>• Updates/presentations relating to patient safety, clinical governance or other specific areas will be requested from a senior member of the relevant teams to provide the Audit Committee with the relevant assurance.</li> <li>• Through regular awareness raising activities and internal communications, staff are aware how to raise, in confidence, concerns about possible improprieties through policies on Whistleblowing, Counter Fraud, etc. which are available on the intranet. Freedom to Speak-Up Guardians are in place to allow staff to raise concerns locally.</li> <li>• Facility on intranet for staff to anonymously raise issues via the Freedom to Speak-Up page to ensure concerns are passed to the right individual / team to respond.</li> </ul>		
<p>C.3.9. A separate section of the annual report should describe the work of the audit committee in discharging its responsibilities. The report should include:</p> <ul style="list-style-type: none"> <li>• The significant issues that the committee considered in relation to the financial statements, operations and compliance, and how these issues were addressed.</li> <li>• An explanation of how it has assessed the effectiveness of the external audit process and the approach taken to the appointment or re-appointment of the external auditor, the value of external audit services and information on the length of tenure of the current audit firm</li> </ul>	<ul style="list-style-type: none"> <li>• Annual Report includes Committee's roles and responsibilities.</li> <li>• Both the internal and external auditors provide a range of reports to the Audit Committee. These include progress reports which address specific subjects such as financial statements, operations and compliance. The reports are reviewed by the Audit Committee and where recommendations from the reports identify significant issues, the responsible Director is required to attend Audit Committee meetings to explain how the concerns are being met.</li> <li>• The Trust undertakes an annual review of the external audit function which includes review of the external auditor's performance and the monitoring arrangements in place to ensure compliance with Monitor's <i>Audit Code for NHS Foundation Trusts</i>. The results of this review are reported to the Audit Committee.</li> <li>• Additionally the Audit Committee undertake its own '<i>self-assessment</i>' checklist, which is again reported to the Audit Committee. Information on the value of the external audit services and the length of the contract is provided to the Council of Governors annually.</li> <li>• There is also a section within the Annual Report to the Council of Governors for the Audit Committee to communicate annually all non-audit work performed by the Trust's external auditors and its value.</li> </ul>	✓	Supporting explanation/reference

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
<p>and when a tender was last conducted; and</p> <ul style="list-style-type: none"> <li>If the external auditor provides non-audit services, the value of the non-audit services provided and an explanation of how auditor objectivity and independent are safeguarded.</li> </ul>			
<b>SECTION D: REMUNERATION</b>			
<b>D.1. Level and Components of Remuneration</b>			
D.1.1. Any performance-related elements of the remuneration of Executive Directors should be designed to align their interests with those of patients, service users and taxpayers and to give these directors keen incentives to perform at the highest levels.	<ul style="list-style-type: none"> <li>Remuneration Policy and Procedure for Board Directors is in line with guidance published by NHSE in respect of Very Senior Managers (VSM) pay.</li> <li>These requirements are clearly described in the Board of Directors Remuneration and Nominations Committee terms of reference</li> <li>Limits set would be disclosed in the Annual Report</li> <li>Explanation of current policy included in Annual Report</li> </ul>	✓	Comply/ explain
D.1.2. Levels of remuneration for the Chairperson and other Non-Executive Directors should reflect the time commitment and responsibilities of their roles.	<ul style="list-style-type: none"> <li>For existing appointments on recommendation of Council of Governors Remuneration Committee, Council of Governors determines the level of remuneration for the Chair and other Non-Executive Directors, which is reviewed on an annual basis and takes account of the time commitment and responsibilities of their roles and is benchmarked against other similar Trusts.</li> <li>New appointments are subject to the principles of the remuneration framework published by NHS England / Improvement. The Council of Governors agreed that the principles of the guidance would be adopted, with flexibility to ensure the Trust was in-line with other similar Trusts and considered the time commitment for the role.</li> </ul>	✓	Comply/ explain
D.1.3. Where an NHS Foundation Trust releases an Executive Director, for example to serve as a Non-Executive Director elsewhere, the remuneration disclosures of the	<ul style="list-style-type: none"> <li>Declarations of interest by EDs completed annually</li> <li>Register of interests available on request and published on website via an online link.</li> </ul>	□	Supporting explanation/ reference

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
Annual Report should include a statement of whether or not the director will retain such earnings.	<ul style="list-style-type: none"> <li>If an Executive Director is released to serve as Non-Executive Director at another organisation, a statement will be included in the Annual Report as required</li> </ul>		
D.1.4. The remuneration committee should carefully consider what compensation commitments (including pension contributions and all other elements) their directors' terms of appointments would give rise to in the event of early termination.	<ul style="list-style-type: none"> <li>Conduct and Capability Policy and Procedure and Code of Conduct for Board Directors deals with under-performance</li> <li>Responsibility for the approval of termination of employment arrangements and/or the making of any extra contractual payments to Executive Directors included in Board of Directors Remuneration and Nominations Committee terms of reference (see D.1.1)</li> <li>During the year no extra contractual payments have been made to Executive Directors following termination of employment</li> </ul>	✓	Comply/ explain
<b>D.2. Procedure</b>			
D.2.1. The remuneration committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board of Directors. Where remuneration consultants are appointed, a statement should be made available as to whether they have any other connection with the NHS Foundation Trust.	<ul style="list-style-type: none"> <li>Board of Directors Remuneration and Nominations Committee comprises of Trust Chair and all NEDs (quorum = 4 in total) as set out in its terms of reference and in the Annual Report</li> <li>BoD Remuneration and Nominations Committee's terms of reference also explains the role and delegated authority</li> <li>Terms of reference are available on request</li> <li>Remuneration consultants have not been appointed during the last four years; if they are appointed, a statement will be made if they have any other connection with the Trust and would be included in the Annual Report</li> </ul>	✓	Publicly available
D.2.2. The remuneration committee should have delegated responsibility for setting remuneration for all Executive Directors, including pension rights and any compensation payments. The committee should also recommend and monitor the level and structure of remuneration for senior management. The definition of	<ul style="list-style-type: none"> <li>Board of Directors Remuneration and Nominations Committee's terms of reference comply with these requirements and clearly sets out the responsibilities</li> <li>Terms of reference outlines Committee responsibility for Chief Executive and Executive Directors remuneration and terms &amp; conditions.</li> <li>Board of Directors Remuneration Committee ensures compliance with the national Very Senior Managers requirements</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
senior management for this purpose should be determined by the Board.			
D.2.3. The Council of Governors should consult external professional advisers to market-test the remuneration levels of the Chairperson and other non-executives at least once every three years and when they intend to make a material change to the remuneration of a non-executive.	<ul style="list-style-type: none"> <li>Responsibilities of the Council of Governors Remuneration Committee are clearly set out in its terms of reference</li> <li>Remuneration levels for the Chair/NEDs reviewed annually using benchmarking data.</li> <li>Council of Governors Remuneration Committee is able to access, and does access, professional advice from Trust Deputy Director of HR</li> <li>Market testing exercise took place in August 2022.</li> <li>Advice will be requested as required</li> </ul>	✓	Comply/ explain
D.2.4. The Council of Governors is responsible for setting the remuneration of Non-Executive Directors and the Chairperson.	<ul style="list-style-type: none"> <li>Refer to D.1.2 and D.2.3</li> </ul>	✓	Statutory
<b>SECTION E: RELATIONS WITH STAKEHOLDERS</b>			
<b>E.1. Dialogue with Members, Patients and the Local Community</b>			
E.1.1. The Board of Directors should make available a public document that sets out its policy on the involvement of members, patients and the local community at large, including a description of the kind of issues it will consult on.	<ul style="list-style-type: none"> <li>The EPUT Strategic Plan is centred on member, patient and local community involvement and includes a specific objective around helping communities to thrive. The Trust is currently developing Enabling Strategies, which will ensure this is fully implemented.</li> </ul>	✓	Publicly available
E.1.2. The Board should clarify in writing how the public interests of patients and the local community will be represented, including its approach for addressing the overlap and interface between Governors and any local consultative forums.	<p>See E.1.2 for Engagement Strategy</p> <ul style="list-style-type: none"> <li>Examples of representing public interests of patients and local community: <ul style="list-style-type: none"> <li>Your Voice meetings: public/member meetings. These were held virtually in 2022/23 and had good attendance from members.</li> <li>Public consultation documents/processes in relation to significant service changes – none this year but updates provided at Part 1 Board of Director Meetings, including information in relation to service transformation.</li> <li>Public consultation on the EPUT Strategic Plan.</li> </ul> </li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
	<ul style="list-style-type: none"> <li>- Dedicated section on the Trust's website on how to get involved with the Trust; sections include support for carers, volunteers, etc.</li> <li>- Patient forums providing focus and influence on Trust services</li> <li>• Patient &amp; Service User Experience Steering Group included in Board of Directors governance structure at Tier 2 and reports to Quality Committee</li> </ul>		
E.1.3. The chairperson should ensure that the views of Governors and members are communicated to the Board as a whole.	<ul style="list-style-type: none"> <li>• Chair facilitates opportunity for Governors to ask questions of the Board at Board meetings</li> <li>• Director/Governor Seminar sessions and joint Task &amp; Finish Groups as required.</li> <li>• Directors regularly attend and present at Council of Governor meetings</li> <li>• Attendance of Non-Executive Directors at Council of Governor meetings included in objectives</li> <li>• Non-Executive Director / Governor informal meetings held during the year</li> <li>• Chair meets Lead / Deputy Lead Governors quarterly</li> <li>• SID meets Lead Governor independently if required.</li> <li>• Chief Executive Officer briefing sessions with Governors held quarterly at a minimum</li> <li>• Minutes of Board of Director and Council of Governors meetings available on Trust's website</li> <li>• Meetings with the public, e.g. Your Voice meetings provide opportunity for members/public to meet with Chair, Chief Executive Officer, Directors, Senior Managers and Governors, and to ask questions / provide feedback.</li> <li>• Full sets of Council of Governor and Board of Director part 1 meeting papers available on the Trust's website</li> </ul>	✓	Comply/ explain
<p>E.1.4. Contact procedures for members who wish to communicate with Governors and/or Directors should be made clearly available to members on the NHS Foundation Trust's website.</p> <p>The Board of Directors should ensure that the NHS Foundation</p>	<ul style="list-style-type: none"> <li>• Trust website and Annual Report include details on how to contact Governors and Directors</li> <li>• Dedicated membership area on Trust website outlining the role of members, contact details and how to get involved</li> <li>• Your Voice meetings, chaired and supported by Governors,</li> <li>• Members invited to Annual Members Meeting.</li> <li>• Annual Report includes report on membership</li> </ul>	✓	Publicly available

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
Trust provides effective mechanisms for communication between Governors and members from its constituencies.			
E.1.5. The Board of Directors should state in the Annual Report the steps they have taken to ensure that the members of the Board, and in particular the non-executive Directors, develop an understanding of the views of Governors and members about the NHS Foundation Trust, for example through attendance at meetings of the Council of Governors, direct face-to-face contact, surveys of members' opinions and consultations.	<ul style="list-style-type: none"> <li>Annual Report includes statements on how the Board of Directors have engaged with the Council of Governors, including the development of the strategic plan and stating as part of the main role of the Board to take into consideration the views of the Council of Governors.</li> </ul>	✓	Supporting explanation/reference
E.1.6. The Board of Directors should monitor how representative the NHS Foundation Trust's membership is and the level and effectiveness of member engagement and report on this in the Annual Report.	<ul style="list-style-type: none"> <li>CoG Membership Committee reviews membership engagement, recruitment and demographic representation quarterly.</li> <li>Report on membership presented to the Board of Directors in March 2023 providing details of membership engagement and current membership metrics.</li> <li>Membership activity report at each Council meeting (Directors attend Council of Governor meetings)</li> <li>Annual Report includes membership analysis and representation</li> </ul>	✓	Supporting explanation/reference
E.1.7. The Board of Directors must make Board meetings and the annual meeting open to the public. The Trust's constitution may provide for members of the public to be excluded from a meeting for special reasons.	<ul style="list-style-type: none"> <li>Part 1 Board meetings are held in public</li> <li>Dates of meetings published on Trust website and on internal communications</li> <li>Part 1 Board agenda and papers available on website</li> <li>Part 1 and 2 agendas and part 1 papers are emailed to Governors</li> <li>Agenda and papers circulated to public on request</li> <li>Part 2 Board meetings held in private are provided for in constitution. Summary of Part 2 minutes are provided to Governors.</li> </ul>	✓	Statutory

