

COUNCIL OF GOVERNORS PART 1

Meeting to be held 20 May 2026, 13:45

Via MICROSOFT TEAMS

AGENDA

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

CEO Briefing – 13:00

1	Apologies for Absence	LL	Verbal	Noting	13:45
2	Declarations of Interest	LL	Verbal	Noting	13:46
3	Introduction: Catherine O’Connell, Director / SRO – Lampard Inquiry	CO	Verbal	Noting	13:47
Presentation: Grant Thornton – External Account Audit Jasmine Kemp – Public Sector Audit Manager					13:52
4	Minutes of previous meeting, held on 11 March 2026	LL	Attached	Approval	14:22
5	Action Log and Matters Arising	LL	Attached	Noting	14:25
6. STANDING REPORTS					
(a)	Report from the Chair	LL	Attached	Noting	14:27
(b)	Chief Executive Officer (CEO) Report	PS	Attached	Noting	14:32
Presentation: Time to Care – Family Connections Jenny Matten, Lived Experience Ambassador (LEA) for Time to Care and Trauma Informed Care					14:37
7. ITEMS FOR DECISION					
(a)	Code of Governance for NHS Providers	CJ	Attached	Approval	15:07
(b)	NHS England Self-Certification: Governor Training	CJ	Attached	Approval	15:10
(c)	Council of Governors Sub-Committee Terms of Reference	CJ	Attached	Approval	15:13
8. ITEMS FOR INFORMATION					

(a)	Outcome of the Lead Governor Election	CJ	Verbal	Noting	15:15
(b)	Elections to the Council of Governors	CJ	Attached	Noting	15:17
(c)	Lead Governor Report	SS	Attached	Noting	15:25
(d)	Council of Governors Work Plan	CJ	Attached	Noting	15:30
10.	QUESTIONS AND ANSWERS SESSION FROM MEMBERS OF THE PUBLIC				15:32
11.	DATE AND TIME OF FUTURE MEETINGS 9 September 2026 18 November 2026 17 March 2027 (All start at 1pm)				15:45

Loy Lobo
Acting Chair

MINUTES OF THE COUNCIL OF GOVERNORS PART 1

Held on 11 March 2026

Via MS Teams

MEMBERS PRESENT:

Hattie Llewelyn-Davies	HLD	Chair
Voke Aghoghovbia	VA	Public Governor, West Essex, Hertfordshire & RoE
Simon Cross	SC	Public Governor, Essex Mid & South
Gwyn Davies	GD	Public Governor, Essex Mid & South
Spencer Dinnage	SD	Staff Governor
Nat Ehigie-Obano	NE	Public Governor, West Essex, Hertfordshire & RoE
David Finn	DF	Public Governor, Essex Mid & South
Ashley John	AJ	Public Governor, North East Essex & Suffolk
Richard Gregory	RG	Public Governor, Essex Mid & South
Jason Gunn	JG	Public Governor, West Essex, Hertfordshire & RoE
Olivia Houlihan	OH	Public Governor, West Essex, Hertfordshire & RoE
Ibraheem Lateef	IL	Staff Governor
James McCarthy	JM	Public Governor, North East Essex & Suffolk
Cllr Elizabeth Rigby	ER	Appointed Governor, Thurrock Council
Cllr Maxine Sadza	MS	Appointed Governor, Southend-on-Sea City Council
Stuart Scrivener	SS	Public Governor, Essex Mid & South
Ekoh West	EW	Public Governor, Essex Mid & South
Cort Williamson	CW	Public Governor, North East Essex & Suffolk

IN ATTENDANCE:

Rebecca Alegbo	RA	Senior Clinical Psychologist – Presenter
Nicola Armstrong	NA	Nurse Consultant Patient Safety & Patient Safety Specialist
Teresa Bradford	TB	Council of Governors & Membership Administrator
Amber Corbett	AC	Assistant Psychologist - Presenter
Denver Greenhalgh	DG	Executive Director of Governance
Robert Hayward	RH	Senior Social Worker - Presenter
Ruth Jackson	RJ	Non-Executive Director
Chris Jennings	CJ	Assistant Trust Secretary
Dr Mateen Jiwani	MJ	Non-Executive Director
Diane Leacock	DL	Non-Executive Director
Elena Lokteva	EL	Non-Executive Director
Loy Lobo	LL	Non-Executive Director
Andrew McMenemy	AM	Executive Chief People Officer
Dr Lisa Morgan	LM	Principal Clinical Psychologist - Presenter
Ann Sheridan	AS	Executive Nurse
Trevor Smith	TS	Executive Chief Finance Officer / Deputy CEO
Richard Spencer	RS	Non-Executive Director
Clare Sumner	CS	Trust Secretary's Office Administrator
Sarah Teather	ST	Non-Executive Director

There was 16 members of the public present.

01/26 WELCOME AND APOLOGIES FOR ABSENCE

Apologies were received from

Megan Leach, Public Governor, Essex Mid & South

Larry Yesufu, Public Governor, West Essex, Hertfordshire and Rest of England

02/26 DECLARATIONS OF INTEREST

There were no new declarations of interest.

03/26 PRESENTATION: Act For You

A presentation was delivered regarding the Act For You service, highlighting the following:

- The service is a small team based within Psychological Services, providing a service across the whole Trust.
- The service provides four wellbeing workshop sessions, focusing on Acceptance and Commitment Training (ACT). The workshops are preventative, evidence-based and open to all staff with approval from their line manager.
- The aim of the workshops is to build psychological flexibility, reduce stress and enhance resilience.
- The service is currently engaging with staff networks and the employee experience teams to widen access to the service, especially for any underrepresented areas.
- Data is collected pre-programme and at a six-month follow-up to measure the impact of the service. The results show improved psychological flexibility and reduced perceived stress, which is sustained at the six-month mark.
- 93% of the participants rated the programme as “excellent” or “very good” and adjustments have been made following feedback, such as shorter sessions, more group discussions etc.
- There is a level of inconsistency in staff engagement, with staff hearing about the service informally and a high-drop-off between booking and attending, though consistent engagement once started. There is a new strategy which includes clearer positioning of the service, early reach for staff, such as through induction, and a stronger partnership with communications.

Questions and Discussions

- SS asked how many people had accessed the service since it started. AC advised 170 people started the programme in 2024 and 146 people have completed the full programme.
- DF asked what made the service stand-out from other support offers, such as Hear For You and whether staff were overwhelmed by the number of wellbeing options. LM advised the service was preventative, rather than reactive. It was not designed for a crisis situation or acute intervention, with the aim to build skills early to avoid escalation to a crisis situation.
- DF asked whether there was any drop-off in attendance after individuals attend the first workshop. LM advised the drop-off occurred after booking, but before attending the first workshop. Once staff attend the first workshop, they always complete the full four session programme.
- SC asked whether the service could become part of reflective practice or supervision pathways. LM advised the service cannot be part of mandatory supervision as it is a voluntary, preventative offer, where staff do not need to have an identified issue to attend. However, there was a recognition of the value of stronger links with existing structures and improving alignment with other

initiatives, such as reflective practice. The service is already part of the Management Development Programme (MDP).

- SC commented on the references to under-represented groups, asking what action was being taken to ensure the service was accessible across all staff groups. RH advised the tea, reflect on their own biases and identifies when developing the materials for the workshops. The data provided allows the identification of the underrepresented groups and outreach is being improved to ensure individuals from these groups are able to access the service.
- VA asked if staff needed more help after attending the programme whether there was clear access to other services such as Occupational Health or psychological support. LM advised that the facilitators signpost to additional support at the appropriate times in the programme. The materials are more training-focused, not clinical and individuals may recognise they need further targeted support.
- AM suggested meeting outside of the meeting to explore collaboration with Here For You and the new Equality, Diversity and Inclusion (EDI) programme.

HLD thanked the team for the presentation.

76/25 MINUTES OF THE PREVIOUS MEETING HELD ON 19 NOVEMBER 2025

The minutes of the meeting held on the 19 November 2025 were agreed as an accurate record.

77/25 ACTION LOG / MATTERS ARISING

The action log from the meeting held on the 19 November 2025 noting one action remained open with a progress update provided. The action related to the use of the hydrotherapy pool in West Essex and TS provided the following update:

- The Trust had continued to seek partner organisations and work was underway with the ICB on any further commissioning opportunities.
- New contacts had been identified for the owners of the site and expressions of interest would be submitted for the site, as part of a process for sites owned by NHS Properties to move back into NHS ownership.

The Council of Governors noted the update. All other actions on the action log had been closed.

78/25 REPORT FROM THE CHAIR

HLD presented a report providing an update in support of Governors and providing an understanding of the work of the Non-Executive Directors as part of holding them to account for the performance of the Board of Directors. HLD highlighted the following:

- Congratulations to Sarah Teather, Non-Executive Director who had been elevated to the House of Lords.
- Three nurses at EPUT had been awarded the prestigious title of Queen's Nurse for their commitment to patient care.

The Council of Governors received and noted the report.

79/25 CHIEF EXECUTIVE OFFICER (CEO) REPORT

TS presented a report providing a summary of key activities and information to be shared with the Council. TS highlighted the following:

- Following a rigorous recruitment and assessment process, Dr Kallur Suresh had been appointed as the new Executive Chief Medical Officer.
- The Unified Electronic Patient Record (UEPR) Programme had continued to progress. The new EPR would unify patient records across secondary care, community services and mental health within mid and south Essex.

- The NOVA Academy had been nominated for a Health Service Journal (HSJ) Award in the category of Digital Education. The nomination recognised the contribution to training and readiness for the upcoming EPR implementation.

The Council of Governors received and noted the report.

80/25 CHAIR / NON-EXECUTIVE DIRECTOR APPRAISAL PROCESS

HLD presented a reporting setting-out the proposed appraisal process for the Chair and NEDs for the year April 2025 – March 2026. HLD advised NHS England had updated its requirements for the appraisal process and therefore the arrangements have been revised for this year to ensure full compliance. HLD advised the Council of Governors role was to oversee the appraisal process to ensure it is robust, not to participate directly in the appraisal process.

The Council of Governors received, noted the report and agreed the implementation of the Chair and NED appraisal process as set-out in the report.

81/25 TRUST CONSTITUTION ANNUAL REVIEW

CJ presented a report providing the EPUT Constitution for approval. CJ advised the Constitution was an essential document which defined the Trust's legal framework and governance processes and required annual review by both the Council of Governors and Board of Directors.

CJ advised the Constitution had been reviewed and scrutinised by the Council of Governors Governance Committee, with no changes proposed. CJ advised the document had been circulated to the Board / Council for consultation. There had been some suggestions for future updates, and this would be incorporated into a future review as the future of the Council of Governors is clarified.

The Council of Governors received and approved the EPUT Constitution for onward presentation to the Board of Directors.

82/25 LEAD GOVERNOR ELECTION

CJ presented a report setting out the role description, process and timetable for the appointment of the Lead Governor. CJ advised that there was a requirement for all Foundation Trusts to appoint a Lead Governor to act as a liaison between the Council and NHS England if needed, with additional responsibilities defined by the Trust.

CJ advised the Council had previously appointed Stuart Scrivener (SS) as the Lead Governor following the departure of John Jones following him reaching his maximum term of office. The Council had agreed for SS to remain in post to provide stability, with a formal election process taking place at a later date. The report provided a proposed timetable, role description and procedure for undertaking the formal election process for approval by the Council.

The Council of Governors received and approved process and timetable for the election of the Lead Governor.

83/25 QUALITY ACCOUNTS

NA provided a verbal update on the development of the EPUT Quality Account 2025/26, including details of data analysis undertaken, quality priorities and safety improvement planning for 2026-2028. NA highlighted the following:

- The proposed quality priorities and safety improvement plans for 2026 – 2028.
- Key findings from the analysis undertaken, including positive progress in areas such as incident management, better alignment with care units, better joint working and enhanced training provision. There were also challenges,

such as engagement, training attendance and coroner expectations with PSIRF's learning-focused approach.

- The Trust was looking to adopt Fundamentals of Care as the overarching quality priority for reasons such as the emphasis on safety, dignity, physical health and therapeutic relations, recognition by all health professions and its alignment with existing work underway in the Trust.
- There was new approach to improvement work, with a focus on greater service ownership, advanced AI analysis, strong emphasis on lived experience and ensuring improvements translate directly into better patient and staff experiences.

Questions and Discussions

- The Council discussed the areas of improvement and quality priorities, discussing whether these helped identify the longer-standing challenges, including documentation, risk assessment and communication.
- The discussion focused on the Quality Priorities understanding why certain challenges remained and how these can be resolved alongside, staff, patients and families.

The Council of Governors received and approved the report.

84/25

MEMBERSHIP STRATEGY

JG presented a report providing a summary of the achievements from the second year of implementing the Membership Strategy and the plan for the third and final year.

Questions and Discussions

- LL asked whether there was a clear explanation to the public about the benefits of becoming and member and how engagement with the Trust could be meaningful for them. JG advised that the benefits of membership was a key part of the implementation plan. When attending community events, colleges, Your Voice sessions etc. it forms part of communication with members of the public who attend, advising on the benefits of membership in helping to shape decision making and receiving regular updates about the Trust.
- MS suggested holding a forum or workshop to engage the public and using voluntary sector groups. CJ advised this aligned with the strategy, where previously the Trust had asked people to come to events, whereas now the approach focuses on going to where people already are.
- JG acknowledged the efforts of the Trust Secretary's Office in improving outreach to the public and encouraged Governors to attend the upcoming Your Voice meeting and to promote membership through their own networks. JG highlighted the importance of membership being the responsibility of the Council of Governors as a whole.

The Council of Governors received and noted the report.

85/25

LEAD GOVERNORS REPORT

SS presented a report providing a summary of key activities undertaken by the Led Governor. SS highlighted the following:

- The importance of Governors attending the sub-committees, encouraging Governors to contact the Trust Secretary's Office if interested in joining one of the Committees.

- Thanking the Trust Secretary's Office for continuing to go above and beyond in support of Governors.
- Thanked Zisan Abedin and Helen Semoh who had recently stepped down as Staff Governors.

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

86/25 ANY OTHER BUSINESS

No questions were raised

87/25 QUESTIONS AND ANSWERS SESSION FROM MEMBERS OF THE PUBLIC

David Bamber (DB), Member of the Public

DB asked about the relationship between electronic monitoring on inpatient units and patient safety, expressing concern that intensive electronic monitoring does not always equate to safe care. AS advised that electronic monitoring was an additional support and not a replacement for physically seeing a patient. Staff were expected to undertake direct visual checks, and this remained a core method on ensuring patient safety.

DB commented on one-to-one observations could feel intrusive or distressing for patients. AS advised staff always aimed to use the least restrictive levels of therapeutic engagement and observation required to maintain safety. Observations are always part of therapeutic engagement and part of an approach of person-centred care, therapeutic relationships, and least restrictive practice. The decision is based on individual clinical circumstances and in partnership with the patient and their families. This also will form part of the patients ongoing assessment and care plan.

DB commented on concerns with the variability of staff training and experience and pressures of long-shift patterns. AS advised the Trust had invested in increasing the number of permanent, substantive staff through initiatives such as Time to Care. This created benefits for both staff and patients and the Trust was making good progress in reducing temporary staffing. This is key in providing continuity of care.

88/25 DATE AND TIME OF THE NEXT MEETING

The date and time of the next meeting will be Wednesday 20 May 2026 at 1:45pm.

ESSEX PARTNERSHIP UNIVERSITY NHS FT

**Council of Governors Meeting
Action Log (following Part 1 meeting held on 11 March 2026)**

Lead	Initials	Lead	Initials	Lead	Initials
Hattie Llewelyn-Davies	HLD	Alex Green	AG	Trevor Smith	TS

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

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
December 66/24	Provide further updates regarding the [NHS Property Services] Hydro Pool in West Essex for future Council meetings.	HLD / AG / TS	May 2025 Sep 2025 Mar 2026 Ongoing	<p>The Trust is unable to make viable use of the pool, owned by NHS Property Services, without other providers or commissioners.</p> <p>March 2026: Meeting held to provide further updates on the action being undertaken including:</p> <ul style="list-style-type: none"> Follow-up undertaken with partner provider organisations, including through the community collaborative to seek multi-use and associated funding. There is a plan to liaise with the newly formed Essex ICB regarding the potential commissioning of services and utilisation. The unified ICB may provide greater opportunities across the whole of Essex. The Trust is current working with a new Performance Director at NHS Property Services on a matters relating to 	Open	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
				<p>various sites. Discussions will be held next week with this individual to see if there are further opportunities they can promote to utilise the hydrotherapy pool at the St Margaret's site.</p> <ul style="list-style-type: none"> • There is an opportunity provided by NHS England for NHS organisations to express interest in acquiring properties back from NHS Property Services. The Trust has until the 20 March to express interest in those properties, one of which is likely to be St. Margaret's Hospital (discussion to be held at Finance & Performance Committee on the 19 March). This would allow the Trust greater flexibility in making use of the asset, however, this would need to be combined with the action being taken above to ensure it is viable. <p>May 2026: The Trust has submitted an expression of interest for the site in line with national deadlines. A response is now awaited.</p>		

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1				20 May 2026	
Report Title:	Report from the Chair					
Executive/ Non-Executive Lead:	Loy Lobo, Acting Chair					
Report Author(s):	Angela Laverick, PA to Chair, CEO and NEDs					
Report discussed previously at:	N/A					
Level of Assurance:	Level 1	✓	Level 2		Level 3	

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

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

Summary of Key Issues
The report provides an overview of the Chair's, Non-Executive Directors' and Board related activities since the last report to the Council of Governors.
An update report from the Chair of the Trust will be provided at each general meeting of the Council of Governors.

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

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


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

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

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

Acronyms/Terms Used in the Report			

Supporting Reports/ Appendices /or further reading
Report from the Chair

Lead
 <p>Loy Lobo Acting Chair</p>

REPORT FROM THE CHAIR**1.0 PURPOSE OF REPORT**

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

2.0 UPDATE FROM CHAIR**2.1 Changes to the Board of Directors**

As many will be aware, Paul Scott has taken the decision to step down from the role of Chief Executive Officer at EPUT, following his successful appointment as Chief Executive Officer at East Suffolk and North Essex NHS Foundation Trust (ESNEFT).

Paul has driven improvement in every area of EPUT. It has been a tough job to manage through some challenging times including the Inquiry and Covid alongside the normal challenges of working in an NHS Trust. He has fulfilled this role driven by our shared values and a compelling vision of putting our service users and their families at the heart of everything we do. He has done it with great success and compassion.

My Board colleagues share with me our sadness at his leaving, but it also provides us with new leadership from our newly appointed Interim Joint CEOs, Alex Green and Trevor Smith, who will work together to achieve our plans and ambitions.

The Board wishes Paul every success in his new role at ESNEFT and thank him for his passion and dedication to improving services for our patients and staff at EPUT. We look forward to continuing to work with him, but in a different role as part of our system partners.

2.2 Chair and NED Visits

The NEDs and I continue to visit services across the geography of the Trust, including Quality Assurance Visits with Governors. This is a welcome opportunity to visit our staff on the front line to see and hear first-hand the challenges they face as well as their continuing dedication to supporting our patients.

2.3 Future of the Council of Governors

NHS England circulated a letter on the 6 May 2026 to all Foundation Trust Chief Executive Officers, clarifying the role of Governors in light set-out in the ten-year plan. The letter confirmed that the role of Governors remained unchanged until legislation is passed which removes the statutory role. The letter also provides that Trusts should consider their constitutions in determining whether to go ahead with Governor elections during the uncertain time.

Following the receipt of the letter, I met with some of our Governors, Executive Director of Corporate Governance and Assistant Trust Secretary as part of a pre-planned meeting to discuss the future of our Council of Governors. We agreed that we should continue to hold Governor Elections as planned this year, to ensure we have a strong Council until such a time as any new legislation has passed. You will see on the agenda a report detailing our proposed plans for undertaking the elections this year. We will continue to discuss how we wish to continue engaging with members of the public and patients following any change in legislation and I will keep you informed as more clarity is provided.

2.4 Support and Resources for our staff

At EPUT we are proud of our diversity and celebrate that over 90 nationalities and many faiths are represented in our workforce and we stand together in our united dedication to deliver the best possible care for our patients. Below is a summary of just some of the support, resources and initiatives taking place across the Trust to support our staff.

Mental Health Awareness Week

Mental Health Awareness Week is a chance for us all to reflect on the difference we are making to the lives of so many across our services, throughout the week the Communications team shared stories from staff, patients and peer workers. It is only right that we put patients at the heart of all that we do, but Mental Health Awareness Week should also remind us of the importance of looking after our own mental health, as well as supporting each other and our patients. Staff are encouraged to take time for themselves, reach out if they are in need of support and encourage open conversations about mental health within teams.

Support following Recent national events

Following recent tragic national events, communications have been circulated to our workforce reiterating that we stand with our staff and there is support available via our Employee Assistance Programme or Occupational Health.

The National Threat Level has also been raised, and staff have been reminded to review team's Business Continuity Plans and the Trust's Major Incident policy. Staff are also encouraged to reach out to their line managers if they have any concerns.

Care in Conversation Podcast

Everyone in the NHS brings with them unique experiences, personal, emotional and unexpected, that improve how they provide care. The Care in Conversation podcast hears real people share their journeys: the milestones that shaped them and the challenges they've faced. The podcast shines a spotlight on staff, patients, volunteers and contributors who all work to support positive change in mental health and community services. Episode 1 one marked Maternal Mental Health Week. New episodes will be released twice a month and are available on Spotify.

Virtual Wellness Sessions for Staff

Recognising the importance of staff wellbeing and continuing the success of our virtual wellness sessions, further sessions have been scheduled including virtual Pilates, breathwork therapy, yoga and distance Reiki. The Trust also hold a Neuro-Inclusive Café, which is a safe space for any EPUT colleague who has a neurodivergent condition, suspected neurodivergent condition or may be supporting someone else. The café is a relaxed environment for staff to seek guidance and peer support.

International Nurses Day

To mark International Nurses Day the Trust welcomed more than 200 of our nurses and healthcare assistants at our conference 'Reclaiming our Professional Pride and Reconnecting with our Patients'. This event was an opportunity to take time out from busy roles to look at our culture and address honestly where we need to improve to provide the best patient care. The Trust were delighted to be joined by Acosia Nyanin, Deputy Chief Nursing Officer NHS England, and had some really valuable discussions about Fundamentals of Care, what this means for us and the importance of connecting with our patients throughout their care journeys.

2.5 Support and Resources for our Patients**Schwarz Round / Dying Matters Awareness Week**

In order to coincide with this year's Dying Matters Awareness Week (04 – 10 May) a Schwarz round took place at St Margaret's Hospital, with the theme of 'how a conversation about death and dying changed my practice'. This event was facilitated by the Clinical Lead for End of Life Care.

A "Death Café" event was also held in partnership with Haven's Hospitals, RRAVS, Rayleigh and district and Rochford District PCNs. This event was open to all and provided a relaxed, welcoming space to have an open, informal conversation about death and find out what support is available.

Essex Therapy Dogs

Volunteers from Essex Therapy Dogs regularly visit patients at the Linden Centre and Crystal Centre as part of the therapeutic activities we offer to patients. Their visits are just part of our commitment to providing personalised, inclusive care that improves mental health for everyone.

Stroke Vocational Rehabilitation Service

The Stroke Vocational Rehabilitation Service in West Essex and Hertfordshire are one of the few dedicated services of its kind in the UK. The team work across EPUT, Hertfordshire Community NHS Trust and Central London Community Healthcare NHS Trust. It helps people who need additional specialist support to either return to employment or education, and those who have already returned but are struggling to manage the cognitive, physical or emotional demands as a result of their stroke. The team recommends practical strategies to help people manage how stroke has affected their physical abilities, thinking skills, speech and communication, and energy levels by helping them practise skills specific to their job role, and supporting both the individual and their employer to plan a safe and successful return to work.

VE Day / Op COURAGE

The Trust marked Victory in Europe (VE) day with a moment of pause, to remember and honour the courage, sacrifice and resilience of those who served during the Second World War. VE day is a moment of national reflection, recognising the contribution of the armed forces community, both past and present, and the lasting impact of service on individuals and families. At EPUT we are proud to support veterans, reservists, service leavers and their families through Op COURAGE: The Veterans Mental Health and Wellbeing service. The service understand the unique experiences of military life and offers tailored support, including help with mental health difficulties, adjusting to civilian life and accessing wider health and social support.

3.0 RECOMMENDATIONS AND ACTION REQUIRED

The Council of Governors is asked to:

1. Note the content of this report.
2. Request any further information or action.

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

On behalf of
Hattie Llewelyn-Davies
Chair

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		20 May 2026		
Report Title:	Chief Executive Officer (CEO) Report				
Executive Lead:	Paul Scott, Chief Executive Officer				
Report Author(s):	Angela Laverick, PA to the Chair, Chief Executive & Non-Executive Directors				
Report discussed previously at:					
Level of Assurance:	Level 1	✓	Level 2		Level 3

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

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

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

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

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

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

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

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

Acronyms/Terms Used in the Report			

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

Non-Executive Lead:
Paul Scott, Chief Executive Officer

CHIEF EXECUTIVE OFFICER REPORT

1. UPDATES

1.1 Changes to the Board of Directors

As you will know, I've taken the decision to leave EPUT at the end of June to become Chief Executive Officer at East Suffolk and North East Essex Foundation Trust (ESNEFT). While I'm excited to take up the role of leading a nearby acute Trust, I will be sad to leave colleagues at EPUT.

I'm delighted however that our Deputy CEOs Alex Green and Trevor Smith will be leading the Trust as interim joint Chief Executive Officers. I know that EPUT is in the best possible hands to take forward our ambitious plans to transform our services for our patients – with their voice and that of their families at the heart of all we do.

As a result of Alex and Trevor stepping into the role of Interim Joint CEO, following a recruitment process further interim appointments have been made, with Lizzy Wells appointed as Interim Executive Chief Operating Officer and Jenny Davis as Interim Executive Chief Finance Officer. Lizzy is currently our Director of Inpatient and Urgent Care and comes with a wide operational experience and is a registered Mental Health nurse. Jenny is a Chartered Accountant and is currently one of the Trust's Finance Directors with a focus on our capital programme. Lizzy and Jenny will take up these roles in June.

Catherine O'Connell has also joined us as the Director / Senior Responsible Officer overseeing the Lampard Inquiry, working alongside the wider Executive Team, reporting to the Interim CEOs as well as advising the Board directly. Catherine comes with a long track record of senior roles in the NHS both regionally and nationally and has extensive experience of working with Inquiries.