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
	<ul style="list-style-type: none"> <li>Resolution passed at Part 1 Board meetings to exclude members of the press/public in Part 2 meetings</li> </ul>		
E.1.8. The Trust must hold annual member's meetings. At least one of the Directors must present the Trust's Annual Report and accounts, and any report of the auditor on the accounts, to members at this meeting.	<ul style="list-style-type: none"> <li>Annual Members Meeting held annually (September 2022)</li> <li>Directors attend meeting</li> <li>Chief Executive Officer presents Annual Report</li> <li>Executive Chief Finance Officer presents annual accounts, and report of auditor on the accounts</li> </ul>	✓	Statutory
<b>E.2. Co-operation with Third Parties with Roles in Relation to NHS FTs</b>			
E.2.1. The Board should be clear as to the specific third party bodies in relation to which the Trust has a duty to co-operate.	<ul style="list-style-type: none"> <li>The Board of Directors does this implicitly through system working, attending partner organisation meetings and keeping other organisations informed.</li> <li>Regular meetings are held with HOSC to inform of any changes to service provision, which requires approval.</li> <li>Partner organisations are notified of material events and / or system changes.</li> <li>Executive Directors undertake multi-agency working and attend meetings with partner organisations.</li> <li>Collaborative working undertaken through formal arrangements (such as Mid &amp; South Essex Collaborative) and reflected in the Scheme of Reservation and Delegation (SoRD), Standing Financial Instructions and Detailed Scheme of Delegation (DSoD). This has increased following the introduction of ICB's / ICS's</li> <li>Any new requirements from organisations (such as NHSE) are provided to the Accountable Officer and are taken through the Board of Directors as required.</li> </ul>	✓	Comply/ explain
E.2.2. The Board should ensure that effective mechanisms are in place to co-operate with relevant third party bodies and that collaborative and productive relationships are maintained with relevant stakeholders at appropriate levels of seniority in each.	<ul style="list-style-type: none"> <li>Quality Account</li> <li>Contract management meetings in place with NHS commissioners</li> <li>Joint bids/provision of services with local service providers</li> <li>PMGs/JMGs in place with local authorities</li> <li>Ad hoc meetings with NHS England</li> <li>Ad hoc meetings with CQC</li> </ul>	✓	Comply/ explain

Code of Governance 2014	Evidence of Compliance 2022-23	Compliant?	Code Requirement
	<ul style="list-style-type: none"> <li>• Chair, Chief Executive Officer and Directors involvement in Integrated Care Systems and collaborative models, such as Mid &amp; South Essex collaborative, including as Board members.</li> <li>• Chair and Chief Executive Officer attend senior networking meetings</li> </ul>		



				Agenda Item: 6b						
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1				22 May 2023					
Report Title:		NHSE/I Self-Certification for 2022/23: Governor Training								
Report Lead:		Paula Grayson, Chair of the Council of Governors Training & Development Committee								
Report Author(s):		Paula Grayson, Chair of the Council of Governors Training & Development Committee								
Report discussed previously at:		CoG Training & Development Committee 9 May 2023								
Level of Assurance:		Level 1			Level 2		✓	Level 3		

<b>Purpose of the Report</b>		
This report provides the Council of Governors with action taken to agree the statement detailing the learning and training completed by Governors in 2022/23 to support the Board of Directors' self-certification for NHSE/I	<b>Approval</b>	<input type="checkbox"/>
	<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 this report.</li> <li>2 Agree the requirements relating to Governor Training have been met.</li> </ol>

<b>Summary of Key Issues</b>
<p>NHS Foundation Trusts are required to make annual self-certifications to NHSE/I under the requirements of the NHSI (Monitor) Licence, Risk Assessment Framework and the Health and Social Care Act 2012.</p> <p>The Health Social Care Act, Section 151(5) states in paragraph 10BA :</p> <ul style="list-style-type: none"> <li>• “public benefit corporation must take steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such.”</li> </ul> <p>NHSE/I also requires the Board of Directors to submit a self-certification in respect of the training of Governors as follows:</p> <ul style="list-style-type: none"> <li>• <i>The Board is satisfied that during the financial year most recently ended the licensee has provided the necessary training to its Governors, as required in s151(5) of the Health and Social Care Act, to ensure they are equipped with the skills and knowledge they need to undertake their role. (Statement 3)</i></li> </ul> <p>The Chair of the Training and Development Committee developed a report providing details of the learning and training undertaken by Governors in 2022/23. The document is attached to this report and was considered by the Council of Governors Training &amp; Development Committee on the 9 May 2023. The Committee agreed to make a recommendation to the Council of Governors that the requirements relating to Governor Training have been met for 2022/23.</p>

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

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

<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>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>NHSE/I Self-Certification</li> </ul>			✓

<b>Acronyms/Terms Used in the Report</b>			
NHSE/I	NHS England / Improvement	CoG	Council of Governors

<b>Supporting Documents and/or Further Reading</b>	
Accompanying Report	

<b>Lead</b>	
<b>Paula Grayson</b> <b>Chair of the Council of Governors Training &amp; Development Committee</b>	

## NHSE/I SELF-CERTIFICATION FOR 2022/23 GOVERNOR TRAINING

### 1.0 INTRODUCTION

This report provides the Training & Development Committee with details of the learning and training completed by Governors in 2022/23 to support the Board of Directors self-certification for NHSE/I.

### 2.0 REQUIREMENTS FOR SELF-CERTIFICATION

The Health Social Care Act, Section 151(5) states in paragraph 10BA :

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

NHSE/I also requires the Board of Directors to submit a self-certification in respect of the training of Governors as follows:

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

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

### 3.0 COUNCIL OF GOVERNORS SELF-CERTIFICATION INFORMATION

**Activities carried out in 2022/23 which ensured Governors have been equipped with the skills and knowledge required for their roles, including relevant training.**

#### 3.1 Methods for holding NEDs to account:

##### 3.1.1 Learning and Development in gaining assurance on NED appraisals

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

Remuneration committee members provided evidence of NED learning outcomes to Nomination committee members to underpin the discussions on NEDs reaching the end of their terms in consideration of any re-appointment. Remuneration committee members learned about benchmark remuneration data from a national reward survey and from EPUT

staff. At the subsequent CoG meeting, Governors were updated on the results of the discussions.

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

Governors and NEDs, with the Chair, met quarterly at informal virtual sessions and one face-to-face session with no Executive Directors present. Discussions allowed Governors to learn that either through their NED roles on Board standing committees, or through their formal questions during the Board meetings held in public, they had actively contributed to strategic matters, risk management and to holding the Executive Directors to account. The Chair continued to provide a paper for the Council of Governors' agenda, setting out the triangulation visits, involvement and quality assurance activities taken on by each NED since the previous CoG. Annual assurance reports from the Chairs of Board standing committees have been presented to each virtual Council of Governors' meeting: Remuneration and Nomination; Quality; People, Equality and Culture; Charitable Funds; Audit; Finance and Performance. NEDs and Governors worked together in small virtual Task and Finish Groups on the Constitution. Responding to requests from the CoG, Board standing committee members have had a Governor observer attending the virtual part 1 sessions of the Board standing committees. The Trust Secretary's office designed a brief report to be completed by the Governor observer following the meeting. The template allowed Governors to comment on the extent to which they observed NEDs fulfilling their duties. Governor observers report to the Council of Governors on their evidence of NEDs fulfilling their duties.

## **3.2 Learning about Improving Governance**

### **3.2.1 Gaining knowledge from meetings, assurance and decisions**

The CoG met virtually on four occasions during 2022/23. Each CoG has included a private briefing from the Chief Executive, setting out key scrutiny issues around performance and future risks. Key performance issues and corresponding learning were summarised in the Chief Executive's report to CoG. Governors wishing to consider the full performance scorecard attend the Board of Directors' virtual meetings.

Each virtual CoG has included one-off information sessions on topics raised by Governors, the Chair or in preparation for contributing to the Quality Account, the Annual Report and Accounts, CQC visits and other statutory obligations such as choosing the local indicator for external assurance (Quality Account). A sequence of Board Standing committee assurance reports has allowed Governors to learn about the work of those committees and how assurance has been gained. Papers and presentations given during the virtual Board meetings held in public have provided guidance to Governors on governance improvements, such as: responding to issues raised during the Staff Survey; examples of reducing health inequalities for refugees and asylum seekers; Freedom to Speak Up learning; learning from ligature risk mitigation actions; improved wellbeing initiatives for staff; methods for learning from deaths; analysis to improve equality, diversity and inclusion; methods for improving outcomes for patients/service users in clinical outcomes and safety.

Governance committee members have set up task and finish groups to consider amendments to the Trust Constitution which improve assurance and governance processes. At CoG meetings and in training sessions with internal and external providers, Governors learned about methods for improving assurance and governance.

### **3.2.2 Gaining knowledge from analysis**

An efficacy review will be carried out by using a website based questionnaire asking questions of members of each CoG sub-committee. Governors will be asked if they believed they were achieving the outcomes set out in the Terms of Reference for their own sub-committees as well as from the perspective of being a Governor more generally. Governors

will be asked if sub-committees were perceived to be effective. The results of the review will be discussed at each sub-committee and with a Council of Governors meeting to determine ways forward. The agreed changes will be progressed through the sub-committees and the CoG agenda.

### **3.2.3 Learning about representing members and the public**

From the formation of EPUT in 2017/18, in matching the necessary constituencies based on the distribution of FT members and the existing services, the CoG required 40 Governors which was subsequently revised and reduced to 30. Membership committee has continued to review the representation of members and the public by the CoG elected Public Governors, the appointed Governors and Staff Governors.

At formation, Governors were allocated either two or three year terms to reduce future disruption and ensure some continuity. Prior to the useful face-to-face and virtual induction sessions in 2022, the updated Governor Workbook and "Prospective Governors Guide" contents were reviewed by the Training and Development committee. The revised documents were used for the Prospective Governor Workshops in 2022. Prospective Governors were taken through the documents, with our current Governors explaining the practicalities of being a Governor in representing members and the public.

### **3.2.4 Learning how to listen to members and the public**

Pre Covid-19, "Your Voice" public meetings were held at intervals in each constituency. Learning from those sessions has been discussed at Training and Development committee meetings and at Membership committee meetings because in some locations, members had not necessarily seen the relevance of the Trust's public meetings to their personal requirements of the health service. Governors provided ideas for future "Your Voice" sessions which could increase relevance. Membership committee agreed to a revised format for "Your Voice" sessions with well attended virtual events on 29 June, 2 December 2022 and 9 March 2023 for the whole Trust area. Governors chaired the virtual sessions with topics presented by staff, volunteers and service users. Members learned about key healthcare issues from the presenters. Staff presenters and Governors learned about issues of concern to members and to the public from their questions and comments.

At the Annual Members virtual meeting, held on 27 September 2022, the Trust provided formal presentations from Executive Directors, the Chair and the Lead Governor. Trust departments explained their services, demonstrating how they work with stakeholders, patients/service users and carers. Governors listened to the presentations and the content of the public questions, learning about the issues of importance to members.

Governors have been invited to listen to the weekly virtual staff briefings since January 2021 which allows them to understand issues for staff members of the Trust, given the questions are in the chat box, are read out and answered verbally or in writing.