Thank you to Denver Greenhalgh, our Executive Director of Corporate Governance who has been the Executive lead for the Inquiry over the past year. During that time, Denver has made a huge contribution to the way in which we are working with the Lampard Inquiry, strengthening the EPUT project team and attending Inquiry hearings. The scale and impact of the Inquiry on EPUT has become much clearer over the last few months with significant requests for information and data. At a time when there are changes at Executive team level, it is more important than ever that Denver concentrates on her role as Executive Director of Corporate Governance, ensuring that we operate in our legal and regulatory framework and overseeing the strategic direction for the Board.

I would like to take this opportunity to thank the dedicated staff at EPUT and to reflect on the changes I've seen over the last six years. There are too many to list here, but if I pause and think about the things that I am most proud of – putting the voice of patients at the heart of what we do and listening to their families and carers really stands out. That's not to underplay the huge investment in our wards – making them safer more therapeutic places, the investment in our community services, digital transformation and I could go on. What also stands out for me is the energy and the passion of colleagues across teams – from the mental health wards, our community mental and physical health services and the corporate teams who make sure that our frontline clinical teams can deliver the care our patients need and deserve.

Of course there's more to do and I know that Alex and Trevor will keep the Trust focussed on delivering our key priorities of extending the involvement of patients and their families across all areas of the Trust, delivering NOVA - our ground breaking new Electronic Patient Record system, and transforming our community services, building on the success of our Time to Care programme.

So in closing, thank you to the Board, Governors and staff at EPUT for being passionate, supportive and dedicated colleagues and I wish Alex and Trevor all the best in their news roles – ably supported by the wider Executive team.

1.2 Lampard Inquiry Hearings

Pre-recorded Public hearings took place from 20 April – 07 May, which heard evidence from bereaved families and those with lived experience of treatment under the care of Essex mental health services. It is critical that we do all we can to support the Inquiry. I think it's fair to say that the challenges of identifying millions of sources of information across a 24 year period and two predecessor organisations has been more difficult than any of us could have predicted, and to this end we have taken steps to strengthen and support the EPUT Inquiry project team.

1.3 Nova Electronic Patient Record

Colleagues who have been involved in the development of our new Electronic Patient Record (EPR), recently had the opportunity to see how the system will work in practice at a Nova showcase event. Nova will sit across both EPUT and Mid and South Essex NHS Foundation Trust (MSEFT) – the first in type across an acute and mental health community Trust. The recent showcase focussed on how it will transform acute services and hospital care, supporting the workflows and processes to meet the needs of our staff and patients. Colleagues were given practical demonstrations of its use in day to day operations, using real life patient scenarios across elderly medicine, general surgery, maternity and complex care. A second showcase is planned for later in the year which will be focussed on the entire patient journey to include mental health and community services, supporting its ambition to deliver a single patient record across all three areas.

1.4 EPUT is a Regional Champion in the NHS Excellence Awards

I am delighted that EPUT has been selected as a regional Champion in the Sustainable Healthcare category for the first NHS Excellence Awards. There were over 2500 entries over the 10 award categories so being selected as a regional champion is a fantastic achievement and something that all staff should be proud of as everyone makes a contribution towards sustainability at the Trust.

The NHS Excellence Awards shine a light on local projects and teams who are making a real difference to patients and communities, delivering on the ambitions of the NHS 10 year plan and inspiring other to adopt innovative approaches in their local area. This achievement reflects the impact of EPUT's work and commitment to meeting the sustainability challenge and achieving net zero by learning, listening and innovating so that we deliver the highest quality care and sustainability. As a regional champion, we will find out in June if we are a national winner.

1.5 Peer Workers / Lived Experience Ambassadors

At EPUT we understand the valuable contribution that those with lived experience can bring to our services and there are currently more than 400 people who draw on their personal experiences to support others through their treatment journeys on the Trust's mental health wards. Peer workers are in a unique position where they may have shared experiences with our patients and can use that shared experience to provide support and understanding, ensuring patients feel heard, understood and connected while they continue their treatment journey.

1.6 Digital Healthcare Summit

Colleagues from EPUT and Mid and South Essex NHS Foundation Trust (MSEFT) recently came together for a digital healthcare summit exploring the future of care and how we work. The event featured internal and external speakers covering the NHS 10 year plan, the Nova Electronic Patient Record (EPR), frontline experiences, digital inclusion, cybersecurity and AI. It gave attendees the change to build understanding, share ideas and connect national strategy with every day practice. The summit closed with a strong sense of shared purpose and excitement about our digital future.

1.7 Autism Acceptance Month

April is World Autism Acceptance Month. Dr Catherine Dakin, Psychiatrist and All Ages Specialist Neurodivergence Advisory is supporting one of our Trust core priorities to improve support for neurodivergent people. For many autistic people, the path to diagnosis can be long and painful, for women in particular, autism has historically been missed, misunderstood, or misattributed – often resulting in diagnoses such as Emotionally Unstable Personality Disorder (EUPD) that while sometimes capturing real distress, can fail to address its root causes. Catherine's role was initially part time but has recently expanded to full time to support all clinicians, teams and services across the Trust, with a focus not just on autism, but all neurodivergence and suspected neurodivergence, including ADHD, Tourette's and dyslexia. Expanding this scope allows us to think more holistically

about people's needs and how we design care with and for them. Catherine's role is helping to shape the future direction of services, supporting teams to reflect on how care is currently delivered and where it can be adapted to work better for neurodivergent people.

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		20 May 2026		
	Report Title:	Code of Governance for NHS Providers Review 2025/26			
Report Lead:	Chris Jennings, Assistant Trust Secretary				
Report Author(s):	Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:	CoG Governance Committee 01 May 2026				
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 <i>Code of Governance for NHS Providers 2022</i> (the Code) in preparation for the inclusion of the 'comply/explain' principals and necessary disclosures as part of the Trust's Annual Report 2025/26 submission.	Decision	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 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 2025-26; 2 Confirm acceptance of assurance given as evidence that the Trust complies with the provisions of the Code. 3 Request any further information or action.

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"> • Self-assessment against the Code of Governance • Internal independent assessment by the Council of Governors Governance Committee (Completed) • Report to Council of Governors (20 May) • Assurance report to Finance & Performance Committee (21 May) • Final annual report, including relevant statement to Board of Directors (3 June) <p>The self-assessment review of the Trust's position against the Code was undertaken by the Assistant Trust Secretary. The Council of Governors Governance Committee scrutinised the document and agreed to recommend that the Trust was fully compliant with all provisions to the Council of Governors.</p> <p>The findings of the review will be presented to the Finance & Performance Committee for assurance and thereafter to the Board of Directors on the 3 June.</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/Health watch					
Communication and consultation with stakeholders required					
Service impact/health improvement gains					
Financial implications:	Capital £ Revenue £ Non Recurrent £				
Governance implications	✓				
Impact on patient safety/quality					
Impact on equality and diversity					
Equality Impact Assessment (EIA) Completed	<table border="1"> <tr> <td>YES/NO</td> <td>If YES, EIA Score</td> </tr> <tr> <td></td> <td></td> </tr> </table>	YES/NO	If YES, EIA Score		
YES/NO	If YES, EIA Score				

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

CoG	Council of Governors		
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Supporting Documents and/or Further Reading

Code of Governance Review 2025-26

Lead

Chris Jennings
Assistant Trust Secretary

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST
CODE OF GOVERNANCE FOR NHS PROVIDERS END OF YEAR REVIEW
2025/26

Board assurance statement

The Board of Directors has reviewed its compliance with the Code of Governance for NHS Provider Trusts for the year ended 31 March 2026. Based on the evidence presented in this review, the Board is satisfied that the Trust has applied the principles of the Code and complied with its provisions throughout the year.

The Board recognises that some areas of governance – particularly culture, system working and provider collaboration – are evolving and has identified further work to strengthen assurance during 2026/27.

Code	Provision	Comply	Narrative 2025-26
Section A: BOARD LEADERSHIP & PURPOSE			
A.2. Provisions			
A.2.1	The board of directors should assess the basis on which the trust ensures its effectiveness, efficiency and economy, as well as the quality of its healthcare delivery over the long term, and contribution to the objectives of the ICP and ICB, and place-based partnerships. The board of directors should ensure the trust actively addresses opportunities to work with other providers to tackle shared challenges through entering into partnership arrangements such as provider collaborates. The trust should describe in its annual report how opportunities and risks to future	✓	<ul style="list-style-type: none"> The Board of Directors has undertaken a review of its effectiveness to ensure efficiency and economy. A review is undertaken annually as part of the Board sign-off of operational plans. These plans include both revenue and prioritised capital budgets with Operational Plans approved by NHS approval. The Trust External Auditors performed and Annual Audit Review which includes Value for Money (VFM) assessment. The assessment reviews that the proper arrangements are in place to secure economy, efficiency and effective Use of Resources. The 2024/25 annual assessment concluded there were no matters to report by exception on VFM. The External Auditors Report was presented to the Council of Governors in October 2025. The outcome of the well-led review undertaken by NHS England in 2024 was developed into a plan and is being implemented, with an independent cultural review

Code	Provision	Comply	Narrative 2025-26
	sustainability have been considered and addressed, and how its governance is contributing to the delivery of its strategy.		<p>undertaken in 2025/26 and reporting to the Board of Directors in 2026/27. The CQC commenced a well-led inspection of the Trust in March 2026 and is ongoing.</p> <ul style="list-style-type: none"> • The Trust has performance, quality and finance management systems in place to measure and monitor the Trust effectiveness, efficiency, economy and quality of services on a day-to-day basis. The internal processes are monitored via an integrated performance dashboard and a series of audit processes, including External Audit, Internal Audit and Clinical Audit programmes. • The Target Operating Model provides for individual care units to make decisions on the delivery of services by clinical managers which provides for the quality and safety of services for patients. The Accountability Framework provides clarity on the level of responsibility and accountability for the decisions made within the clinical care units. • The Board uses a Quality & Performance Scorecard which provides detailed data to measure the effectiveness, efficiency, economy and quality of services on a regular basis. The scorecard is scrutinised by the Board standing committees, with both assurance and escalations provided to the Board through their respective committee key control reports. The Power BI report allows for a more detailed review of all data, including any hotspots and mitigating actions. • The Board uses the Board Assurance Framework (BAF) at each Board meeting and relevant standing committees, reviewing any key strategic risks and providing updates on any mitigating actions or hotspots for escalation. • The Trust is inspected by the Care Quality Commission (CQC) and the outcomes of any inspection are acted on by the Board of Directors to provide assurance on services provided or addressing any issues highlighted by the CQC. • The Trust has a CQC Improvement Plan, which incorporates all areas for improvement identified. The Plan was refreshed in 2025 which confirmed actions from inspections up until since 2022 had been completed following an evidence assurance process. Three actions were transferred to a new plan.. The new plan incorporates actions from inspections undertaken from 2022 and the Quality Committee provides assurance on progress to the Board of Directors. Following reporting of action completion, an evidence assurance process is undertaken to ensure the actions have been fully implemented and embedded. The Board is satisfied that the process for the development of CQC improvement actions, their implementation and assurance of completion is in place and working effectively (noting IA review of the process in 2025/26 provided a substantial assurance opinion).

Code	Provision	Comply	Narrative 2025-26
			<ul style="list-style-type: none"> • The Compliance Team complete an internal review programme which provides from areas tested, assurance in relation to the quality of services and respond to any information requests / inquiries from the CQC. • The Trust works closely with system partners and is involved in collaborative working across the system. Examples include: The Mid & South Essex Community Collaborative partners (EPUT, NELFT & Provide); Mental Health Specialist Commissioning Collaborative; and joint working with MSEFT for the joint procurement of new Electronic Patient Record. • The Annual Report for 2025/26 provides a section on Key Issues, Opportunities and Risk which includes information on opportunities and risks to future sustainability, aligned to the strategic objectives for the organisation. • Where risks arising from system pressures or collaborative working were identified, these were incorporated into the Board Assurance Framework and monitored through the Board's governance processes. (e.g. SR4 Demand and Capacity and SR8 Use of Resources). • During the year, the Board considered the outcomes of NHS England's Provider Capability Assessment and the Trust's segmentation under the NHS Oversight Framework. The Board used this information as part of its broader assessment of organisational capability, system delivery and governance effectiveness, and is satisfied that it provides additional independent assurance over the Trust's leadership, oversight and performance.
A.2.2	The board of directors should develop, embody and articulate a clear vision and values for the trust, with reference to the ICP's integrated care strategy and the trust's role within system and place-based partnerships, and provider collaborates. This should be a formally agreed statement of the organisation's purpose and intended outcomes, and the behaviours used to achieve them. It can be used as a basis for the organisation's overall strategy, planning,	✓	<ul style="list-style-type: none"> • The vision and values of the organisation are underpinned by partnership working. The Vision and Values for the organisation were developed in September 2021 and re-confirmed as part of the development of the Strategy Objectives refresh in 2025, which included consideration of the development of the Essex ICB from April 2026/27 and the focus on place-based delivery of services. These were developed in consultation with a range of key system partners. The Board has reviewed and is satisfied that these remain appropriate. • The Vision and Values are underpinned by an overall purpose, which articulates working together with patients, families and system partners as part of the ICB working to ensure there are joined-up services.