### **3.2.5 Learning how to contribute to Trust plans**

On 8 September 2022, Governors attended a training session on the Trust Accounts to understand income, expenditure, capital plans and cost efficiencies. A joint Board of Director and CoG development session held on 16 November 2022 allowed Governors, NEDs and Executive Directors to discuss the Trust's overall strategy and the Estates Strategy. Governors attended the Strategic Plan update virtual training session on 21 November 2022. Some Governors attended the Regional and National NHS Providers' (NHSP) virtual meetings in May and July 2022, in which Governors learned from good practice case studies how to contribute to Trust plans. Governors attending NHSP sessions wrote notes for circulation to all Governors to share learning. Information about the potential contribution from the Trust into the appropriate Integrated Care Systems and Provider Collaboratives was

circulated to Governors and presented during the year. During CoG meetings, Governors noted learning derived from Quality visits (carried out virtually by NEDs and Executive Directors) as well as from discussions with members to ensure that services are appropriately patient-centred, safe, clinically appropriate and working towards the clinical transformation plans which have been set out at Board meetings and the CoG.

### **3.2.6 Learning how to contribute to inspections and assessments**

During the induction modules in 2022, new and existing Governors were given guidance from NHS Providers on methods for contributing to assurance processes, working effectively as a Council and how to ask questions. Other induction modules explained the role of Governors when attending meetings and making visits. New Governors were issued with the Governor Induction Workbook which introduced them to the mandatory, statutory and information gathering opportunities available to Governors.

Outcomes from the virtual Quality Visits have been recorded and summarised in the subsequent CoG papers. Governors met CQC Inspectors on 17 January 2023 to discuss how they contribute to the well led governance process for the Trust.

### **3.2.7 Learning how to contribute to triangulation and testing of services**

Special briefing sessions for Governors have provided learning on: Specialist Services; CAMHS Services; the revising of the Complaints Procedure through co-production; the new Urgent and Emergency Care department for mental health service users; Specialist Community Forensic team; Veteran Service; Drug and Alcohol Services; Equality and Inclusion; Staff Equality Networks; Mental health for young people. Governors have asked formal questions at Board meetings in the public section. Each question has been recorded with the responses either at the time or after further enquiry, allowing Governors to gain knowledge from those responses. Governors share this information. During the quarterly Governor informal sessions without the Chair/NEDs/Executive Directors, they discussed points made by members of the public, service users, carers and their own experiences. A Governor recorded questions which were sent to the Chair and Trust Secretary. The questions and responses have been recorded to become part of the CoG papers, demonstrating active testing of services and providing learning. A rolling Action Plan features in the Part 2 papers, setting out the questions and providing responses from relevant Trust staff.

In the revised 2022 system for PLACE visits, some Governors took part in face-to-face PLACE visits to services working closely with service users. Through jointly assessing the required PLACE categories with patients and staff, Governors learned how to compare the experienced reality with the performance scorecard reported to the Board. Some Governors took part in the 15 Steps Quality visits when face-to-face visits resumed. Reports of the visits were summarised and presented to all Governors during CoG meetings.

Governors receive the staff Wednesday Weekly bulletins. These e-mails provide regular updates on clinical issues including: "safety first, safety always" service provision; reminders to complete patient records consistently; to follow Covid-19 secure working arrangements; to ensure safe use of Personal Protective Equipment to protect service users/patients and other staff; to obtain vaccinations; to use the available increased resources for supporting wellbeing. Governors are invited to attend the two weekly Staff Updates, listening to the points made by staff about their experiences.

## **3.3 Learning how to improve active membership**

### **3.3.1 Learning how to analyse and improve membership effectiveness**

The Membership Framework written at formation was further reviewed and revised by the Membership committee members. Staff had previously presented a comprehensive analysis of membership data allowing Governors to understand the key details. Membership committee members discussed the extent to which members demonstrate active interest in the Trust, other than voting in elections. The Trust had a large public membership base many of whom could only be contacted by post. Following the earlier data cleansing exercise, Membership committee members recommended a further data cleansing exercise should be carried out for the whole Trust, explaining to members which services exist in which constituency. Governors have discussed the Membership committee reports in CoG meetings. Following good attendance of virtual meetings during 2022/23, Membership committee members have agreed to continue with Trust wide "Your Voice" themed meetings during the colder months. The service users/patients and carers provided useful information to Governors and staff during these meetings. In summer, there will be a face-to-face "Your Voice" meeting in each constituency to discuss local issues with members.

### **3.3.2 Learning how to gain value from Volunteers**

The "Your Voice" virtual meeting on 2 December 2022 had gaining value from volunteers as the key theme. A Governor chaired the session with volunteers explaining how they contribute to improving health care for service users/patients. Some Governors are also volunteers and brought their experience into the discussion.

## **3.4 Governors learning how to understand their role and the Trust**

### **3.4.1 Learning from induction**

Prospective Governors were offered sessions during April and May 2022 to learn about the role of Governors. Current Governors joined those sessions to talk about their experiences. Governors who joined during 2022 were invited to five induction modules setting out the Governor role and responsibilities. One module was for new Governors. Existing Governors were invited to the other modules to refresh their skills and knowledge. New Governors were given the Induction Workbook to understand their statutory, mandatory and assurance roles. The Chair virtually met and welcomed new Governors. The Induction Workbook included the Governor Work Plan designed by the Governance committee.

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

At formation and as part of the Trust's governance framework, a Council of Governors Training and Development Committee was established to provide support to the Council on training and development. Their Terms of Reference include ensuring that effective and robust training and development arrangements are in place to develop Governors' skills, knowledge and capabilities enabling them to be confident, effective, engaged and informed members of the CoG. The Governor Learning & Development Pathway was designed and used to cover the life-cycle of Governors from prospective Governors, through induction and additional ongoing learning and development to support the role. During 2022/23, there were 126 training, learning and developmental subjects provided at special training sessions, special briefings, Council of Governor meetings, circulated information from other Governors and at the Board of Directors' meetings held in public.

### **3.4.3 Developing skills**

Governors attended skills training sessions during the induction modules particularly module 4.

### **3.4.4 Developing knowledge of the Trust and the wider health economy**

Special briefing sessions were held in 2022/23 on topics requested by Governors or relevant to the Trust's values, vision and business plans: Specialist Services; CAMHS Services; the



revising of the Complaints Procedure through co-production; the new Urgent and Emergency Care department for mental health service users; Specialist Community Forensic team; Veteran Service; Drug and Alcohol Services; Equality and Inclusion; Staff Equality Networks; Mental health for young people. Speakers were mainly Trust middle and senior managers and Board members. Governors asked questions for clarification and to understand how services were being improved. Governors challenged speakers when services still needed improvements or efficiency programmes were not delivering the necessary recurrent savings. Documents about the appropriate Integrated Care Systems were sent to Governors. Governors attending the monthly Board meetings have gained knowledge from the presentation at the beginning of each Board and from annual reports for example: Health Outreach; West Essex Out of Hospital Model; Co-production at the heart of transformation; Transformation update; CQC update; Freedom to Speak Up; Duty of Candour; Workforce Race Equality Standards; Workforce Disability Equality Standards; End of Life Care; Infection Prevention and Control; safe working of junior doctors; Health, Safety and Security; Safeguarding; Learning from Deaths Mortality Review; ligature risk management update; Quality and Safety of Mental Health, Learning Disability and Autism Inpatient services.

Governors were kept regularly informed about key facts during the year through the Chief Executive/Deputy Chief Executive's weekly e-mail to staff and attending the virtual Staff Updates; the Trust's internal Governor Update e-newsletter and briefings by the Chief Executive. Governors' knowledge has been kept up to date through the sharing of good practice and centrally published information. All information was received in a timely manner.

### **3.4.5 Governors gaining and sharing knowledge more widely**

Governors attend external development events or webinars either through Trust membership of NHS organisations (NHS Providers, NHS Confederation) or from their own membership (Kings Fund, Clinical Commissioning Group meetings before July 2022, Integrated Care Board and Integrated Care Partnership Board meetings after July 2022, National Voices). They summarise and share experiences by completing a feedback form which is circulated to all Governors. On 5 July 2022, some Governors attended the NHS Provider Governor Conference to learn from other Governors.

The Lead Governor continued to attend the quarterly Regional Governors' Network to discuss key issues, learn from one another and share with their own Governors on topics such as: Provider Collaboratives; Governor Engagement with Integrated Care Boards; appointing Non-executive Directors; Governor visits to services; Member and Public Engagement.

**Report prepared by  
Paula Grayson  
Public Governor  
Chair of the Training & Development Committee**



					<b>Agenda Item No: 6c</b>				
<b>SUMMARY REPORT</b>		<b>COUNCIL OF GOVERNORS PART 1</b>				<b>22 May 2023</b>			
<b>Report Title:</b>		<b>Trust Constitution Review</b>							
<b>Report Lead:</b>		Professor Sheila Salmon, Chair of the Trust							
<b>Report Author(s):</b>		Chris Jennings, Assistant Trust Secretary							
<b>Report discussed previously at:</b>		Trust Constitution Task and Finish Group Council of Governors Governance Committee							
<b>Level of Assurance:</b>		<b>Level 1</b>			<b>Level 2</b>		✓	<b>Level 3</b>	

### Purpose of the Report

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

**Approval**

✓

**Discussion**

**Information**

### Recommendations/Action Required

The Council of Governors is asked to:

1. Note the review process
2. Note the proposed amendments to the Constitution following routine annual review as recommended by the Trust Constitution Task and Finish Group and Council of Governors Governance Committee
3. Approve the amendments for onward presentation to the Board of Directors.

### Summary of Key Issues

It is recognised good governance to undertake a review of the Trust's constitution on an annual basis. The previous review took place in February 2022. Following the publication of a new Code of Governance for NHS Providers, which came into effect on the 1 April 2023, it was agreed to extend the Constitution to allow a full review to be undertaken against the new code.

It is a responsibility of the Council of Governors to approve recommended amendments to the constitution prior to approval by the Board of Directors.

The Trust Constitution was reviewed by Capsticks LLP (law firm), to review the Constitution against the new code and other good practice examples. The review identified a number of proposed amendments. The Trust Constitution was further reviewed by a Task and Finish Group on the 17 May 2023, which included the Chair, Governors, Non-Executive Directors (including the Audit Chair), the Senior Director of Corporate Governance and the Assistant Trust Secretary.

The Trust Constitution was considered by the Council of Governors Governance Committee on the 18 May 2023 and the following amendments were agreed to recommend to the Council of Governors:

Section	Amendment
Section 1.18: NHS England / Improvement Section 1.19: NHSTDA	These two sections have now been removed as it is now incorporated into Section 1.17: NHS England.
Section 4.4 / 4.5: Powers	This section has been added in line with the Code of Governance for NHS Providers to allow joint working and the establishment of

	joint committees with other bodies. This is in line with system working and Integrated Care Boards / Systems / Collaborative Working.
Section 12.4: Restriction on Membership Section 4.1: Eligibility to be a Governor Annex 9: Termination of Membership	<p>It was agreed to amend these section to include additional restrictions on membership where are members who have been expelled from other NHS Bodies and / or demonstrably hold views / act in ways that are inconsistent with Trust values.</p> <p>The Task and Finish Group and Governance Committee agreed with the principle and agreed for this to be referred back to Capsticks to provide specific wording. The wording will also be added to Section 4.1 to also apply to Governors.</p>
Section 26.2: Board of Directors – General Duty	Section added to reflect the new duty for Foundation Trust's to act with due regard to the wider health economy.
Section 33.11: Board of Directors – Disqualification	<p>The words “including Clinical Commissioning Groups” has been removed to allow Board members to be members of commissioning boards as part of system working.</p> <p>The section has also been amended to refer to “conflict of interest” to clarify the Board / Council are reviewing and agreeing an appointment to ensure there is no conflict of interest. Any other issues, such as time commitment, can be reviewed on an ongoing basis as part of internal processes, such as appraisals and therefore does not need to be explicit in the Constitution.</p>
Annex 2 – The Staff Constituency Annex 4 – Composition of the Council of Governors	<p>The section has been amended to include Healthcare Professionals and Social Workers to the Staff Clinical constituency, rather than non-clinical. The Non-Clinical constituency has also been amended to clarify this as Corporate Staff.</p> <p>The section has also been amended to split the Staff Clinical between Mental Health (3 Governors) and Physical Health (1 Governor) to ensure there a voice at Council for Physical Health services provided by the Trust.</p>
Section 5.6: Termination of Office and Removal of Governors	The section has been amended to remove reference to referring to an Independent Assessor. This was originally included as organisations did not have internal processes for termination of office and there was an independent panel to refer such cases. The panel has since been disbanded and Trusts have internal

	processes which do not require an independent assessor to be appointed.
<b>Other Amendments</b>	Other minor amendments have been made to the document, such as adding references to the new code of governance, the Health & Care Act 2022 etc,

The Council of Governors is asked to approve the revised Trust Constitution, subject to additional wording from Capsticks to be added, for onward approval by the Board of Directors.