Code	Provision	Comply	Narrative 2025-26
	collaboration with system partners and other decisions.		<ul style="list-style-type: none"> The Vision and Values led to the development of Strategic Objectives, which includes a focus on transformation to develop the culture within the organisation to deliver the vision and values. The Board uses the Strategic Impact report to monitor key transformation work and progress towards developing and driving the culture and behaviours within the organisation to achieve the vision and values of the organisation. The Board has considered the Trust's contribution to system working, including provider collaboratives, integrated care partnerships and place-based arrangements. The Board is satisfied that appropriate governance arrangements are in place to manage risks and opportunities arising from system collaboration and will continue to develop system-focused assurance during 2026/27.
A.2.3	The board of directors should assess and monitor culture. Where it is not satisfied that policy, practices or behaviour throughout the business are aligned with the trust's vision, values and strategy, it should seek assurance that management has taken corrective action. The annual report should explain the board's activities and any action taken, and the trust's approach to investing in, rewarding and promoting the wellbeing of its workforce.	✓	<ul style="list-style-type: none"> The Quality & Performance Scorecard includes a Workforce & Culture section. The Board used this information on a range of KPI's for monitoring culture, including staff turnover and sickness absence. The Staff Survey results are used by the Board of Directors to assess the culture of the organisation. Where the results raise cultural issues, these are developed into action plans to identify and address the concerns. The Trust commissioned a cultural review with BRAP and the King's Fund which is due to report in early 2026/27. The Workforce Disability Equality Standard (WDES) and Workforce Race Equality Standard (WRES) are used as a measure of internal culture. The results from previous years as well as national comparisons used to identify potential issues and actions identified to address the concerns. The Board uses the Board Assurance Framework (BAF) detailing three focused workforce risks at each Board meeting and its People Committee. These provide assurance that actions being taken by management are progressing for staff retention, workforce planning and organisational development – all shaping the culture of the organisation as a place to work, train and be cared for.

Code	Provision	Comply	Narrative 2025-26
			<ul style="list-style-type: none"> The Annual Report 2024/25 (Page 119) includes information on staff wellbeing, involvement and recognition, and staff support. Where indicators identified potential cultural risks, the Board sought assurance that management had developed and implemented appropriate improvement actions and monitored progress through agreed reporting mechanisms. The Board will review the findings of the independent cultural review during 2026/27 and use this to further strengthen organisational culture and leadership behaviours.
A.2.4	<p>The board of directors should ensure that adequate systems and processes are maintained to measure and monitor the trust's effectiveness, efficiency and economy, the quality of its healthcare delivery, the success of its contribution to the delivery of the five-year joint plan for health services and annual capital plan agreed by the ICB and its partners (This may also include working to deliver the financial duties and objectives the trust is collectively responsible for with ICB partners, and improving quality and outcomes and reducing unwarranted variation and inequalities across the system), and that risk is managed effectively. The board should regularly review the trust's performance in these areas against regulatory and contractual obligations, and approved plans and objectives, including those agreed through place-based partnerships and provider collaborative.</p>	✓	<ul style="list-style-type: none"> The Quality & Performance Scorecard provides a range of operational and financial KPI's to regularly monitor the effectiveness, efficiency, economy and the quality of health services provided by the Trust. This is supported by narrative provided in the CEO Report, providing information on key success and hotspots in relation to operational and financial performance. The KPI's are developed to take into consideration regulatory / contractual requirements and operational / strategic plans which take into consideration partnership and collaborative working. <ul style="list-style-type: none"> The Finance & Performance Committee scrutinises the Scorecard and provides any challenge prior to presenting to the Board of Directors. The Quality Committee oversees a new developed Quality of Care Scorecard, which informs the overall Quality & Performance Scorecard. During 2025/26, the Trust continued to strengthen its quality reporting arrangements to support effective Board oversight. Further development of the Quality Dashboard has been undertaken to improve clarity, consistency and triangulation of quality, safety and patient experience information, enabling the Quality Committees to better identify emerging risks, trends and areas requiring improvement. The Operational and Financial Plan for 2026/27 was discussed at the Board of Directors in April 2026 prior to formal submission to NHS England. The plan takes into consideration the requirements of the Trust and the wider system as part of the planning process. The Board uses the above information to hold executives to account for delivery against agreed plans and regulatory requirements. Where performance has fallen

Code	Provision	Comply	Narrative 2025-26
			<p>outside of tolerance, the Board has required recovery actions and monitored their implementation through committee and Board reporting.</p> <ul style="list-style-type: none"> The Board also considered the Trust's position under the NHS Oversight Framework during the year. The Board is satisfied that oversight arrangements, performance monitoring and escalation processes are aligned with NHS England expectations and support timely identification and management of risks across quality, finance and operational delivery. The Board will continue to use the Oversight Framework, alongside internal assurance mechanisms, to inform its focus and priorities during 2026/27.
A.2.5	<p>In line with principle 1.3 above, 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 performance, ensuring performance reports are disaggregated by ethnicity and deprivation where relevant. Where appropriate and particularly in high risk or complex areas, the board of directors should commission independent advice, e.g. from the internal audit function, to provide an adequate and reliable level of assurance.</p>	✓	<ul style="list-style-type: none"> The Board uses the Quality & Performance Scorecard at each meeting and at relevant Committee level (Finance & Performance, People and Quality). The Power BI scorecard allows data to be reviewed in detail and broken down by relevant demographics. Internal Audit function in place, with programme of work. Audit Committee progress and outcomes of the programme to provide assurance to the Board of Directors via the Committee Chairs Key Issues Report. The Board is satisfied that the range of metrics and disaggregated data provided enables it to understand performance and emergent risks. Where areas of increased risk or complexity have been identified, the Board has sought additional assurance through the internal audit programme and other reviews.
A.2.6	<p>The board of directors should report on its approach to clinical governance and its plan for the improvement of clinical quality in the context of guidance set out by the Department of Health and Social Care (DHSC), NHS England and the Care Quality Commission (CQC). The board should record where in the structure of the organisation clinical governance matters are considered.</p>	✓	<ul style="list-style-type: none"> 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. The plan was reviewed during 2025/26 to ensure it remained fit for purpose and identified three areas to shift focus to ensure the Trust remains fit for future developments. The Quality of Care Strategy sets-out the Trust approach to clinical governance. The Quality Senate established by the strategy has continued to meet, attended by multi-professionals, to discuss clinical governance. The Quality Senate reports to the newly formed Quality of Care Group, which oversees all aspects of quality governance, reporting to the Executive Team and Quality Committee.

Code	Provision	Comply	Narrative 2025-26
			<ul style="list-style-type: none"> The Trust has in place a clinical governance structure, which includes subject matter experts, forums and procedural documents. The Quality Committee focuses on the Trust approach to 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. The Trust employees key subject matters experts who lead of specific areas of clinical governance e.g. Director of Patient Experience and Participation; Director of Patient Safety; Director of Infection Prevention and Control; etc.
A.2.7	<p>The chair and board should regularly engage with stakeholders, including patients, staff, the community and system partners, in a culturally competent way, to understand their views on governance and performance against the trust's vision. Committee chairs should engage with stakeholders on significant matters related to their areas of responsibility. The chair should ensure that the board of directors as a whole has a clear understanding of the views of all stakeholders including system partners. NHS foundation trusts must hold a members' meeting at least annually. Provisions regarding the role of the council of governors in stakeholder engagement are contained in Appendix B.</p>	✓	<ul style="list-style-type: none"> The Trust is satisfied it has a positive relationship with stakeholders and staff through the delivery of strategic plans and delivering performance against contracts. Any risks to public stakeholders are managed through formal review processes with NHS England and the ICBs through joint actions on specific issues. Risks are reviewed via scrutiny meetings with Local Authorities Health and Overview Scrutiny Committees (HOSC). Members of the Board of Directors engage regularly with the ICB's, including membership of the individual Boards (ICB and ICP). Noting this will change to one Essex ICB from April 2026. The Working In Partnership with People and Communities Strategy sets-out the movement towards co-production and co-design, which includes having service user representatives on various groups, quality improvement initiatives and service led programmes. Including holding an annual Co-Production Conference. The Board is satisfied that the Membership Strategy, will enhance the engagement with its members. The papers for the Board of Directors public meetings are published and members of the public can review performance data using the Power BI system. Members of the public are invited to attend the meeting and submit any questions on any information contained within the Board reports. The Council of Governors Engagement with the Board of Directors Policy and Procedures sets-out the processes in which the Board of Directors will engage with the

Code	Provision	Comply	Narrative 2025-26
			<p>Council of Governors, including information to be provided to allow Governors to represent the views of the members at all levels of the organisation.</p> <ul style="list-style-type: none"> • The Board of Directors (Executive and Non-Executive) regularly attend the Council of Governors meetings. • Executive and Non-Executive Directors attend the Your Voice Meetings, where members of the public are invited to share their views on a particular subject and there is an open session for members of the public to share their views on any subject. • The Trust Annual Members Meeting was last held on the 26 November 2025. • Executive Directors, Non-Executive Directors and Governors undertake service visits to engage with staff, patients, service users and family members to understand the level and quality of services being provided and represent any views during relevant Board-level discussions. • The Board considers that these engagement mechanisms provide it with meaningful insight into stakeholder perspectives and uses this intelligence to inform decision-making and priority-setting.
A.2.8	<p>The board of directors should describe in the annual report how the interests of stakeholders, including system and place-based partners, have been considered in their discussions and decision-making, and set out the key partnerships for collaboration with other providers into which the trust has entered. The board of directors should keep engagement mechanisms under review so that they remain effective.</p>	✓	<ul style="list-style-type: none"> • Annual Report 2024/25 (Page 159) includes an Involvement of Stakeholders section. • The Annual Report 2024/25 (Page 31) includes details of the Mental Health Provider Collaborates in which the Trust is involved.
A.2.9	<p>The workforce should have a means to raise concerns in confidence and – if they wish – anonymously. The board of directors should routinely review this and the reports arising</p>	✓	<ul style="list-style-type: none"> • The Trust has a Freedom to Speak-Up Principal Guardian (Bernadette Rochford) to complement existing systems for raising any concerns including line management, Employee Relations, Safeguarding and Student Facilitators.

Code	Provision	Comply	Narrative 2025-26
	<p>from its operation. It should ensure that arrangements are in place for the proportionate and independent investigation of such matters and for follow-up action.</p>		<ul style="list-style-type: none"> • The Trust has a Freedom to Speak-Up / Whistleblowing Policy, which supports existing arrangements. • The Principal Guardian presents update reports to the Board of Directors and has attended meetings to provide the update. • The Principal Guardian attended a Council of Governors meeting, providing details of the current process and plans for future improvements. • The Trust has mandatory training modules for all staff to complete, focusing on the three key elements of Freedom to Speak-Up (Speak-Up, Listen-Up, Follow-Up) • The Freedom to Speak-Up Principal Guarding has an open invitation to address the Board of Directors if there are any significant concerns identified.
A.2.10	<p>The board of directors should take action to identify and manage conflicts of interest and ensure that the influence of third parties does not compromise or override independent judgement (directors are required to declare any business interests, position of authority in a charity or voluntary body in the field of health and social care, and any connection with bodies contracting for NHS services. The trust must enter these into a register available to the public in line with <u>Managing conflicts of interest in the NHS: Guidance for staff and organisations</u>. In addition, NHS foundation trust directors have a statutory duty to manage conflicts of interest. In the case of NHS trusts, certain individuals are disqualified from being directors on the basis of conflicting interests).</p>	✓	<ul style="list-style-type: none"> • The Board of Directors has in place a Conflict of Interest Policy and Procedure which clearly sets-out the process to be followed should a conflict of interest arise. • The Board of Directors has an item at each meeting for Board members to declare any conflict of interest for items on the agenda and action is taken by the Chair should a conflict arise. • The Conflict of Interest register is available via the Public Website.
A.2.11	<p>Where directors have concerns about the operation of the board or the management of the trust that cannot be resolved, these</p>	✓	<ul style="list-style-type: none"> • Board of Director meetings are comprehensively and accurately record in the minutes and include any concerns raised by Directors.

Code	Provision	Comply	Narrative 2025-26
	should be recorded in the board minutes. If on resignation a non-executive director has any such concerns, they should provide a written statement to the chair, for circulation to the board.		<ul style="list-style-type: none"> Evidence contained in the minutes that Directors seek assurance relating to concerns they may have and request assurance or action where it is not immediately available. There have been no instances where a Non-Executive Director has resigned due to having concerns. However, concerns would be circulated to the Board of Directors if this situation were to arise.
Section B: Division of Responsibilities			
B.2. Provisions			
B.2.1	The chair is responsible for leading on setting the agenda for the board of directors and, for foundation trusts, the council of governors, and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues.	✓	<ul style="list-style-type: none"> The Board of Directors schedule of business provides items for all future meetings and is used to develop each agenda. The agenda is discussed with the Chair to ensure they are satisfied with the focus of the business and there is adequate time for discussion on all items. The Chair is provided with an annotated agenda prior to any meeting, which provides information on each item to help ensure the right amount of time is dedicated to each item. The Council of Governors schedule of business provides the items for all future meetings and is used to develop each agenda. The Lead / Deputy Lead Governor meets with the Chair prior to the Council of Governors to review and agree the agenda. The Standing Orders for the Board of Directors and Standing Orders for the Council of Governors includes provisions for setting the agenda, including any additional items being added with written permission from the Chair.
B.2.2	The chair is also responsible for ensuring that directors and, for foundation trusts, governors receive accurate, timely and clear information that enables them to perform their duties effectively. A foundation trust chair should take steps to ensure that governors have the	✓	<ul style="list-style-type: none"> Papers and information for Board meetings are shared with Directors via a Board Portal, which allows papers to be uploaded as they are made available. The papers are circulated to the Council of Governors prior to the Board meetings and for public board meetings posted on our externally facing website. The Standing Orders for the Board of Directors provides the minimum time for papers to be circulated to Directors prior to any Board of Director meeting.