#### **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 £ Revenue £ 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

Appendix 1: Trust Constitution
--------------------------------

#### Lead

**Professor Sheila Salmon**  
**Chair of the Trust**

**20220330**

**Essex Partnership University NHS Foundation Trust**

**Constitution**

**Approved by Council of Governors 21 March 2022 and  
Board of Directors 30 March 2022  
Next Review Date: 30 June 2023**

## TABLE OF CONTENTS

### *Paragraph*

1.	Interpretation and Definitions.....	5
2.	Name.....	6
3.	Principal Purpose .....	6
4.	Powers.....	7
5.	Membership and Constituencies .....	7
6.	Application for Membership .....	7
7.	Public Constituency .....	8
8.	Staff Constituency .....	8
9.	Automatic Membership by Default – Staff .....	9
10.	NOT USED .....	9
11.	NOT USED .....	9
12.	Restriction on Membership .....	9
13.	Annual Members' Meeting .....	9
14.	Council of Governors – Composition .....	9
15.	Council of Governors – Election of Governors.....	10
16.	Council of Governors – Tenure.....	10
17.	Council of Governors – Disqualification and Removal.....	11
18.	Council of Governors – Duties of Governors .....	11
19.	Council of Governors – Meetings of Governors.....	12
20.	Council of Governors – Standing Orders .....	12
21.	NOT USED .....	12
22.	Council of Governors – Conflicts of Interest of Governors.....	12
23.	Council of Governors – Travel Expenses .....	13
24.	Council of Governors – Further Provisions .....	13
25.	Board of Directors – Composition.....	13
26.	Board of Directors – General Duty.....	13
27.	Board of Directors – Qualification for Appointment as a Non-Executive Director .....	14
28.	Board of Directors – Appointment and Removal of Chair and Other Non- Executive Directors.....	14

29.	NOT USED .....	15
30.	Board of Directors – Appointment of Vice-Chair, Acting Chair, Senior Independent Director and Deputy Chief Executive .....	15
31.	Board of Directors – Appointment and Removal of the Chief Executive and Other Executive Directors.....	15
32.	NOT USED .....	16
33.	Board of Directors – Disqualification.....	16
34.	Board of Directors – Meetings .....	17
35.	Board of Directors – Standing Orders.....	18
36.	Board of Directors – Conflicts of Interest of Directors .....	18
37.	Board of Directors – Remuneration and Terms of Office .....	19
38.	Registers .....	19
39.	Admission to and Removal from the Registers.....	20
40.	Registers – Inspection and Copies .....	20
41.	Documents Available for Public Inspection.....	20
42.	Auditor .....	22
43.	Audit Committee .....	22
44.	Accounts.....	22
45.	Annual Report, Forward Plans and Non-NHS Work .....	22
46.	Presentation of the Annual Accounts and Reports to the Governors and Members.....	23
47.	Instruments.....	24
48.	Amendment of the Constitution .....	24
49.	Mergers, etc, and Significant Transactions.....	24
50.	Indemnities .....	25
	ANNEX 1: THE PUBLIC CONSTITUENCIES.....	26
	ANNEX 2: THE STAFF CONSTITUENCY.....	27
	ANNEX 3: NOT USED .....	28
	ANNEX 4: COMPOSITION OF COUNCIL OF GOVERNORS.....	29
	ANNEX 4.1: NOT USED.....	30
	ANNEX 5: THE MODEL ELECTION RULES.....	30
	ANNEX 6: ADDITIONAL PROVISION – COUNCIL OF GOVERNORS.....	30
	ANNEX 7: STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE COUNCIL OF GOVERNORS .....	36

ANNEX 8: STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE  
BOARD OF DIRECTORS .....37

ANNEX 9: FURTHER PROVISIONS .....38

ANNEX 10: ANNUAL MEMBERS' MEETING.....41



<b>1. Interpretation and Definitions</b>
--

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

- 1.18 Non-Executive Director** means a member of the Board of Directors, including the Chair, appointed by the Council of Governors under paragraph 28 of the Constitution
- 1.19 Officer** means an employee of the Trust or any person holding a paid appointment or office with the Trust
- 1.20 Regulated Activities Regulations** means the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 as amended
- 1.21** The **Accounting Officer** is the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act
- 1.22** The **Trust Secretary** is the person appointed by the Chair and Chief Executive as the Trust Secretary
- 1.23 Vice-Chair** means the Non-Executive Director appointed under paragraph 30.1 and 30.3 of this Constitution
- 1.24 Acting Chair** means the Non Executive Director appointed under paragraph 30.2 and 30.3 of this Constitution.
- 1.25 Voluntary Organisation** is a body, other than a public or local authority, the activities of which are not carried out for profit
- 1.26 Working Day** means a day of the week which is not a Saturday, Sunday or public holiday in England.

## **2. Name**

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

## **3. Principal Purpose**

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

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

#### **4. Powers**

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

#### **5. Membership and Constituencies**

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

#### **6. Application for Membership**

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

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

## **7. Public Constituency**

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

## **8. Staff Constituency**

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

## **9. Automatic Membership by Default – Staff**

**9.1** An individual who is:

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

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

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

## **10. NOT USED**

## **11. NOT USED**

## **12. Restriction on Membership**

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

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

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

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

**Commented [JC(EP1):** Referred to Capsticks to provide wording. See also Annex

## **13. Annual Members' Meeting**

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

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

## **14. Council of Governors – Composition**

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

elected and appointed Governors

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

<b>15. Council of Governors – Election of Governors</b>
---

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

<b>16. Council of Governors – Tenure</b>
--

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

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

#### **17. Council of Governors – Disqualification and Removal**

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

#### **18. Council of Governors – Duties of Governors**

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

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

**19. Council of Governors – Meetings of Governors**

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

**20. Council of Governors – Standing Orders**

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

**21. NOT USED**

**22. Council of Governors – Conflicts of Interest of Governors**

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



<b>23. Council of Governors – Travel Expenses</b>
---

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

<b>24. Council of Governors – Further Provisions</b>
--

- |  |
|--|
| <p><b>24.1</b> Further provisions with respect to the Council of Governors are set out in Annex 6.</p> |
|--|

<b>25. Board of Directors – Composition</b>
---

- |   |
|---|
| <p><b>25.1</b> The Trust is to have a Board of Directors, which shall comprise both Executive and Non-Executive Directors</p> <p><b>25.2</b> The Board of Directors is to comprise:</p> <p style="padding-left: 20px;"><b>25.2.1</b> a Non-Executive Chair</p> <p style="padding-left: 20px;"><b>25.2.2</b> not less than five and not more than eight other Non-Executive Directors; and</p> <p style="padding-left: 20px;"><b>25.2.3</b> not less than four and not more than eight Executive Directors,</p> <p style="padding-left: 20px;">so that the number of Non-Executive Directors including the Chair shall always exceed the number of Executive Directors including the Chief Executive in a voting capacity.</p> <p><b>25.3</b> One of the Executive Directors shall be the Chief Executive</p> <p><b>25.4</b> The Chief Executive shall be the Accounting Officer</p> <p><b>25.5</b> One of the Executive Directors shall be the Finance Director</p> <p><b>25.6</b> One of the Executive Directors is to be a registered Medical Practitioner or a registered Dentist (within the meaning of the Dentists Act 1984)</p> <p><b>25.7</b> One of the Executive Directors is to be a registered Nurse or a registered Midwife.</p> |
|---|

<b>26. Board of Directors – General Duty</b>
--

- |  |
|--|
| <p><b>26.1</b> The general duty of the Board of Directors and of each Director individually, is to act with a view to promoting the success of the Trust so as to maximise</p> |
|--|

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

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

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

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

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

<b>27. Board of Directors – Qualification for Appointment as a Non-Executive Director</b>
---

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

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

<b>28. Board of Directors – Appointment and Removal of Chair and Other Non-Executive Directors</b>
--

- 28.1** The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Trust and the other Non-Executive Directors
- 28.2** Appointment of the Chair or another Non-Executive Director shall require the approval of a majority of the Council of Governors present at a meeting of the Council of Governors
- 28.3** Removal of the Chair or another Non-Executive Director shall require the approval of three-quarters of the members of the Council of Governors

- 28.4 The Council of Governors shall adopt a procedure for appointing/removing the Chair and/or other Non-Executive Directors in accordance with any guidance issued by ~~Monitor~~[NHS England](#).

**29. NOT USED**

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

- 30.1 The Council of Governors at a general meeting of the Council of Governors shall appoint one of the Non-Executive Directors as the Vice-Chair
- 30.2 When the absence of the Chair has or will exceed a period of 3 months the Council of Governors at a meeting shall appoint one of the Non-Executive Directors as the Acting Chair.
- 30.3 Before a resolution for such appointments is passed, the Chair shall be entitled to advise the Council of Governors of the Non-Executive Director who is recommended by the Board of Directors for that appointment. This recommendation will not, however, be binding upon the Council of Governors; it will be presented to the Council of Governors at its meeting before it comes to its decision.
- 30.4 The Board of Directors shall, following consultation with the Council of Governors, appoint one of the Non-Executive Directors as the Senior Independent Director to act in accordance with NHS England's *Code of Governance for NHS Provider Trusts* (as may be amended and replaced from time to time) and the Trust's standing orders.
- 30.5 The Board of Directors Remuneration and Nominations Committee, which comprises of all the Non-Executive Directors, shall appoint an Executive Director as the Deputy Chief Executive in line with agreed procedure.

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

- 31.1 The Non-Executive Directors shall appoint or remove the Chief Executive
- 31.2 A committee consisting of the Chair and Non-Executive Directors shall appoint the Chief Executive.
- 31.3 The appointment of the Chief Executive shall require the approval of a majority of the Council of Governors present at a meeting of the Council of Governors in accordance with the procedure agreed by the Council of Governors from time to time
- 31.4 A committee consisting of the Chair, the Chief Executive and the other Non-Executive Directors shall appoint or remove the other Executive Directors

- 31.5** An Executive Director's post may be held by two individuals on a job share basis (save that the Executive positions of registered Medical Practitioner or registered Dentist and registered Nurse or registered Midwife cannot be shared between the two professions). Where such an arrangement is in force, the two individuals may only exercise one vote between them at any meeting of the Board of Directors as in the standing orders.

<b>32. NOT USED</b>
---------------------

<b>33. Board of Directors – Disqualification</b>
--

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

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

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

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

<b>34. Board of Directors – Meetings</b>
--

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

<b>35. Board of Directors – Standing Orders</b>
---

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

<b>36. Board of Directors – Conflicts of Interest of Directors</b>
--

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

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

<b>37. Board of Directors – Remuneration and Terms of Office</b>
--

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

<b>38. Registers</b>
----------------------

The Trust shall have:

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

which they belong

**38.2** a register of members of the Council of Governors

**38.3** a register of interests of Governors

**38.4** a register of Directors, and

**38.5** a register of interests of the Directors.

<b>39. Admission to and Removal from the Registers</b>
--

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

**39.2** Directors and Governors shall advise the Trust Secretary as soon as practicable of anything which comes to their attention or of which they are aware and which might affect the accuracy of the matters recorded in any of the registers referred to in paragraph 38.

<b>40. Registers – Inspection and Copies</b>
--

**40.1** The Trust shall make the registers specified in paragraph 38 above available for inspection by members of the public, except in the circumstances prescribed below or as otherwise prescribed

**40.2** The Trust may withhold all or part of the registers from inspection where disclosure of information could give rise to a real risk of harm or is prohibited by law.