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	necessary skills and knowledge to undertake their role.		<ul style="list-style-type: none"> • Governors receive a weekly Governor Update, which includes any additional information to enable them to perform their duties effectively. Additional information is circulated to Governors outside of this if the information is time sensitive or urgent. • The Learning and Development Plan for Governors provides topics to ensure Governors have the necessary skills and knowledge to undertake their role. The plan is developed and monitored by the Council of Governors Training & Development Committee. • The Governors receive a Governor Induction booklet upon election and annually, which provides detailed information on the Trust and the role of a Governor.
B.2.3	The chair should promote a culture of honesty, openness, trust and debate by facilitating the effective contribution of non-executive directors in particular and ensuring a constructive relationship between executive and non-executive directors.	✓	<ul style="list-style-type: none"> • The Trust operates an open and honest culture, which is underpinned by the Code of Conduct for the Board of Directors, which is based on the Nolan Principles. • The Chair promotes a culture of honesty, openness, trust and debate at each Board of Directors meeting, ensuring that Executive Directors / Non-Executive Directors are provided with the opportunity to constructively challenge each other in an open environment. • The Standing Committees of the Board are chaired by Non-Executive Directors, allowing a detailed scrutiny of items prior to the Board of Director meetings. • The Chief Executive Officer regularly meets with the Non-Executive Directors to share details of the operating of the Trust and any topical / emergent issues. • There is a programme of Board Seminar / Development sessions where Executive and Non-Executive Directors meet to discuss certain topics or upcoming strategies / services.
B.2.4	A foundation trust chair is responsible for ensuring that the board and council work together effectively.	✓	<ul style="list-style-type: none"> • The Council of Governors Relationship with the Board of Directors Policy & Procedure sets-out how the Board and Council will work together effectively, including in the event of any dispute. • The Board and Council hold joint seminar sessions twice per-year to discuss key topics of shared interest.

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			<ul style="list-style-type: none"> Executive and Non-Executive Directors regularly attend (by invitation) Council of Governor meetings.
B.2.5	<p>The chair should be independent on appointment when assessed against the criteria set out in provision 2.6 below. The roles of chair and chief executive must not be exercised by the same individual. A chief executive should not become chair of the same trust. The board should identify a deputy or vice chair who could be the senior independent director. The chair should not sit on the audit committee. The chair of the audit committee, ideally, should not be the deputy or vice chair or senior independent director.</p>	✓	<ul style="list-style-type: none"> The independence of the Chair is set-out in the recruitment criteria for any appointment. The Trust operates an electronic declaration of interest system where individuals, including the Chair, are required to make annual declarations. The role of Chair (Hattie Llewelyn-Davies) and CEO (Paul Scott) are held by separate individuals. The current Chair has not been a CEO of the Trust. The Trust has a Vice Chair (Loy Lobo). The role and appointment of the Vice Chair is set-out in the Managing the Absence of the Chair Procedure. The Trust has a Senior Independent Director (Dr Mateen Jiwani) The Chair is not a member of the Audit Committee. The Chair of the Audit Committee is Elena Lokteva.
B.2.6	<p>The board of directors should identify in the annual report each non-executive director it considers to be independent. Circumstances that are likely to impair, or could appear to impair, a non-executive director's independence include, but are not limited to, whether a director:</p> <ul style="list-style-type: none"> has been an employee of the trust within the last two years has, or has had within the last two years, a material business relationship with the trust either directly or as a partner, material shareholder, director or senior employee of a body that has such a relationship with the trust has received or receives remuneration from the trust apart from a director's 	✓	<ul style="list-style-type: none"> The Annual Report 2024/25 (Pg133) provides a statement confirming the independence of the Non-Executive Directors following review of the Code of Governance. The electronic declaration of interest system requires Non-Executive Directors to make an annual declaration. The Board of Directors agenda includes an item for Board members to declare any interest that may impact their independence for any items on the agenda. The Board has considered these factors and is satisfied that all non-executive directors were independent in character and judgement during 2025/26.

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	<p>fee, participates in the trust's performance-related pay scheme or is a member of the trust's pension scheme</p> <ul style="list-style-type: none"> • has close family ties with any of the trust's advisers, directors or senior employees • holds cross-directorships or has significant links with other directors through involvement with other companies or bodies • has served on the trust board for more than six years from the date of their first appointment (but note 4.3 in Section C below, where chairs and NEDs can serve beyond six years subject to rigorous review and NHS England approval). • is an appointed representative of the trust's university medical or dental school. <p>Where any of these or other relevant circumstances apply, and the board of directors nonetheless considers that the non-executive director is independent, it needs to be clearly explained why.</p>		
B.2.7	At least half the board of directors, excluding the chair, should be non-executive directors whom the board considers to be independent.	✓	<ul style="list-style-type: none"> • The Board of Directors in 2025/26 had seven Non-Executive Directors (excluding the Chair) and seven Executive Directors in a voting capacity.

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B.2.8	No individual should hold the positions of director and governor of any NHS foundation trust at the same time.	✓	<ul style="list-style-type: none"> There are no Directors who are also Governors of the Trust.
B.2.9	The value of ensuring that committee membership is refreshed and that no undue reliance is placed on particular individuals should be taken into account in deciding chairship and membership of committees. For foundation trusts, the council of governors should take into account the value of appointing a non-executive director with a clinical background to the board of directors, as well as the importance of appointing diverse non-executive directors with a range of skill sets, backgrounds and lived experience.	✓	<ul style="list-style-type: none"> The Trust reviews the roles of Non-Executive Directors, including membership / chairing of Standing Committees. This is reviewed and refreshed on appointment of new Non-Executive Directors. The Council of Governors Nominations Committee reviews a skills matrix to ensure any gaps in skill sets, backgrounds and lived experience are considered as part of any appointment process. This includes ensuring at least one Non-Executive Director has a clinical background. This has not taken place in 2025/26 as no appointment process has been required.
B.2.10	Only the committee chair and committee members are entitled to be present at nominations, audit or remuneration committee meetings, but others may attend by invitation of the particular committee.	✓	<ul style="list-style-type: none"> The Audit and Remuneration & Nominations Committee have clear Terms of Reference in place, setting-out the Chair and Membership. Other individuals attend the Committees to present papers and discuss items within their portfolio or area of expertise. For the Remuneration & Nominations Committee this is usually only the CEO and Chief People Officer.
B.2.11	In consultation with the council of governors, NHS foundation trust boards should appoint one of the independent non-executive directors to be the senior independent director: to provide a sounding board for the chair and serve as an intermediary for the other directors when necessary. Led by the senior independent director, the foundation trust non-executive directors should meet without the chair present at least annually to	✓	<ul style="list-style-type: none"> Dr Mateen Jiwani is the current Senior Independent Director. The appointment was undertaken as an expression of interest, approved by the Board of Directors and endorsed by the Council of Governors at respective meetings. The Senior Independent Director appraises the Chair on an annual basis. The process includes receiving and considering views from the Board of Directors, Council of Governors and a range of external stakeholders / partners.

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	appraise the chair's performance, and on other occasions as necessary, and seek input from other key stakeholders. For NHS trusts the process is the same but the appraisal is overseen by NHS England as set out in the <u>Chair appraisal framework</u> .		
B.2.12	Non-executive directors have a prime role in appointing and removing executive directors. They should scrutinise and hold to account the performance of management and individual executive directors against agreed performance objectives. The chair should hold meetings with the non-executive directors without the executive directors present.	✓	<ul style="list-style-type: none"> • The Board of Directors Remuneration & Nominations Committee leads on any Executive Director recruitment, including final approval of candidates. The Trust appointed a new Executive Chief Medical Officer in 2025/26. • The Executive Directors have an established set of objectives developed in line with the Trust strategic objectives. • The Interview Panels and Stakeholder Groups included Non-Executive Directors. • The Chair meets with Non-Executive Directors on a weekly basis, without the presence of Executive Directors.
B.2.13	The responsibilities of the chair, chief executive, senior independent director if applicable, board and committees should be clear, set out in writing, agreed by the board of directors and publicly available. The annual report should give the number of times the board and its committees met, and individual director attendance.	✓	<ul style="list-style-type: none"> • The Standing Orders for the Board of Directors sets-out the role of the Chair and Chief Executive. The appointment of the Senior Independent Director is included and the role outlined as part of descriptions of specific processes led by the SID. • The Scheme of Reservation & Delegation (SoRD) provides the responsibilities reserved for the Board of Directors and the delegated authority provided to the Standing Committees. • The Standing Committees of the Board of Directors each have a Terms of Reference setting-out the responsibilities of each Committee. • The Annual Report 2024/25 provides records of Board and Standing Committee attendance for individual Directors.
B.2.14	When appointing a director, the board of directors should take into account other demands on their time. Prior to appointment, the individual should disclose their significant commitments with an indication of the time	✓	<ul style="list-style-type: none"> • The job descriptions (Executive Directors) and Terms & Conditions (Non-Executive Directors) sets-out the time commitment for the specific roles. • Directors are required to disclose any significant commitments prior to their appointment.

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	involved. They should not take on material additional external appointments without prior approval of the board of directors, with the reasons for permitting significant appointments explained in the annual report. Full-time executive directors should not take on more than one non-executive directorship of another trust or organisation of comparable size and complexity, and not the chair ship of such an organisation.		<ul style="list-style-type: none"> The Declaration of Interest system requires Directors to make annual declarations and identify any new commitments. Any significant commitments would require approval by the Board of Directors Remuneration & Nomination Committee. No current Executive Directors holds a non-executive directorship of another trust or organisation of comparable size and complexity to EPUT.
B.2.15	All directors should have access to the advice of the company secretary, who is responsible for advising the board of directors on all governance matters. Both the appointment and removal of the company secretary should be a matter for the whole board.	✓	<ul style="list-style-type: none"> The Executive Director of Corporate Governance (Denver Greenhalgh) acts as the Trust Secretary and is accessible for all directors. The Executive Director of Corporate Governors is a member of the Board and provides any relevant governance advice as required.
B.2.16	All directors, executive and non-executive, have a responsibility to constructively challenge during board discussions and help develop proposals on priorities, risk mitigation, values, standards and strategy. In particular, non-executive directors should scrutinise the performance of the executive management in meeting agreed goals and objectives, request further information if necessary, and monitor the reporting of performance. They should satisfy themselves as to the integrity of financial, clinical and other information, and make sure that financial and clinical quality controls, and systems of risk management and governance, are robust and implemented.	✓	<ul style="list-style-type: none"> Non-Executive Directors have the opportunity at Board meetings and standing committee meetings to challenge as well as at Board Development Sessions. The Board of Directors receives a Quality & Performance Scorecard using Power BI, which allows directors to undertake deep dive reviews of financial and clinical quality data which allows for the scrutiny of performance and assessment of the integrity of internal controls. The Board Assurance Framework provides relevant information on the risks and internal control mechanisms. All Board Standing Committees have Non-Executive Director representation and are chaired by a Non-Executive Director. Any such challenges are recorded in the minutes

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B.2.17	<p>The board of directors should meet sufficiently regularly to discharge its duties effectively. A schedule of matters should be reserved specifically for its decisions. For foundation trusts, this schedule should include a clear statement detailing the roles and responsibilities of the council of governors. 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 the board, the council of governors, board committees and the types of decisions that are delegated to the executive management of the board of directors.</p>	✓	<ul style="list-style-type: none"> • The Board of Directors meets a minimum of six-times per year and holds extra-ordinary meetings to consider relevant items outside of this schedule of business. The Board of Directors met nine times in 2025/26. • The Scheme of Reservation & Delegation (SoRD) clearly provides the matters reserved specifically for its decisions. The Board of Directors Schedule of Business provides a list of items for consideration and / or decision for the financial year. • The Standing Orders for the Council of Governors provides the roles and responsibilities of the Council of Governors. The Standing Orders also includes a section setting-out the process for resolving any disagreement between the Board and Council. • The Council of Governors Relationship with the Board of Directors Policy & Procedure provides for the action to be taken should there be a disagreement. The Council of Governors also has a number of procedures in place detailing processes to be undertaken for any statutory function, including a section on the action to be taken should there be a disagreement. • The Annual Report 2024/25 provides details of the governance arrangements for the Trust, including the Board of Directors, Standing Committees and the Council of Governors. The report provides information on any key decisions made, including appointment / re-appointment of Directors.
SECTION C: COMPOSITION, SUCCESSION AND EVALUATION			
C.2: Provisions for Foundation Trusts Board Appointments			
C.2.1	<p>The nominations committee or committees of foundation trusts, with external advice as appropriate, are responsible for the identification and nomination of executive and non-executive directors. The nominations committee should give full consideration to succession planning, taking into account the future challenges, risks and opportunities</p>	✓	<ul style="list-style-type: none"> • 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"> - <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 appointment process.

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	<p>facing the trust, and the skills and expertise required within the board of directors to meet them. Best practice is that the selection panel for a post should include at least one external assessor from NHS England and/or a representative from a relevant ICB, and the foundation trust should engage with NHS England to agree the approach.</p>		<ul style="list-style-type: none"> - <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. • The Trust completed a recruitment process in 2025/26 for the recruitment of an Executive Chief Medical Officer, overseen by the Board of Directors Remuneration Committee.
C.2.2	<p>There may be one or two nominations committees. If there are two, one will be responsible for considering nominations for executive directors and the other for non-executive directors (including the chair). The nominations committee(s) should regularly review the structure, size and composition of the board of directors and recommend changes where appropriate. In particular, the nominations committee(s) should evaluate, at least annually, the balance of skills, knowledge, experience and diversity on the board of directors and, in the light of this evaluation, describe the role and capabilities required for appointment of both executive and non-executive directors, including the chair.</p>	✓	<ul style="list-style-type: none"> • See C.2.1 • Composition of the Board of Directors considered as part of appointment process for Board members. • 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.
C.2.3	<p>The chair or an independent non-executive director should chair the nominations committee(s). At the discretion of the committee, a governor can chair the committee in the case of appointments of non-executive directors or the chair.</p>	✓	<ul style="list-style-type: none"> • The Chair (Hattie Llewelyn-Davies) chairs both the Board of Directors Remuneration & Nominations Committee and the Council of Governors Nominations Committee. The Lead Governor or the Vice Chair acts as Chair of the Council of Governors Nominations Committee where items are related to the Chair.

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C.2.4	The governors should agree with the nominations committee a clear process for the nomination of a new chair and non-executive directors. Once suitable candidates have been identified, the nominations committee should make recommendations to the council of governors.	✓	<ul style="list-style-type: none"> • The Council of Governors Nominations Committee leads on the appointment of the Chair and Non-Executive Directors. • The Council of Governors Appointment of the Chair and Non-Executive Directors Procedure provides the process.
C.2.5	Open advertising and advice from NHS England's Non-Executive Talent and Appointments team is available for use by nominations committees to support the council of governors in the appointment of the chair and non-executive directors. If an external consultancy is engaged, it should be identified in the annual report alongside a statement about any other connection it has with the trust or individual directors.	✓	<ul style="list-style-type: none"> • The Trust engages Executive Search organisations for the recruitment of Directors. • For the appointment of the Executive Chief Medical Officer, the Trust engaged Hunter Healthcare to provide independent assurance.
C.2.6	Where an NHS foundation trust has two nominations committees, the nominations committee responsible for the appointment of non-executive directors should have governors and/or independent members in the majority. If only one nominations committee exists, when nominations for non-executives, including the appointment of a chair or a deputy chair, are being discussed, governors and/or independent members should be in the majority on the committee and also on the interview panel.	✓	<ul style="list-style-type: none"> • The Council of Governors Nominations Committee membership has Governors in the majority, which is outlined in the Terms of Reference for the Committee. • The Interview Panel for the appointment of the Chair and Non-Executive Directors includes Governors as the majority in a voting capacity, as outlined in the Appointment of the Chair / Non-Executive Directors Procedure. • An independent external chair joins the interview panel to provide an objective view of suitability for post for Non-Executive Directors.
C.2.7	When considering the appointment of non-executive directors, the council of governors	✓	<ul style="list-style-type: none"> • Arrangements in place between the Board of Directors Remuneration and Nominations Committee and Council of Governors Nominations Committee to ensure there is a

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	should take into account the views of the board of directors and the nominations committee on the qualifications, skills and experience required for each position.		<p>dialogue between the two Committees (as detailed in terms of reference, for continuity Chair of the Trust is Chair of both committees</p> <ul style="list-style-type: none"> Members of the Board of Directors participate in Stakeholder Panels for the appointment of Non-Executive Directors. The views of the Stakeholder Panel are provided to the Interview Panel for consideration.
C.2.8	The annual report should describe the process followed by the council of governors to appoint the chair and non-executive directors. 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"> The Annual Report 2024/25 provides details of appointment / re-appointment process undertaken during the financial year. The Terms of Reference for the Council of Governors Nominations Committee is available on request.
C.2.9	Elected governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years. The names of governors submitted for election or re-election should be accompanied by sufficient biographical details and any other relevant information to enable members to make an informed decision on their election. This should include prior performance information.	✓	<ul style="list-style-type: none"> The Trust Constitution process for Governors to hold terms of office of up-to three years before re-election. The election process completed in 2024/25 were undertaken using Mi Voice, which provided the names and biographical information for candidates. The Trust would include any performance related information as necessary.
C.2.10	A requirement of the National Health Service Act 2006 as amended (the 2006 Act) is that the chair, 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	✓	<ul style="list-style-type: none"> The Board of Directors Remuneration & Nominations Committee leads on the appointment of Executive Directors, as outlined in the Terms of Reference.

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	as they arise and make recommendations to the chair, the other non-executives directors and, except in the case of the appointment of a chief executive, the chief executive.		
C.2.11	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"> • The Board of Directors Remuneration & Nominations Committee leads on the appointment of Executive Directors, as outlined in the Terms of Reference. • The Trust 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. • The Appointment of the Chief Executive Officer Procedure in place sets-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.
C.2.12	The governors are responsible at a general meeting for the appointment, re-appointment and removal of the chair and other non-executive directors.	✓	<ul style="list-style-type: none"> • Procedure for the recruitment of Chair / Non-Executive Directors in place. • Council of Governors Nominations Committee has a clear terms of reference • Recommendations made to Council of Governors by Council of Governors Nominations Committee for appointment of Non-Executive Directors and are recorded in the minutes. • The Council of Governors approved the re-appointment of two Non-Executive Directors during 2025/26.
C.2.13	Non-executive directors, including the chair, 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.	✓	<ul style="list-style-type: none"> • The Council of Governors appoint Non-Executive Directors for a specific term of office that does not exceed three-years. This is outlined in any reports to the Council and subsequent minutes. • The Trust Constitution provides clear criteria, in line with the 2006 Act, for the removal of a Director and this would be undertaken if required.

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C.2.14	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 do 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"> • The Terms and Conditions for Non-Executive Directors are available to the Council of Governors on request. • The letters of appointment for Non-Executive Directors sets-out the expected time commitment. This is established as part of the recruitment process with Non-Executive Directors agreeing to the time commitment. • Any additional significant commitments are provided to the Council of Governors Nominations Committee as part of the recruitment process. • The publicly available declaration of interest system provides for any new commitments, and a process is undertaken to approve any NED who is appointed as a NED of another NHS Body. • The time commitment of Non-Executive Directors is informally monitored as part of regular NED team meetings. Any issues with time commitment would be reported to the Council of Governors as required. Governors can also raise concerns regarding the time commitment of NEDs if required.
C.3: Provisions for NHS Trust Board Appointments (N/A)			
C.4: Board Appointments: Provisions Applicable to both NHS Foundation Trusts and NHS Trusts			
C.4.1	Directors on the board of directors and, for foundation trusts, governors on the council of governors should meet the 'fit and proper' persons test described in the provider licence. For the purpose of the licence and application criteria, 'fit and proper' persons are defined as those having the qualifications, competence, skills, experience and ability to properly perform the functions of a director. They must also have no issues of serious misconduct or mismanagement, no disbarment in relation to safeguarding vulnerable groups and disqualification from office, be without certain	✓	<ul style="list-style-type: none"> • The Fit and Proper Persons Policy & Procedure sets-out the process for assessing if a person is fit and proper. • The Trust implemented the Fit & Proper Persons Test requirements issued by NHS England. The Trust Secretary's Office complete all relevant checks of Directors and identifies any concerns to the Chair / CEO for consideration in annual appraisals. • Following annual appraisals, the Chair is required to sign the Fit and Proper Persons Test form to confirm an individual Director is Fit and Proper. Action would be taken if there are any concerns raised as part of this process. • The Trust Constitution sets-out the criteria for disqualification as a Director and Governor, in line with the FPPT requirements.

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	recent criminal convictions and director disqualifications, and not bankrupt (undischarged). Trusts should also have a policy for ensuring compliance with the CQC's guidance <u>Regulation 5: Fit and proper persons: directors</u> .		<ul style="list-style-type: none"> Directors complete an annual Self-Attestation confirming they do not meet any of the disqualification criteria, as part of the overall FPPT test. Governors complete a Self-Attestation on appointment, confirming they do not meet any of the disqualification criteria and sign-up to the Council of Governors Code of Conduct.
C.4.2	The board of directors should include in the annual report a description of each director's skills, expertise and experience. Alongside this, the board should make a clear statement about its own balance, completeness and appropriateness to the requirements of the trust. Both statements should also be available on the trust's website.	✓	<ul style="list-style-type: none"> The Annual Report 2024/25 provides biographies of the Board of Directors, including skills, expertise and experience. The Annual Report 2024/25 provides a statement of the balance, completeness and appropriateness of the membership of the Board of Directors. The Annual Report is available on the Public Website.
C.4.3	Chairs or NEDs should not remain in post beyond nine years from the date of their first appointment to the board of directors and any decision to extend a term beyond six years should be subject to rigorous review. To facilitate effective succession planning and the development of a diverse board, this period of nine years can be extended for a limited time, particularly where on appointment a chair was an existing non-executive director. The need for all extensions should be clearly explained and should have been agreed with NHS England. A NED becoming chair after a three-year term as a non-executive director would not trigger a review after three years in post as chair.	✓	<ul style="list-style-type: none"> No current Non-Executive Director has exceeded nine-years in post.
C.4.4	Elected foundation trust governors must be subject to re-election by the members of their	✓	<ul style="list-style-type: none"> See section C.2.9

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	<p>constituency at regular intervals not exceeding three years. The governor names submitted for election or re-election should be accompanied by sufficient biographical details and any other relevant information to enable members to make an informed decision on their election. This should include prior performance information. Best practice is that governors do not serve more than three consecutive terms to ensure that they retain the objectivity and independence required to fulfil their roles.</p>		<ul style="list-style-type: none"> The Trust Constitution provides for Governors to serve a maximum of three terms of office of up to three-years, before having a break of a year before seeking any further term of office.
C.4.5	<p>There should be a formal and rigorous annual evaluation of the performance of the board of directors, its committees, the chair and individual directors. For NHS foundation trusts, the council of governors should take the lead on agreeing a process for the evaluation of the chair and non-executive directors. The governors should bear in mind that it may be desirable to use the senior independent director to lead the evaluation of the chair. NHS England leads the evaluation of the chair and non-executive directors of NHS trusts.</p>	✓	<ul style="list-style-type: none"> The Annual Report 2024/25 provides details of the regular review of the performance of the Board / Organisation, including internal and external audit. The Council of Governors complete an annual effectiveness review, including its own performance and that of its sub-committees. The Board and standing committees undertake an annual effectiveness review. The Chair and Chief Executive Officer complete annual appraisals of Non-Executive Directors and Executive Directors respectively, which includes a review of performance against objectives. The appraisal of the Chair is undertaken by the Senior Independent Director. The Council of Governors Remuneration Committee reviews Non-Executive Director appraisals and meets with each individual to discuss the content. The Committee considers the quality and accuracy of the appraisals and reports back to the Council of Governors. The Board has considered the findings from its effectiveness reviews and appraisals and is satisfied that the evaluation process has informed Board development activity, areas of focus and succession planning during the year. Progress against agreed actions is monitored during the year.

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C.4.6	The chair should act on the results of the evaluation by recognising the strengths and addressing any weaknesses of the board of directors. Each director should engage with the process and take appropriate action where development needs are identified.	✓	<ul style="list-style-type: none"> Any action plans from annual reviews are presented to the Board of Directors and monitored by the relevant Standing Committee. The Chair / Senior Independent Director acts on the outcome of appraisals of Non-Executive Directors, recognising strengths and addressing any weaknesses. The Chief Executive Officer shares the outcome of the Executive Director appraisals with the Chair to identify strengths and discusses addressing areas of weakness.
C.4.7	All trusts are strongly encouraged to carry out externally facilitated developmental reviews of their leadership and governance using the <u>Well-led framework</u> every three to five years, according to their circumstances. The external reviewer should be identified in the annual report and a statement made about any connection it has with the trust or individual directors or governors.	✓	<ul style="list-style-type: none"> NHS England completed an externally facilitated development review of leadership in 2024/25. The CQC completed a Well-Led inspection of the Trust in March 2026 and the feedback is awaited. The Board has considered the findings from previous external reviews and overseen implementation of agreed actions. The Board will formally consider the outcome of the March 2026 Well-Led inspection once published and incorporate any required actions into its governance and improvement plans.
C.4.8	<p>Led by the chair, foundation trust councils of governors should periodically assess their collective performance and regularly communicate to members and the public how they have discharged their responsibilities, including their impact and effectiveness on:</p> <ul style="list-style-type: none"> holding the non-executive directors individually and collectively to account for the performance of the board of directors communicating with their member constituencies and the public and transmitting their views to the board of directors 	✓	<ul style="list-style-type: none"> The Council of Governors completes an annual review of its own performance and its sub-committees. The last full review was completed in 2024/25 with the results presented to the Council of Governors for discussion and the identification of any actions to be taken forward. The Council of Governors completed an effectiveness review of its sub-committees in 2025/26 with results presented to relevant sub-committees where sufficient responses had been received.