**40.3** So far as the registers are required to be made available:

**40.3.1** they are to be available for inspection free of charge at all reasonable times, and

**40.3.2** a person who requests a copy of or extract from the registers is to be provided with a copy or extract

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

<b>41. Documents Available for Public Inspection</b>
--

**41.1** The Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:



- 41.1.1** a copy of the current constitution,
- 41.1.2** a copy of the latest annual accounts and of any report of the auditor on them, and
- 41.1.3** a copy of the latest annual report

**41.2** The Trust shall also make the following documents relating to a special administration of the Trust available for inspection by members of the public free of charge at all reasonable times:

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

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

#### **42. Auditor**

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

#### **43. Audit Committee**

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

#### **44. Accounts**

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

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

- 45.1** The Trust shall prepare an annual report and send it to ~~Monitor~~[NHS England](#)

- 45.2** The Trust shall give information as to its forward planning in respect of each financial year to NHS England
- 45.3** The forward plan shall be prepared by the Directors
- 45.4** In preparing the forward plan, the Directors shall have regard to the views of the Council of Governors
- 45.5** Each forward plan must include information about:
  - 45.5.1** the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on, and
  - 45.5.2** the income it expects to receive from doing so
- 45.6** Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 45.5.1 the Council of Governors must:
  - 45.6.1** determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions, and
  - 45.6.2** notify the Directors of the Trust of its determination
- 45.7** A Trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England may implement the proposal only if more than half of the members of the Council of Governors of the Trust voting approve its implementation.

<b>46.</b>	<b>Presentation of the Annual Accounts and Reports to the Governors and Members</b>
------------	---

- |             |   |
|-------------|---|
| <b>46.1</b> | The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors: <ul style="list-style-type: none"> <li><b>46.1.1</b> the annual accounts</li> <li><b>46.1.2</b> any report of the auditor on them</li> <li><b>46.1.3</b> the annual report</li> </ul> |
| <b>46.2</b> | The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one Board Director in attendance   |
| <b>46.3</b> | The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 46.1 with the Annual Members' Meeting.   |

## **47. Instruments**

**47.1** The Trust shall have a seal

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

## **48. Amendment of the Constitution**

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

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

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

**48.2** Amendments made under sub-paragraph 48.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act

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

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

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

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

**48.4** Amendments by the Trust of its constitution are to be notified to [Monitor NHS England](#).

## **49. Mergers, etc, and Significant Transactions**

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

**49.2** The Trust may enter into a significant transaction unless it is a merger,

acquisition, separation or dissolution only if more than half of the members of the Council of Governors of the Trust voting, approve entering into the transaction

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

<b>50. Indemnities</b>
------------------------

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

## ANNEX 1: THE PUBLIC CONSTITUENCIES

(Paragraphs 7.1 and 7.3)

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

## ANNEX 2: THE STAFF CONSTITUENCY

(Paragraph 8.4 and 8.5)

THE STAFF CONSTITUENCIES			
Constituency Name	Area of the Constituency	No of Governors to be Elected	Minimum No of Members
Clinical (Mental Health)	<ul style="list-style-type: none"><li>Registered medical practitioners and registered dentists</li><li>Registered nurses and registered midwives</li><li>Healthcare professionals</li><li>Social workers</li></ul>	3	60
Clinical (Physical Health)		1	60
Non-Clinical	<ul style="list-style-type: none"><li>Support staff</li><li>Corporate Staff</li></ul>	2	60

**ANNEX 3: NOT USED**



#### ANNEX 4: COMPOSITION OF COUNCIL OF GOVERNORS

(Paragraphs 14.2 and 14.3)

<b>Public Governors</b>		<b>19</b>
Essex Mid & South	9	
North East Essex & Suffolk	3	
West Essex & Herts	5	
Milton Keynes, Bedfordshire & Luton, and Rest of England	2	
<b>Staff Governors</b>		<b>6</b>
Clinical (Mental Health)	3	
Clinical (Physical Health)	1	
Non-Clinical	2	
<b>Appointed and Partnership Governors</b>		<b>5</b>
Essex County Council	1	
Southend Borough Council	1	
Thurrock Council	1	
Anglian Ruskin and Essex Universities (joint appointment)	1	
Third Sector / Voluntary Sector	1	
<b>Total Council of Governors</b>		<b>30</b>

#### ANNEX 4.1: NOT USED

#### ANNEX 5: THE MODEL ELECTION RULES

(Paragraph 15.2)

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

#### ANNEX 6: ADDITIONAL PROVISION – COUNCIL OF GOVERNORS

(Paragraphs 17.3, 18.2 and 24.1)

##### 1. Roles and Responsibilities of the Council of Governors

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

##### 1.1 General Duties

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

##### 2.1 Non-Executive Directors, Chief Executive and Auditor

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

engagement with the Board

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

### **3.1 Strategy Planning**

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

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

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

#### 4.1 Representing Members and the Public

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

(Paragraphs 17.3 and 24.1)

#### 4. Eligibility to be a Governor

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

Commented [JC(EP2)]: Referred to Capsticks for wording

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

(Paragraph 17)

## **5. Termination of Office and Removal of Governors**

- 5.1 People holding office as a Governor shall cease to do so if:
  - 5.1.1. they resign by notice in writing to the Trust Secretary
  - 5.1.2 in the case of elected Governors, they cease to be member of the area of the constituency or class of the constituency by which they were elected
  - 5.1.3. in the case of an appointed or partnership Governor, the appointing organisation terminates the appointment of the individual
  - 5.1.4. they consistently and unjustifiably fail to attend the meetings of the Council of Governors in line with the Governor attendance policy as agreed by the Council of Governors
  - 5.1.5. they have refused without reasonable cause to undertake any training which the Trust requires all Governors to undertake

- 5.1.6. they have failed to sign and deliver to the Trust Secretary a statement in the form required confirming acceptance of the code of conduct for Governors
- 5.1.7. they have failed to complete a submission identifying any conflict of interest or they have knowingly provided false or misleading information in this regard.
- 5.1.8. they have committed a serious breach of the code of conduct for Governors or fails to abide by the Council of Governors standing orders
- 5.1.9. they have acted in a manner detrimental to the interests of the Trust
- 5.1.10. they have expressed opinions which are incompatible with the values of the Trust
- 5.1.11. they are incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs
- 5.2 Governors who are to be removed under any of the grounds set out in paragraph 5.1 above (with the exception of sub-paragraph 5.1.1 – 5.1.3) above shall be removed from the Council of Governors by a resolution approved by the majority of the remaining Governors present and voting
- 5.3 There shall be a working group/committee of the Council of Governors whose function shall be to:
  - 5.3.1 receive and consider concerns about the conduct of any governor and/or
  - 5.3.2 consider whether there are grounds to remove a Governor from office and to make recommendations to the Council of Governors. Membership of the working group/committee shall be determined from time to time
- 5.4 If the Council of Governors receives a complaint in writing about any Governor or is asked to consider whether an individual is eligible to become or remain a Governor, the working group shall investigate the matter and make a recommendation to the Council of Governors, which may include a recommendation that a Governor is removed from office pursuant to paragraph 5.2 above

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

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

(Paragraph 19.1 and 20)

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

=



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

(Paragraph 35)

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

## ANNEX 9 – FURTHER PROVISIONS

(Paragraph 49)

### 1. SIGNIFICANT TRANSACTIONS

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

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

(Paragraphs 6.2 and 12.4)

## **2. TERMINATION OF MEMBERSHIP**

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

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

**Commented [JC(EP3):** Referred to Capsticks for wording

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

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

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

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

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

2.1.5 they die

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

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

## **ANNEX 10: ANNUAL MEMBERS' MEETING**

(Paragraphs 13 and 46)

### **1. Interpretation**

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

### **2. General Information**

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

### **3. Attendance**

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

### **4. Meetings in Public**

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

### **5. Notice of Meetings**

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

## **6. Setting the Agenda**

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

## **7. Chair of Annual Members' Meetings**

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

## **8. Chair's Ruling**

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

## **9. Voting**

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

## **10. Suspension of Standing Orders**

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

## **11. Variation and Amendment of Standing Orders**

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

**12. Record of Attendance**

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

**13. Minutes**

- 13.1. The minutes of the proceedings of an Annual Members' Meeting shall be drawn up and maintained as a public record. They will be submitted for agreement at the next Annual Members' Meeting where they will be signed by the person presiding at it
- 13.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the meeting
- 13.3. The minutes of an Annual Members' Meeting shall be made available to the public on the Trust's website

**14. Quorum**

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

		Agenda Item No: 6d						
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1					22 May 2023		
Report Title:		Elections to the Council of Governors 2023						
Report Lead:		Chris Jennings, Assistant Trust Secretary						
Report Author(s):		Chris Jennings, Assistant Trust Secretary						
Report discussed previously at:								
Level of Assurance:		Level 1	✓	Level 2		Level 3		

Purpose of the Report		
The report provides details of the Governor Election programme and timetable for 2023.	<b>Approval</b>	✓
	<b>Discussion</b>	
	<b>Information</b>	

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

Summary of Key Issues
<p>The Trust Constitution provides for an elected Governor to hold office for a period of up to three years and shall be eligible for re-election at the end of their term. A number of Governors' term of office ends in September 2023 and therefore would need to seek election to serve any further term of office.</p> <p>There are currently 12 Governor positions up for election in September 2023, including two vacancies in Essex Mid &amp; South and West Essex &amp; Hertfordshire.</p> <p>The programme of Prospective Governor Workshops has also been developed and is included in the main report for support and attendance.</p>

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

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

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



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

<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>Requirement for elected Governors to serve a term of up to three years and seek re-election at the end of that term.</li> </ul>	<b>✓</b>

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

<b>Supporting Documents and/or Further Reading</b>
Main Report

<b>Lead</b>
<b>Chris Jennings</b> <b>Assistant Trust Secretary</b>

## COUNCIL OF GOVERNORS ELECTIONS 2023

### 1.0 INTRODUCTION

The report provides details of the Governor Election programme and timetable for 2023.

### 2.0 SUMMARY

#### 2.1 Background

The Trust Constitution provides for an elected Governor to hold office for a period of up to three years and shall be eligible for re-election at the end of their term. A number of Governors' term of office ends in September 2023 and therefore would need to seek election to serve any further term of office.

An initial report was presented to the Council of Governors in February 2023 and this report is provided to present the full timetable for the Governor Elections 2023.

#### 2.2 Timetable

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

Action	Responsibility	Date
CoG informed of Election Plans	Trust Secretary's Office	22 May 2023
Advertise Prospective Governor Workshops for members / prospective members.	Communications	May / June 2023
Advertise Prospective Governor Workshops to members via Membership Database	Trust Secretary's Office	23 May 2023
Email to Governors to advise of Prospective Governor workshops to share.	Trust Secretary's Office	23 May 2023
Prospective Governor Workshops	Trust Secretary's Office	June / July
Trust to send nomination material and data to Civica Election Services (CES)	Trust Secretary's Office	29 June 2023
Notice of Election / nomination open	Civica	13 July 2023
Reminder for deadline of nominations sent to Members.	Trust Secretary's Office	24 July 2023
Nominations deadline	Civica	10 August 2023
Summary of valid nominated candidates published	Civica	11 August 2023
Final date for candidate withdrawal	Civica / Candidates	15 August 2023
Electoral data to be provided by Trust	Trust Secretary's Office	18 August 2023
Notice of Poll published	Civica	1 September 2023
Notice of Poll published on Trust Website	Communications	1 September 2023
Voting packs despatched	Civica	7 September 2023

Action	Responsibility	Date
Reminder email sent to members to vote	Trust Secretary's Office	15 September 2023
Advertising reminding people to vote	Communications	15 September 2023
Reminder email sent to members to vote and close of voting	Trust Secretary's Office	22 September 2023
Advertising reminding people to vote close of voting	Communications	22 September 2023
Close of election	Civica	27 September 2023
Declaration of results	Civica	28 September 2023
Candidates informed of vote	Trust Secretary's Office	29 September 2023
EPUT Website updated with the results	Communications	29 September 2023
Advertise new Governors	Communications	2 October 2023

### 2.3 Prospective Governor Workshops

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

The workshops will be booked for the end of June / July and dates will be advised.