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	<ul style="list-style-type: none"> contributing to the development of the foundation trust's forward plans. <p>The council of governors should use this process to review its roles, structure, composition and procedures, taking into account emerging best practice. Further information can be found in <u>Your statutory duties: a reference guide for NHS foundation trust governors</u> and an <u>Addendum to Your statutory duties – A reference guide for NHS foundation trust governors</u>.</p>		
C.4.9	<p>The council of governors should agree and adopt a clear policy and a fair process for the removal of any governor who consistently and unjustifiably fails to attend its meetings or has an actual or potential conflict of interest that prevents the proper exercise of their duties. This should be shared with governors.</p>	✓	<ul style="list-style-type: none"> The Trust Constitution sets-out the criteria for the disqualification of a Governor, including failing to attend Council meetings and conflicts of interest. The Constitution also provides for the process to be followed for the removal of a Governor if the need arises, which is supported by the Council of Governors Code of Conduct. The Monitoring of Council of Governors Attendance Procedure provides further context to the terms "consistently and unjustifiably fails to attend" and the process to be followed. The procedure was developed and approved by the Council of Governors.
C.4.10	<p>In addition, it may be appropriate for the process to provide for removal from the council of governors if a governor or group of governors behaves or acts in a way that may be incompatible with the values and behaviours of the NHS foundation trust. NHS England's model core constitution suggests that a governor can be removed by a 75% voting majority; however, trusts are free to stipulate a lower threshold if considered appropriate. Where there is any disagreement as to whether the proposal for removal is justified, an independent assessor agreeable to both parties should be asked to consider</p>	✓	<ul style="list-style-type: none"> The Trust Constitution includes criteria for the disqualification of a Governor and removal from office where their values and behaviours are not compatible with the Trust. As above re. process for removal of a Governor. The Council of Governors Code of Conduct is based on the Nolan Principles and is based on the Trust values. Governors are required to agree to the Code of Conduct on appointment and includes the process to be followed should a Governor breach the Code.

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	<p>the evidence and determine whether or not the proposed removal is reasonable. NHS England can only use its enforcement powers to require a trust to remove a governor in very limited circumstances: where it has imposed an additional condition relating to governance in the trust’s licence because the governance of the trust is such that the trust would otherwise fail to comply with its licence and the trust has breached or is breaching that additional condition. It is more likely that NHS England would have cause to require a trust to remove a director under its enforcement powers than a governor.</p>		
C.4.11	<p>The board of directors should ensure it retains the necessary skills across its directors and works with the council of governors to ensure there is appropriate succession planning.</p>	✓	<ul style="list-style-type: none"> • See Section C.2.1
C.4.12	<p>The remuneration committee should not agree to an executive member of the board leaving the employment of the trust except in accordance with the terms of their contract of employment, including but not limited to serving their full notice period and/or material reductions in their time commitment to the role, without the board first completing and approving a full risk assessment.</p>	✓	<ul style="list-style-type: none"> • To date no Executive Directors have left the Trust outside of the terms of their employment contract.
C.4.13	<p>The annual report should describe the work of the nominations committee(s), including:</p> <ul style="list-style-type: none"> • the process used in relation to appointments, its approach to 	✓	<ul style="list-style-type: none"> • The Annual Report 2024/25 provides details of the Board of Directors Remuneration & Nominations Committee and the Council of Governors Nominations Committee.

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	<p>succession planning and how both support the development of a diverse pipeline</p> <ul style="list-style-type: none"> • how the board has been evaluated, the nature and extent of an external evaluator’s contact with the board of directors, governors and individual directors, the outcomes and actions taken, and how these have or will influence board composition • the policy on diversity and inclusion, including in relation to disability, its objectives and linkage to trust strategy, how it has been implemented and progress on achieving the objectives • the ethnic diversity of the board and senior managers, with reference to indicator nine of the <u>NHS Workforce Race Equality Standard</u> and how far the board reflects the ethnic diversity of the trust’s workforce and communities served • the gender balance of senior management and their direct reports. 		<ul style="list-style-type: none"> • The Annual Report 2024/25 provides details of the Equality Monitoring policies in place. Page 33 provides information relating to the race equality of the workforce, linked with the WRES. • The Annual Report 2024/25 provides a workforce profile, which provides gender and ethnic balance for senior management and their direct reports.
C.5: Development, Information and Support			
C.5.1	All directors and, for foundation trusts, governors should receive appropriate induction on joining the board of directors or	✓	<p>Director induction</p> <ul style="list-style-type: none"> • NED induction is included in NED’s objectives and is monitored and reviewed by Chair

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	<p>the council of governors, and should regularly update and refresh their skills and knowledge. Both directors and, for foundation trusts, governors should make every effort to participate in training that is offered.</p>		<ul style="list-style-type: none"> • NED and ED induction programme and information pack reviewed and updated in line with good practice; induction programme is tailored to the Director's requirements based on skills and experience • All Directors new to the NED role completed the NED induction programme • NEDs are 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 • Executive Directors undertake corporate induction training programme; additional induction and ongoing training requirements will be identified relevant to role. The Executive Director induction is managed through the Trust's Supervision and Appraisal Policy and Procedure. <p>Governor induction</p> <ul style="list-style-type: none"> • Governor induction programme reviewed and included as part of the Governor Learning & Development Schedule and regularly updated taking account of good practice and relevance to the Trust • Governor Induction Handbook based on documents developed by NHS Providers provided to any new Governors. • Individual induction sessions held with new Governors joining the Trust throughout the year due to Governor resignations and Appointed Governors.
C.5.2	<p>The chair should ensure that directors and, for foundation trusts, governors continually update their skills, knowledge and familiarity with the trust and its obligations for them to fulfil their role on the board, the council of governors and committees. Directors should also be familiar with the integrated care system(s) that commission material levels of services from the trust. The trust should provide the necessary resources for its directors and, for foundation trusts, governors</p>	✓	<ul style="list-style-type: none"> • Directors' individual appraisal and performance evaluations undertaken annually. • Directors have individual personal objectives and professional/personal development plans. • Directors have access to training courses/materials as identified in their individual personal development plan • Non-Executive Directors personal development objectives received by Council of Governors Remuneration Committee as part of review/assurance of Non-Executive Directors performance.

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	to develop and update their skills, knowledge and capabilities. Where directors or, for foundation trusts, governors are involved in recruitment, they should receive appropriate training, including on equality, diversity and inclusion, and unconscious bias.		<ul style="list-style-type: none"> The Council of Governors have a Learning & Development Plan, monitored by the Council of Governors Training & Development Committee which identifies a wide range of topics for learning and development. The Plan is regularly reviewed and updated with any new learning requirements. The Council of Governors Nominations Committee receives training in recruitment prior to any NED appointment process as required.
C.5.3	To function effectively, all directors need appropriate knowledge of the trust and access to its operations and staff. Directors and governors also need to be appropriately briefed on values and all policies and procedures adopted by the trust.	✓	<ul style="list-style-type: none"> The induction programme includes details about the Trust, including operations and key issues, for both Board and Council members. The Quality & Performance Scorecard presented to the Board of Directors includes Key Performance Indicators developed to monitor the operational practices of the Trust. The Chairs Report and CEO Report to the Board of Directors / Council Governors provides regular updates on operational matters. Directors and Governors complete service visits to understand the operations of the Trust. The summary reports for the Board of Directors and Council of Governors contain boxes providing the Trust Values and indicating if the report impacts any of the values of the Trust. The Board of Directors and Council of Governors were involved in the development of the values when first implemented. Directors have access to the intranet which includes policies and procedures developed by the Trust. Governors can access policies and procedures through the publication scheme and procedures relevant to the Council are monitored via the Council of Governors Governance Committee and approved by the Council of Governors.
C.5.4	The chair should ensure that new directors and, for foundation trusts, governors receive a full and tailored induction on joining the board or the council of governors. As part of this, directors should seek opportunities to engage with stakeholders, including patients, clinicians and other staff, and system	✓	<ul style="list-style-type: none"> See Section C.5.1 Directors and Governors are invited to attend a wider range of stakeholder meetings and events to engage with stakeholders, this includes constituency meetings, patient forums, Your Voice meetings, ICB meetings, service visits etc. Directors are able to claim expenses through the internal EASY expense system, with NEDs accessing this via the Chairs Office. Governors are able to submit expenses to

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	partners. Directors should also have access at the trust's expense to training courses and/or materials that are consistent with their individual and collective development programme.		the Trust Secretary's Office for any expense incurred whilst undertaking their role of a Governor.
C.5.5	The chair 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"> The appraisal process reviews and agrees training and development needs for each Director. This is undertaken by the Chair (NEDs) and CEO (Executive Directors).
C.5.6	A foundation trust 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"> See Section C.5.2 regarding the Learning & Development Plan.
C.5.7	The board of directors and, for foundation trusts, the council of governors should be given relevant information in a timely manner, form and quality that enables them to discharge their respective duties. Foundation trust governors should be provided with information on ICS plans, decisions and delivery that directly affect the organisation and its patients. Statutory requirements on the provision of information from the foundation trust board of directors to the council of governors are provided in <u>Your statutory duties: a reference guide for NHS foundation trust governors</u> .	✓	<ul style="list-style-type: none"> 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. Annual meeting business schedule in place for Board of Directors and Council of Governors. All Board of Director standing committees and Council of Governors sub-committees have developed a work plan and progress against the plan is regularly monitored Circulation of papers / uploading of papers to the Board Portal requirements detailed in Board of Director and Council of Governors standing orders Directors and Governors able to request information as necessary. Informal confidential briefings prior to each Council of Governors meeting by the Chief Executive Officer Governor Updates distributed regularly to all Governors

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			<ul style="list-style-type: none"> Information on ICS plans, decisions and delivery that directly affect the organisation and its patients are included within reports as relevant to the subject matter.
C.5.8	<p>The chair is responsible for ensuring that directors and governors receive accurate, timely and clear information. Management has an obligation to provide such information but directors and, for foundation trusts, governors should seek clarification or detail where necessary.</p>	✓	<ul style="list-style-type: none"> See section C.5.7
C.5.9	<p>The chair's responsibilities include ensuring good information flows across the board and, for foundation trusts, across the council of governors and their committees; between directors and governors; and for all trusts, between senior management and non-executive directors; as well as facilitating appropriate induction and assisting with professional development as required.</p>	✓	<ul style="list-style-type: none"> This is covered by Sections above relating to the sharing of information, the induction programmes, the relationship between Executive Directors and Non-Executive Directors and communication between the Board of Directors and Council of Governors.
C.5.10	<p>The board of directors and, for foundation trusts, the council of governors should be provided with high-quality information appropriate to their respective functions and relevant to the decisions they have to make. The board of directors and, for foundation trusts, the council of governors should agree their respective information needs with the executive directors through the chair. The information for boards should be concise, objective, accurate and timely, and complex issues should be clearly explained. The board of directors should have complete access to any information about the trust that it deems</p>	✓	<ul style="list-style-type: none"> See Section C.5.7 The Board of Directors Schedule of Business is developed in conjunction with Executive Directors. Standing Committees of the Board of Directors have clear Terms of Reference and clear work plans are currently being developed. The Council of Governors Schedule of Business is discussed with the Chair and the Lead / Deputy Lead Governor when planning the agenda for each Council of Governors meeting. The Lead / Deputy Lead Governor can request any additional items to be added to the agenda following consultation with fellow Governors. Board papers are developed and approved by relevant Board directors to ensure these are concise, accurate and timely. These are reviewed by the Trust Secretary's Office prior to uploading to the Board Portal.

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	necessary to discharge its duties, as well as access to senior management and other employees.		
C.5.11	The board of directors and in particular non-executive directors may reasonably wish to challenge assurances received from the executive management. They do not need to appoint a relevant adviser for each and every subject area that comes before the board of directors, but should ensure that they have sufficient information and understanding to enable challenge and to take decisions on an informed basis. When complex or high-risk issues arise, the first course of action should normally be to encourage further and deeper analysis within the trust in a timely manner. On occasion, non-executives may reasonably decide that external assurance is appropriate.	✓	<ul style="list-style-type: none"> • Non-Executive Directors have the opportunity at Board meetings and standing committee meetings to challenge as well as at Board Development Sessions • All Board standing committees have Non-Executive Director representation and are chaired by a Non-Executive Director. • Advice will be sought from relevant adviser if required as detailed in terms of reference • Any such challenges are recorded in the minutes
C.5.12	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. The decision to appoint an external adviser should be the collective decision of the majority of non-executive directors. The availability of independent external sources of advice should be made clear at the time of appointment.	✓	<ul style="list-style-type: none"> • Independent professional advice is made available at the Trust's expense to directors in respect of critical or significant activities, e.g. audit, Mental Health Act Managers, legal advisors, other specialist advisors • Appointment of advisers in relation to significant transactions is approved by the Board and the process scrutinised by the Audit Committee. • Board of Director Committees are provided with support as identified in their terms of reference • 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)
C.5.13	Committees should be provided with sufficient resources to undertake their duties. The	✓	<ul style="list-style-type: none"> • Board of Director Committees are provided with support as identified in their terms of reference.