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

### 2.4 Constituencies and Council of Governors Composition

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

Constituency	Name of Governor	Term of Office End	Total number of Governors	Total for Election
Essex Mid & South	Julia Hopper	Sep 2023	9	4
	Mark Dale	June 2025		
	Pam Madison	Sep 2023		
	Dianne Collins	June 2025		
	Keith Bobbin	Sep 2023		
	Stuart Scrivener	June 2025		
	Megan Leach	June 2025		
	Owen Carty	June 2025		
	Vacancy			
Milton Keynes, Bedfordshire, Luton & Rest of England	Paula Grayson	June 2025	2	0
	John Jones	June 2025		

Constituency	Name of Governor	Term of Office End	Total number of Governors	Total for Election
North East Essex & Suffolk	Susan Tivy-Ward	June 2025	3	1
	David Short	Sep 2023		
	Cort Williamson	June 2025		
West Essex & Hertfordshire	David Bamber	Sep 2023	5	3
	Jason Gunn	June 2025		
	Pippa Ecclestone	Sep 2023		
	Kate Shilling	June 2022		
	Vacancy			
Staff (Clinical)	Sharon Green	June 2025	4	2
	Tracy Reed	Sep 2023		
	Jared Davis	Sep 2023		
	Edwin Ugoh	June 2025		
Staff (Non-Clinical)	Lara Brooks	Sep 2023	2	2
	Paul Walker	Sep 2023		
<b>Total</b>			<b>25</b>	<b>12</b>

### 3.0 RECOMMENDATION AND ACTION

The Council of Governors is asked to:

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

Report prepared by

Chris Jennings  
Assistant Trust Secretary

		<b>Agenda Item No: 7a</b>				
<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>					<b>22 May 2023</b>
<b>Report Title:</b>		<b>Council of Governors Effectiveness Review 2022-23</b>				
<b>Report Lead:</b>		Chris Jennings, Assistant Trust Secretary				
<b>Report Author(s):</b>		Chris Jennings, Assistant Trust Secretary				
<b>Report discussed previously at:</b>						
<b>Level of Assurance:</b>		<b>Level 1</b>		<b>Level 2</b>		<b>Level 3</b> ✓

### Purpose of the Report

The report provides details and key findings of the self-assessment undertaken by Governors to assess the effectiveness of the Council of Governors and its sub-committees meeting in the period April 2022 to March 2023.	<b>Approval</b>	
	<b>Discussion</b>	✓
	<b>Information</b>	

### Recommendations/Action Required

The Council of Governors is asked to:	
1. Receive and note the initial results of the Council of Governors Self-Assessment, subject to a further report provided in anticipation of more Governors completing the questionnaire.	
2. Agree for the results of the sub-committee self-assessments to be referred to the relevant sub-committee for any further action to be identified, where there is sufficient response.	
3. Governors that have not yet completed the self-assessment questionnaire to do so as soon as possible, or to contact the Trust Secretary's Office for support, including completing the questionnaire by phone / Teams.	

### Summary of Key Issues

It is good practice to undertake reviews of the effectiveness of governance processes within organisations in order to ensure these are designed and operating effectively. The Council of Governors undertakes a review of its effectiveness on an annual basis.

The Council of Governors Effectiveness Review 2022-23 was completed using a self-assessment in April 2022 – March 2023. However, under half of the Council of Governors have completed the self-assessment questionnaire. Therefore, these results are presented as an interim report and Governors are encouraged to complete the relevant questionnaires or contact the Trust Secretary's Office for assistance.

There are some sub-committee which have received good responses and therefore it is proposed these results are presented to the individual sub-committees to identify any further action. It is further proposed the results of the Effectiveness Review are re-circulated to the Council once a sufficient number of individuals have completed the questionnaires.

### 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>Undertake an annual review of the effectiveness of the Council of Governors and its standing committees and implement any actions arising from the process.</li> </ul>	✓

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

<b>Supporting Documents and/or Further Reading</b>
Main Report

<b>Lead</b>
<b>Chris Jennings</b> <b>Assistant Trust Secretary</b>

**OUTCOME OF THE COUNCIL OF GOVERNORS**  
**EFFECTIVENESS REVIEW 2022-23**

**1.0 PURPOSE OF REPORT**

The report provides details and key findings of the self-assessment undertaken by Governors to assess the effectiveness of the Council of Governors and its sub-committees meeting in the period April 2022 to March 2023.

**2.0 EXECUTIVE SUMMARY**

- 2.1. It is good practice to undertake reviews of the effectiveness of governance processes within organisations in order to ensure these are designed and operating effectively. The Council of Governors undertakes a review of its effectiveness on an annual basis.
- 2.2. The Council of Governors completed a review of its effectiveness in March 2022 – April 2023, using a self-assessment.
- 2.3. The self-assessment was undertaken by Governors using an online portal (Evalu8) utilising best practice questions and additional questions used in previous reviews. The Council of Governors Governance Committee requested an additional question regarding whether Governors enjoyed their role, which was included in the final questionnaire for the Council of Governors.
- 2.4. All Governors were provided with the opportunity to complete the self-assessment. Members of sub-committees had the opportunity to answer questionnaires on relevant sub-committees.
- 2.5. The questionnaire for the Council of Governors has been completed by less than 50% of the governing body and therefore these results should be considered with this in mind. Governors are asked to ensure they have fully completed the questionnaires and a further summary of results will be provided once the number of Governors completing has increased.
- 2.6. The results are summarised below, noting the majority of responses being either “Strongly Agree” or “Agree”.
- 2.7. The findings are set out in the report as follows:  
  
Section 3 – Council of Governors  
Section 4.1 – Governance Committee  
Section 4.2 – Membership Committee  
Section 4.3 – Nominations Committee  
Section 4.4 – Remuneration Committee  
Section 4.5 – Training and Development Committee
- 2.8. The results of the sub-committee self-assessments will be presented to the next meeting of the committees for further reflection and identification of any areas for improvement.

### 3.0 COUNCIL OF GOVERNORS REVIEW FINDINGS

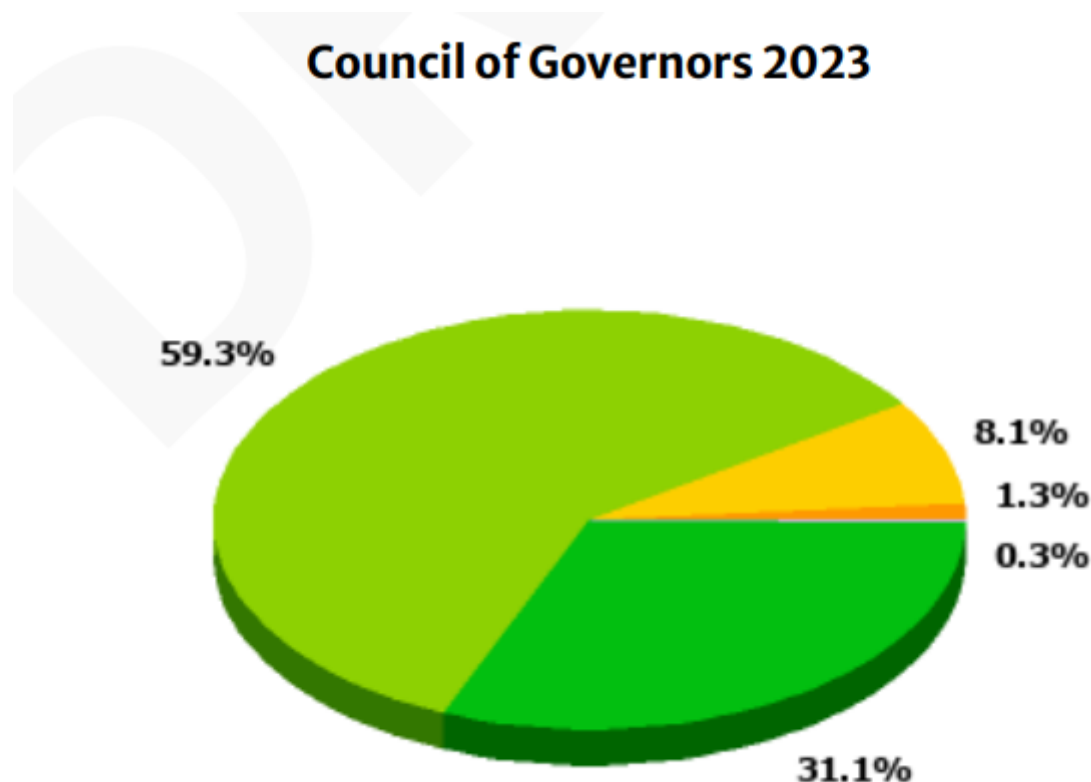
The self-assessment questionnaire was completed by 12 Governors (46%). The responses were scored between Strongly Agree – Strongly Disagree and provides a score for each of the responses to give an overall percentage. The chart below provides a key to the charts and the scoring used:

#### Key and Scoring

Strongly disagree (1)	Disagree (2)	Neutral (3)	Agree (4)	Strongly agree (5)	N/A (0)
--------------------------	-----------------	----------------	--------------	-----------------------	------------

The charts below shows the overall results for the Council of Governors 2023 Self-Assessment:

							Score	%age
Council of Governors 2023	0 [0%]	5 [1.3%]	32 [8.1%]	235 [59.3%]	123 [31.1%]	1 [0.3%]	1661/1975	84%



The charts show the majority of responses were “Strongly Agree” or “Agree” (90.4%), with 1.3% of responses “Disagree” and 8.1% of the responses “Neutral”. No responses were scored “Strongly Disagree”.

The following statements received the most positive responses:

- The Council of Governors is regularly informed about the financial and operational performance of the Trust. (92%)



- The Council of Governors has access to the services and support of the Trust Secretary's Office. (90%).
- The Council meeting agendas include all the important topics for discussion. (88%)
- New Governors receive induction on joining the Council of Governors (88%)
- The Council of Governors possess the necessary skills and background to fulfil their duties (87%)
- The Council of Governors meet sufficiently regularly to discharge its duties. (87%)
- The Council of Governors receive accurate, timely and clear information. (87%)
- The Chair is an effective leader of the Council ensuring its effectiveness on all aspects of its role and setting its agenda. (87%)
- The Chairman allows adequate time for discussion and decision making on all agenda items. (87%)
- Communication between the Council and its Committees is effective (87%)
- The Council of Governors understand its key roles as set out in the Constitution. (85%)
- The Council of Governors adopt a formal, rigorous and transparent process for the appointment of new Governors. (85%)
- The Council of Governors adopt a formal, rigorous and transparent process for the appointment of new Non-executive Directors (85%)
- Governors with particular skills or experience contribute to or lead discussions in their area of experience. (85%).
- The current structure of Council Committees is appropriate to help carry out the Council's statutory duties (85%).
- Communications between the Trust and the Council of Governors is effective. (85%).
- The induction programme provides adequate and sufficient information for new Governors (85%).
- The Council of Governors play an active. (85%)

There were no statements which received a score of below 75% overall.

The full results would usually be attached to this report. However, the questionnaire will remain open to encourage Governors to complete the questionnaires and full results presented at a later date.

#### 4.0 COUNCIL OF GOVERNORS SUB-COMMITTEE FINDINGS

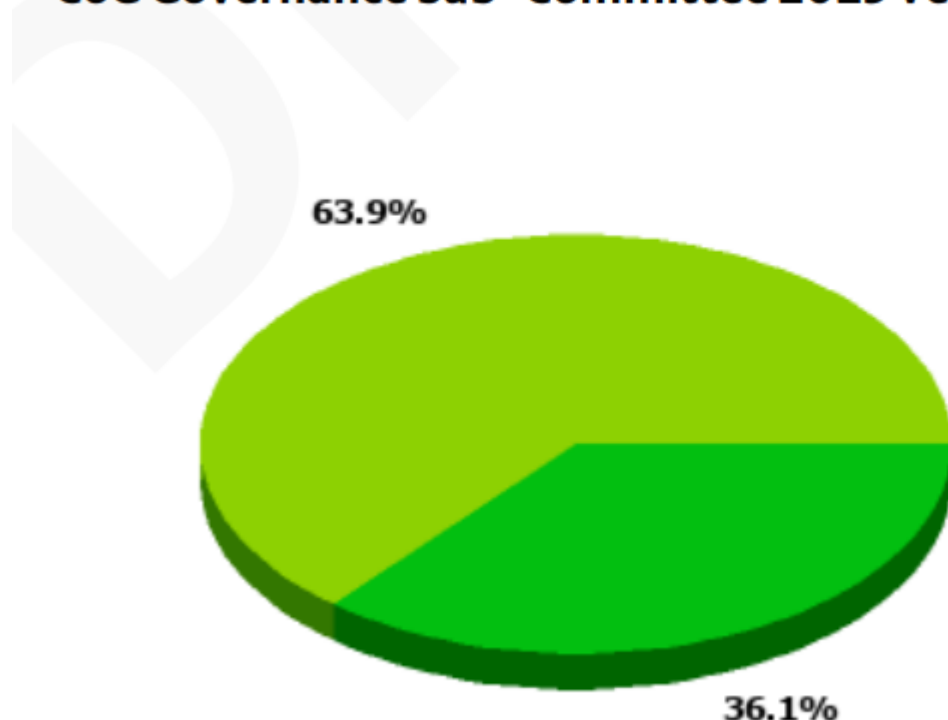
##### 4.1 Governance Committee

The self-assessment questionnaire was completed by 3 Governors (75%) answering 11 statements each. The responses were scored between Strongly Agree – Strongly Disagree and provides a score for each of the responses to give an overall percentage.

The charts below shows the overall results for the Council of Governors Governance Committee 2023 Self-Assessment:

							Score	%age
CoG Governance Sub-Committee 2023 Version 2	0 [0%]	0 [0%]	0 [0%]	23 [63.9%]	13 [36.1%]	0 [0%]	157/180	87%

## CoG Governance Sub-Committee 2023 Version 2



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

The following statements received the most positive responses:

- I understand the purpose and terms of reference of the Committee. (93%)
- The meetings are well organised (meeting arrangements, timeliness of papers etc.) (93%)

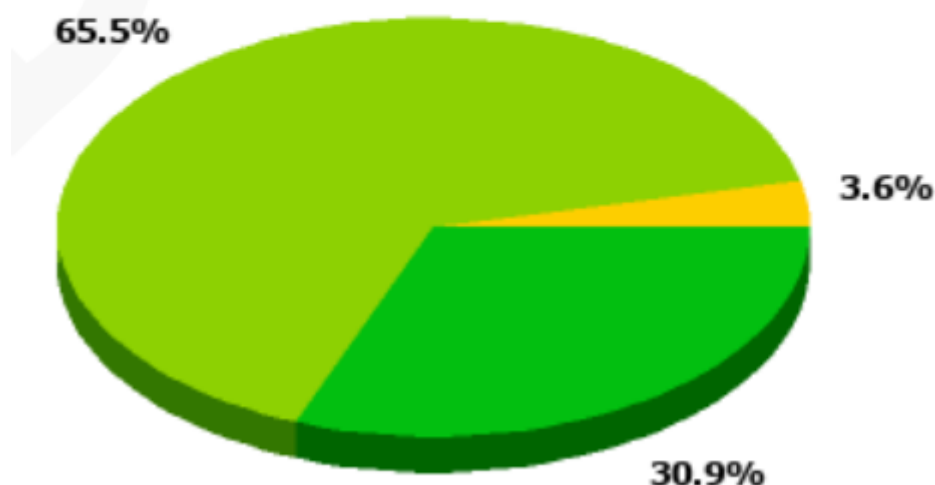
### 4.2 Membership Committee

The self-assessment questionnaire was completed by 5 Governors (71%) answering 11 statements each. The responses were scored between Strongly Agree – Strongly Disagree and provides a score for each of the responses to give an overall percentage.

The charts below shows the overall results for the Council of Governors Membership Committee 2023 Self-Assessment:

							Score	%age
CoG Membership Committee 2023	0 [0%]	0 [0%]	2 [3.6%]	36 [65.5%]	17 [30.9%]	0 [0%]	235/275	85%

## CoG Membership Committee 2023



The charts show the majority of responses were “Strongly Agree” or “Agree” (96.4%), with 3.4% neutral responses.

The following statements received the most positive responses:

- I understand the purpose and terms of reference of the Committee. (88%)
- The Committee meets sufficiently frequently. (88%)
- The membership of the Committee is sufficient to meet its terms of reference (i.e. numbers, skills & experiences etc.). (88%)
- Decision making within the Committee is sufficient to meet the terms of reference of the Committee. (88%)
- The Committee reports back to the Council of Governors in a timely manner. (88%)
- Ultimately, the Committee helps support the Council of Governors in its decision making. (88%)

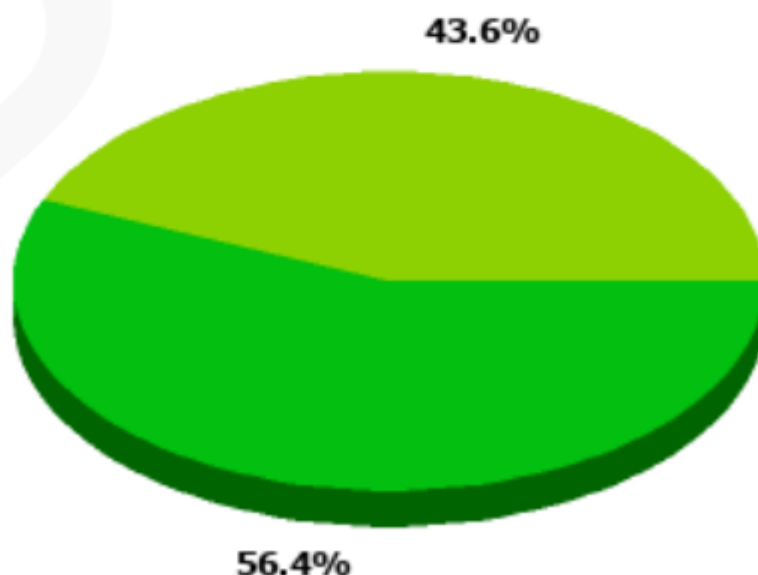
### 4.3 Nominations Committee

The self-assessment questionnaire was completed by 5 Governors (71%) answering 11 statements each. The responses were scored between Strongly Agree – Strongly Disagree and provides a score for each of the responses to give an overall percentage.

The charts below shows the overall results for the Council of Governors Nominations Committee 2023 Self-Assessment:

							Score	%age
CoG Nomination Sub-Committee 2023	0 [0%]	0 [0%]	0 [0%]	24 [43.6%]	31 [56.4%]	0 [0%]	251/275	91%

## CoG Nomination Sub-Committee 2023



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

The following statements received the most positive responses:

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

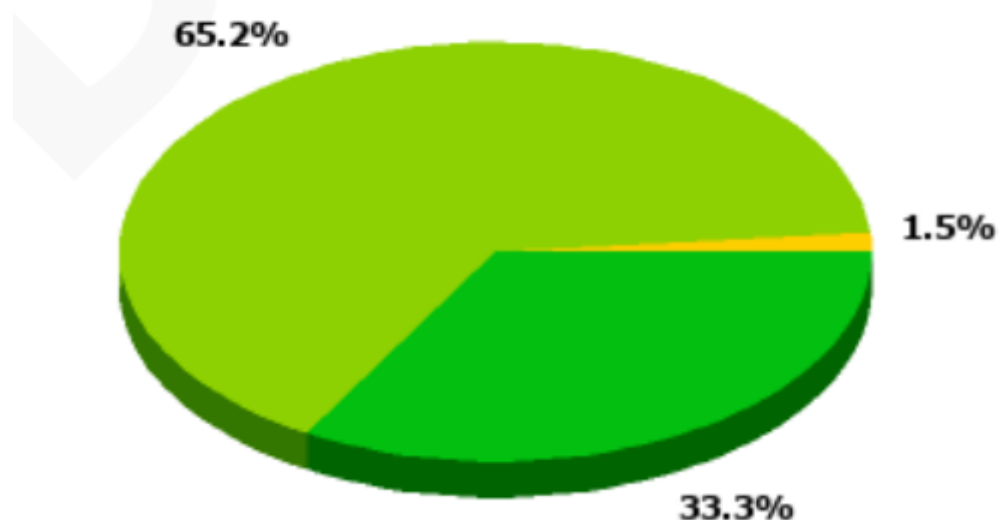
### 4.4 Remuneration Committee

The self-assessment questionnaire was completed by 6 Governors (86%) answering 11 statements each. The responses were scored between Strongly Agree – Strongly Disagree and provides a score for each of the responses to give an overall percentage.

The charts below shows the overall results for the Council of Governors Remuneration Committee 2023 Self-Assessment:

							Score	%age
CoG Remuneration Sub-Committee 2023	0 [0%]	0 [0%]	1 [1.5%]	43 [65.2%]	22 [33.3%]	0 [0%]	285/330	86%

### CoG Remuneration Sub-Committee 2023



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

The following statement received the most positive responses:

- I understand the purpose and terms of reference of the Committee. (90%)

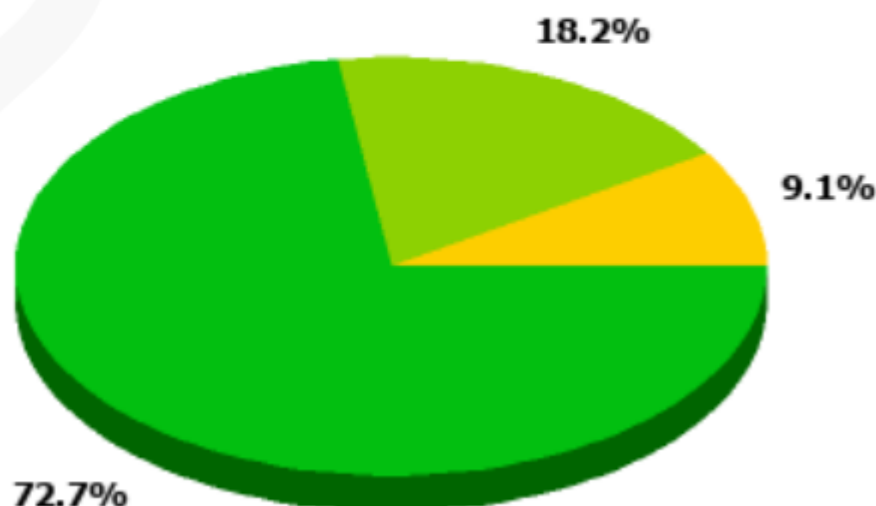
#### 4.5 Training & Development Committee

The self-assessment questionnaire was completed by 4 Governors (50%) answering 11 statements each. The responses were scored between Strongly Agree – Strongly Disagree and provides a score for each of the responses to provide an overall percentage.

The charts below shows the overall results for the Council of Governors Training & Development Committee 2023 Self-Assessment:

							Score	%age
CoG Training & Development Sub-Committee 2023	0 [0%]	0 [0%]	4 [9.1%]	8 [18.2%]	32 [72.7%]	0 [0%]	204/220	93%

## CoG Training & Development Sub-Committee 2023



The charts show the majority of responses were “Strongly Agree” or “Agree” (90.9%), with 9.1% neutral responses.

The following statements received the most positive responses:

- I understand the purpose and terms of reference of the Committee. (100%)
- The Committee has met its terms of reference over the past 12 months (100%)
- The meetings are well organised (meeting arrangements, timeliness of papers etc.). (100%)
- The papers provided to the Committee are of good quality. (100%)

### 5.0 RECOMMENDATIONS

- 5.1 Receive and note the initial results of the Council of Governors Self-Assessment, subject to a further report provided in anticipation of more Governors completing the questionnaire.
- 5.2. Agree for the results of the sub-committee self-assessments to be referred to the relevant sub-committee for any further action to be identified, where there is sufficient response.
- 5.3. Governors that have not yet completed the self-assessment questionnaire to do so as soon as possible, or to contact the Trust Secretary’s Office for support, including completing the questionnaire by phone / Teams.

**Report prepared by:**

Chris Jennings

Assistant Trust Secretary

Agenda Item: 8a

SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			22 May 2023		
Report Title:		Governor Composition and Attendance					
Report Lead:		Chris Jennings, Assistant Trust Secretary					
Report Author(s):		Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:							
Level of Assurance:		Level 1	✓	Level 2		Level 3	

### Purpose of the Report

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

Approval

Discussion

Information

✓

### Recommendations/Action Required

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

### Summary of Key Issues

#### Composition

Elizabeth Rotherham, Public Governor, Essex Mid & South, resigned as a Governor due to time constraints in undertaking the role. Full details are attached as Appendix 1.

#### Committee Membership

The following sub-committees have vacancies:

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

Full details are attached as Appendix 2

#### 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 3. Three Governors have missed three Council meetings in a row and therefore, if no response has been provided to the Lead Governor, this will be taken further forward using the CoG Attendance Procedure.

### 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>	<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		

<b>Supporting Documents and/or Further Reading</b>
Council of Governors Composition (Appendix 1)
Council of Governors Sub-Committee (Appendix 2)
Council of Governors Meeting Attendance (Appendix 3)

<b>Lead</b>
<b>Chris Jennings</b> <b>Assistant Trust Secretary</b>

## ESSEX PARTNERSHIP UNIVERSITY NHS FT

### COUNCIL OF GOVERNORS as at 24 February 2023

#### ELECTED GOVERNORS

**Public: Essex Mid & South (9)**

Keith Bobbin  
Owen Carty  
Dianne Collins  
Mark Dale  
Julia Hopper  
Megan Leach  
Pamela Madison  
Stuart Scrivener  
Vacancy

**Public: North East Essex & Suffolk (3)**

David Short  
Sue Ward  
Cort Williamson

**Public: Milton Keynes, Bedfordshire,  
Luton & Rest of England (2)**

Paula Grayson  
John Jones

**Public: West Essex & Hertfordshire (5)**

David Bamber  
Pippa Ecclestone  
Jason Gunn  
Kate Shilling  
1x Vacancy

**Staff: Clinical (4)**

Jared Davis  
Sharon Green  
Tracy Reed  
Edwin Ugoh

**Staff Non Clinical (2)**

Lara Brooks  
Paul Walker

#### APPOINTED GOVERNORS

Essex County Council  
Southend on Sea Council  
Thurrock Council  
Anglia Ruskin/Essex Universities  
Voluntary / Third Party Sector

Mark Durham  
Maxine Sadza  
Shane Ralph  
Nicky Milner  
Vacancy

**COUNCIL OF GOVERNORS**  
**Committee Membership at 4 April 2023**

<b>Governance</b>	<b>Remuneration</b>	<b>Membership</b>	<b>Training &amp; Development</b>	<b>Nominations</b>
<b>Members (5/8)</b>	<b>Members (7/8)</b>	<b>Members (7/8)</b>	<b>Members (8/8)</b>	<b>Members (8/8)</b>
Keith Bobbin Lara Brooks Jason Gunn John Jones Pam Madison	Lara Brooks Dianne Collins Pippa Ecclestone Paula Grayson John Jones Pam Madison Tracy Reed	Mark Dale Pippa Ecclestone Jason Gunn Megan Leach Stuart Scrivener Paul Walker Cort Williamson	David Bamber Keith Bobbin Mark Dale Mark Durham Megan Leach Paula Grayson Tracy Reed David Short	Prof Sheila Salmon Lara Brooks Dianne Collins Pippa Ecclestone Paula Grayson Megan Leach John Jones Stuart Scrivener
<b>Chair</b>	<b>Chair</b>	<b>Chair</b>	<b>Chair</b>	<b>Chair</b>
John Jones	John Jones	Mark Dale	Paula Grayson	Prof Sheila Salmon
<b>Meetings 2023</b>	<b>Meetings 2023</b>	<b>Meetings 2023</b>	<b>Meetings 2023</b>	<b>Meetings 2023</b>
9 May 10.00 9 August 14.00 6 November 10.00	24-25 April (Governor performance reviews) 9 August 10.00 13 November 10.00	11 April 14.00 20 June 14.00 5 September 11.00 14 November 14.00	9 May 14.00 14 August 10.00 9 November 10.00	27 April 14.00 7 November 14.00

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

Governor	Notes	06 June 2022		07 November 2022		14/12/2022 (Extra-Ordinary)	15 February 2023	
		Part 1	Part 2	Part 1	Part 2	Part 2	Part 1	Part 2
David Bamber		S	S	✓	x	S	✓	✓
Keith Bobbin		✓	x	✓	x	A	✓	✓
Lara Brooks		✓	✓	✓	✓	A	✓	✓
Owen Carty		NR	NR	x	x	x	x	x
Peter Cheng	Until June 2022	✓	✓	NR	NR	NR	NR	NR
Dianne Collins		x	x	✓	✓	✓	✓	✓
Mark Dale		✓	✓	✓	✓	✓	✓	✓
Jared Davis		A	A	A	A	A	x	x
Matt Dent	Until June 2022	x	x	NR	NR	NR	NR	NR
Mark Durham		✓	✓	✓	✓	A	✓	x
Pippa Ecclestone		✓	✓	✓	✓	A	✓	✓
Paula Grayson		✓	✓	✓	✓	✓	✓	✓
Sharon Green	From July 2022	NR	NR	✓	✓	✓	✓	✓
Jason Gunn	From July 2022	NR	NR	✓	✓	✓	✓	✓
Julia Hopper		✓	✓	A	A	A	x	x
John Jones		✓	✓	✓	✓	✓	✓	✓
Megan Leach	From July 2022	NR	NR	✓	A	✓	A	A
Pam Madison		✓	✓	✓	✓	✓	✓	✓
Fraser Massey	Until June 2022	x	x	NR	NR	NR	NR	NR
Nicky Milner	From January 2023	NR	NR	NR	NR	NR	✓	✓
Nosi Murefu	Until June 2022	✓	✓	NR	NR	NR	NR	NR
Shane Ralph	From July 2022	NR	NR	✓	✓	✓	x	x
Tracy Reed		✓	✓	✓	✓	✓	✓	✓
Elizabeth Rotherham	Until February 2023	✓	A	A	A	✓	A	A
Maxine Sadza	From January 2023	NR	NR	NR	NR	NR	✓	✓
Stuart Scrivener		✓	✓	✓	✓	✓	✓	✓
Kate Shilling		x	x	x	x	A	x	x
David Short		✓	✓	✓	✓	✓	✓	✓
Susan Tivy-Ward	From July 2022	NR	NR	✓	✓	A	x	x
Edwin Ugoh	From July 2022	NR	NR	✓	✓	✓	x	x
Michael Waller	Until June 2022	✓	x	NR	NR	NR	NR	NR
Paul Walker		✓	✓	✓	✓	A	✓	✓
Matt Webster	Until June 2022	x	x	NR	NR	NR	NR	NR
Cort Williamson	From July 2022	NR	NR	✓	✓	✓	✓	✓
Judith Woolley	Until June 2022	✓	✓	NR	NR	NR	NR	NR

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

Total Meetings Attended	Total Meetings
1.5	3.5
2	3.5
3	3.5
0	2.5
1	1
2.5	3.5
3.5	3.5
0	3.5
0	1
2.5	3.5
3	3.5
3.5	3.5
2.5	2.5
2.5	2.5
1	3.5
3.5	3.5
1	2.5
3.5	3.5
0	1
1	1
1	1
1.5	2.5
3.5	3.5
1	2.5
1	1
3.5	3.5
0	3.5
3.5	3.5
1	2.5
1.5	2.5
0.5	1
3	3.5
0	1
2.5	2.5
1	1

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1			22 May 2023		
Report Title:	Lead and Deputy Lead Governor Report					
Report Lead(s)	John Jones, Lead Governor and Pam Madison, Deputy Lead Governor					
Report Author(s):	John Jones, Lead Governor and Pam Madison, Deputy Lead Governor					
Report discussed previously at:						
Level of Assurance:	Level 1	✓	Level 2		Level 3	

#### **Purpose of the Report**

This report provides an update on activities involving the Lead and Deputy Lead Governors

**Approval**

**Discussion**

**Information**

✓

#### **Recommendations/Action Required**

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

#### **Summary of Key Issues**

The report attached provides information in respect of:

- Our role as your Lead and Deputy Lead Governor
- The Regional Network of Lead Governors
- Meeting with the Integrated Care Board (ICB)
- Provider Collaborative
- Who chairs Nominations Committee and who the Remuneration Committee?
- Role of Patient Participation Groups (PPG's)
- Board of Directors Meeting
- Meeting with the Chair

#### **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>			
NEDs	Non-Executive Directors	LGs	Lead Governors
NHSE/I	NHS England / Improvement	FT	Foundation Trust

<b>Supporting Documents and/or Further Reading</b>
Main Report

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

## UPDATE REPORT FROM THE LEAD AND DEPUTY LEAD GOVERNORS

### 1 Purpose of Report

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

### 2 Summary

#### 2.1 Background

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

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

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

#### 2.3 The Regional Network of Lead Governors

Colleagues may recall that this group was established by myself in early 2017 and meets every 3 months, and the last meeting was held virtually on 22<sup>nd</sup> March 2023, when the following items were discussed:

##### 2.3.1 Meeting with ICB

Governors at 4 FTs in the Cambridgeshire area met with the Chair of the ICB to discuss the issues of governance and accountability. The impression gained was that the point was taken but that the ICB is still in a state of flux and that matters would be considered “in due course” and “were under discussion”. It was pointed out that members (and the community in general) were not interested in ICBs but in when their elective procedure would happen and how to get a GP appointment. This helpful meeting will be repeated in October involving Governors from all the FTs under the umbrella of that ICB.

##### 2.3.2 Provider Collaborative.

We had an update on the position of the Regional Provider Collaborative and the current position concerning NEDs on the Integrated Care Boards, and Governors are being urged to make sure that CoGs receive regular reports back from the relevant NEDs.

##### 2.3.3 Who chairs Nominations Committee and who the Remuneration Committee?

Practice seems to vary around the region. Most FTs have a Governor chairing the Remuneration Committee to avoid potential conflicts of interest. But the practice for Nominations is more varied. Advice on the point will be asked of NHS Providers. There is increasing concern that Governors are being side-lined in what is a fundamental part of the role, in some cases by the Chair of the Trust, in others by NHSE/I who are increasingly

expecting to be a part of the appointment procedure not just for the Chair but also for other NEDs.

#### 2.3.4 Role of PPGs

The purpose and effectiveness of Patient Participation Groups attached to primary care were discussed. In a number of cases there was difficulty in finding someone prepared to chair the group. This affected the potential to use this source for providing accountability at ICBs (see above) but HealthWatch is, on occasions, asked to provide this input, which clearly cuts across the statutory role of Governors to reflect the views of the community.

#### 2.4 Board of Directors Meeting.

We were pleased to be able to attend the March 2023 meeting of the Board (the first face-to-face for a long time) held in the facilities of ARU in Chelmsford and to ask questions on behalf of our members.

#### 2.5 Meeting with Chair

The scheduled meeting with the Chair to discuss and adjust the Agenda for this Council meeting was held virtually on 2nd May 2023. Additionally, we raised other issues which as Governors, we felt should be aired with the Chair. We are grateful for the open and receptive way in which these meetings are conducted.

#### 2.6 Other Matters

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

May we also thank colleagues for their co-operation with the Trust as we attempt to carry on using a mixture of virtual and face-to-face meetings. We were both pleased to be at the Joint Board Seminar on 19<sup>th</sup> April 2023 in Colchester and to see many of you there.

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

### 3 Action Required

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

Report prepared by



John Jones  
Lead Governor  
Public Governor  
22<sup>nd</sup> May 2023

Pam Madison  
Deputy Lead Governor  
Public Governor  
22<sup>nd</sup> May 2023





**#WhatWeDoTogetherMatters**