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	board of directors of foundation trusts 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"> All Council meetings and committee meetings are supported directly by the Trust Secretary's Office Trust Secretary's Office also provides day to day support to Governors including regular communications and updates, advice, managing queries, etc.
C.5.14	Non-executive directors should consider whether they are receiving the necessary information in a timely manner and feel able to appropriately challenge board recommendations, in particular by making full use of their skills and experience gained both as a director of the trust and in other leadership roles. They should expect and apply similar standards of care and quality in their role as a non-executive director of a trust as they would in other similar roles.	✓	<ul style="list-style-type: none"> Non-Executive Directors have the opportunity at Board meetings and standing committee meetings to challenge and/or to request 1:1 meeting with EDs to seek further clarification/assurance Regular briefing with the CEO with NEDs. All Board standing committees have Non-Executive Director representation and are chaired by a Non-Executive Director. Any such challenges are recorded in the minutes Non-Executive Director skills balance considered in succession planning
C.5.15	Foundation trust governors should canvass the opinion of the trust's members and the public, and for appointed governors the body they represent, on the NHS foundation trust's forward plan, including its objectives, priorities and strategy, and their views should be communicated to the board of directors. The annual report should contain a statement as to how this requirement has been undertaken and satisfied.	✓	<ul style="list-style-type: none"> Public and members meetings (Your Voice) held virtually and face-to-face. The last Your Voice meeting was held in March 2026. Governors invited to participate in discussions for the new EPUT Strategy. The Trust has developed a Membership Strategy which sets-out the priorities to ensure Governors are able to canvass the opinion of Trust members and represent these to the Board of Directors. Annual Report 2024/25 outlines how Governors have 'canvassed' members/public
C.5.16	Where appropriate, the board of directors should in a timely manner take account of the views of the council of governors on the forward plan and then inform the council of governors which of their views have been incorporated in the NHS foundation trust's	✓	<ul style="list-style-type: none"> Governors have been involved in the forward plans of the organisation, included being included in the development of key enabling strategies in the Trust. This has been undertaken as part of stakeholder engagement and Joint Board / Council Seminar Sessions.

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	plans, and explain the reasons for any not being included.		
	The board of directors must have regard to the council of governors' views on the NHS foundation trust's forward plan.	✓	
C.1.17	NHS Resolution's <u>Liabilities to Third Parties Scheme</u> includes liability cover for trusts' directors and officers. Assuming foundation trust 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. 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 given, this can be detailed in the trust's constitution.	✓	<ul style="list-style-type: none"> The Trust Constitution (Section 50) includes information on liabilities for the Board of Directors and Council of Governors in-line with this provision.
SECTION D: AUDIT, RISK & INTERNAL CONTROL			
D.2. PROVISIONS			
D.2.1	The board of directors should establish an audit committee of independent non-executive directors, with a minimum membership of three or two in the case of smaller trusts. The chair of the board of directors should not be a member and the vice chair or senior independent director should not chair the audit committee. The board of directors should satisfy itself that at least one member has recent and relevant	✓	<ul style="list-style-type: none"> The Trust has an established Audit Committee with the membership including three Non-Executive Directors / Associate Non-Executive Directors. The Chair of the Board of Directors is not a member of the Committee. The Chair of the Audit Committee (Elena Lokteva) is not the Vice Chair or the Senior Independent Director. The Terms of Reference provides for at least one member of the Committee to have recent and relevant financial experience. This is currently with the Chair of the Committee (Elena Lokteva).

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	financial experience. The committee as a whole should have competence relevant to the sector in which the trust operates.		<ul style="list-style-type: none"> The Terms of Reference provides for a regular attendance of key individuals to support the Committee to ensure competence relevant to the sector in which it operates, including the Executive Chief Finance Officer.
D.2.2	<p>The main roles and responsibilities of the audit committee should include:</p> <ul style="list-style-type: none"> monitoring the integrity of the financial statements of the trust and any formal announcements relating to the trust's financial performance, and reviewing significant financial reporting judgements contained in them providing advice (where requested by the board of directors) on whether the annual report and accounts, taken as a whole, is fair, balanced and understandable, and provides the information necessary for stakeholders to assess the trust's position and performance, business model and strategy reviewing the trust's internal financial controls and internal control and risk management systems, unless expressly addressed by a separate board risk committee composed of independent non-executive directors or by the board itself monitoring and reviewing the effectiveness of the trust's internal audit function or, where there is not one, considering annually whether there is a need for one and making a recommendation to the board of directors 	✓	<ul style="list-style-type: none"> The Audit Committee Terms of Reference outlines the role and responsibilities of the Committee and covers each of the points included in this provision. Evidence of discussion is included in the minutes of the meeting. The Audit Committee reports to the Board of Directors at each meeting via the Committee Chairs Report, summarising the work of the Committee in the preceding months.

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	<ul style="list-style-type: none"> • reviewing and monitoring the external auditor’s independence and objectivity • reviewing the effectiveness of the external audit process, taking into consideration relevant UK professional and regulatory requirements • reporting to the board of directors on how it has discharged its responsibilities. 		
D.2.3	<p>A trust should change its external audit firm at least every 20 years. Legislation requires an NHS trust to newly appoint its external auditor at least every five years. An NHS foundation trust should re-tender its external audit at least every 10 years and in most cases more frequently than this. These timeframes are not affected by an NHS trust becoming a foundation trust.</p>	✓	<ul style="list-style-type: none"> • The Trust completed a market testing exercise of the External Auditors in 2025/26 and appointed Grant Thornton. The contract is for three-years, with a review every year to confirm re-appointment by the Council of Governors and an option to extend for a further two-years subject to performance review.
D.2.4	<p>The annual report should include:</p> <ul style="list-style-type: none"> • the significant issues relating to the financial statements that the audit committee considered, and how these issues were addressed • an explanation of how the audit committee (and/or auditor panel for an NHS trust) has assessed the independence and effectiveness of the external audit process and its approach to the appointment or reappointment of the external auditor; length of tenure of the current audit firm, 	✓	<ul style="list-style-type: none"> • The Annual Report 2024/25 includes a section on the work of the Audit Committee, which includes significant issues relating to financial statements. • The Annual Report 2024/25 confirms the External Auditors did not complete any non-audit work. The section identifies Ernst & Young as the External Auditors. The section also includes confirmation of re-appointment by the Council of Governors and details of the length and value of the contract. • The Audit Committee completes an annual review of Audit Services and oversaw a market-testing exercise. • The Audit Committee completes an annual review of Audit Services in November 2025 and oversaw a market-testing exercise in January 2026 for the appointment of new External Auditors.

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	<p>when a tender was last conducted and advance notice of any retendering plans</p> <ul style="list-style-type: none"> an explanation of how auditor independence and objectivity are safeguarded if the external auditor provides non-audit services. 		
D.2.5	<p>Legislation requires an NHS trust to have a policy on its purchase of non-audit services from its external auditor. An NHS foundation trust's audit committee should develop and implement a policy on the engagement of the external auditor to supply non-audit services. The council of governors is responsible for appointing external governors.</p>	✓	<ul style="list-style-type: none"> The Standing Financial Instructions (SFI's) include a section on the responsibilities of the External Auditors, which does not provide for any non-audit services to be undertaken. The External Auditors do not currently undertake any non-audit work for the Trust and this is not permitted. The Standing Orders for the Council of Governors provide for the Council of Governors to appoint and remove the External Auditors. The Council of Governors Appointment of the External Auditors procedure sets-out the process to be followed. The Council of Governors appointed new External Auditors at a meeting in January 2026.
D.2.6	<p>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, is fair, balanced and understandable, and provides the information necessary for stakeholders to assess the trust's performance, business model and strategy.</p>	✓	<ul style="list-style-type: none"> The Annual Report 2024/25 provides a section outlining the director's responsibility for preparing the annual report and accounts. The section includes a statement that the Directors consider the annual report taken as a whole as fair, balance and understandable and provides the information necessary for stakeholders to assess the Trust's performance, business model and strategy.
D.2.7	<p>The board of directors should carry out a robust assessment of the trust's emerging and principal risks. The relevant reporting manuals will prescribe associated disclosure requirements for the annual report.</p>	✓	<ul style="list-style-type: none"> The Board Assurance Framework has been developed to identify and assess emerging and principle risks to the Trust achieving its strategic objectives. The framework is regularly discussed by the Executive Team and presented to the Board of Directors, including any mitigation to emerging risks. The Annual Report 2024/25 provides details of the assessments completed to identify and manage risk within the organisation. This includes the identification of significant risks to the achievement of its strategic objectives as at 31 March 2025.

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			<ul style="list-style-type: none"> The Board has reviewed the operation and effectiveness of risk management and internal control arrangements during the year and is satisfied that they were adequate and effective in managing the Trust's principal and emerging risks. (Noting that Internal Audit provide a substantial assurance opinion on the Risk Management Framework in 2025).
D.2.8	<p>The board of directors should monitor the trust's risk management and internal control systems and, at least annually, review their effectiveness and report on that review in the annual report. The monitoring and review should cover all material controls, including financial, operational and compliance controls. The board should report on internal control through the annual governance statement in the annual report.</p>	✓	<ul style="list-style-type: none"> As above regarding the Board Assurance Framework and annual report information, which also includes reviewing internal controls relating to quality governance. The Annual Report (Page 153) provides the Annual Governance Statement and includes all material controls, including financial, operational and compliance controls. Having reviewed the effectiveness of the Trust's risk management and internal control systems, the Board is satisfied that appropriate arrangements were in place during 2025/26 to identify, assess and manage principal and emerging risks. (Noting that Internal Audit provide a substantial assurance opinion on the Risk Management Framework in 2025). External assessments, including the NHS Oversight Framework and Provider Capability Assessment, are considered alongside internal assurance to inform the Board's assessment of principal and emerging risks.
D.2.9	<p>In the annual accounts, the board of directors should state whether it considered it appropriate to adopt the going concern basis of accounting when preparing them and identify any material uncertainties regarding going concern. Trusts should refer to the DHSC group accounting manual and NHS foundation trust annual reporting manual, which explain that this assessment should be based on whether a trust anticipates it will continue to provide its services in the public sector. As a result, material uncertainties over a going concern are expected to be rare.</p>	✓	<ul style="list-style-type: none"> The Annual Report 2024/25 (Page 21 provides a statement concluding the adoption of the going concern basis of accounting when preparing the annual accounts. The statement identifies any material uncertainties considered when making the statement.

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SECTION E: REMUNERATION			
E.2. PROVISIONS			
E.2.1	<p>Any performance-related elements of executive directors' remuneration 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. In designing schemes of performance-related remuneration, the remuneration committee should consider the following provisions.</p> <ul style="list-style-type: none"> • Whether the directors should be eligible for annual bonuses in line with local procedures. If so, performance conditions should be relevant, stretching and designed to match the long-term interests of the public and patients. • Pay-outs or grants under all incentive schemes should be subject to challenging performance criteria reflecting the objectives of the trust. Consideration should be given to criteria that reflect the performance of the trust against some key indicators and relative to a group of comparator trusts, and the taking of independent and expert advice where appropriate. • Performance criteria and any upper limits for annual bonuses and incentive schemes should be set and disclosed, and 	✓	<ul style="list-style-type: none"> • There were no performance-related elements of Executive Director remuneration for 2025/26. • The Board of Directors Remuneration and Nominations Committee agreed to consolidate the contractual due payment in place for the CEO into their overall salary. The last contractual due payment was agreed for Quarter 4 2024/25. • The Terms and Conditions for the Non-Executive Directors are set by the Council of Governors Remuneration Committee and Council of Governors. The Terms and Conditions are standard and any changes are approved by the Remuneration Committee, in line with any adjustment to remuneration.

Code	Provision	Comply	Narrative 2025-26
	<p>must be limited to the lower of £17,500 or 10% of basic salary.</p> <ul style="list-style-type: none"> For NHS foundation trusts, non-executive terms and conditions are set by the trust's council of governors. The remuneration committee should consider the pension consequences and associated costs to the trust of basic salary increases and any other changes in pensionable remuneration, especially for directors close to retirement. 		
E.2.2	<p>Levels of remuneration for the chair and other non-executive directors should reflect the <u>Chair and non-executive director remuneration structure</u>.</p>	-	<ul style="list-style-type: none"> The Council of Governors agreed to adopt the principles of the Chair and Non-Executive Director Remuneration Structure Framework when setting remuneration levels, whilst not being bound to any previous decision of the Council in the setting of future remuneration. The Council of Governors Remuneration Committee considers the framework when agreeing any adjustment to Chair / NED Remuneration. However, it should be noted the framework has not been updated since 2019 and does not consider any recommended annual uplift from NHS England. The remuneration of the Chair is set using the table included in the Framework considering the annual turnover of the Trust. The Council of Governors utilised this table and other relevant information to determine the remuneration of the Chair for the recent recruitment process. The remuneration of the Non-Executive Directors was originally set in line with the framework, with an adjustment to the uplift recommended to ensure it reflected the additional time commitment of the Vice Chair and Chair of the Audit Committee. There have been no changes to NED remuneration for 2025/26.
E.2.3	<p>Where a trust releases an executive director, e.g. to serve as a non-executive director elsewhere, the remuneration disclosures in</p>	✓	<ul style="list-style-type: none"> Executive Directors are required to make annual declarations of interest which would identify any positions held such as a non-executive director role.

Code	Provision	Comply	Narrative 2025-26
	the annual report should include a statement as to whether or not the director will retain such earnings.		<ul style="list-style-type: none"> If an Executive Director is released to serve as a Non-Executive Director of another organisation, a statement would be included in the Annual Report as required.
E.2.4	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. The aim should be to avoid rewarding poor performance. Contracts should allow for compensation to be reduced to reflect a departing director's obligation to mitigate loss. Appropriate claw-back provisions should be considered where a director returns to the NHS within the period of any putative notice.	✓	<ul style="list-style-type: none"> The responsibility for the approval of termination of employment arrangements and / or making of any extra contractual payments to Executive Directors is within the remit of the Board of Directors Remuneration & Nominations Committee and referenced in the Terms of Reference. During the year, no extra contractual payments have been made to Executive Directors following termination of employment.
E.2.5	Trusts should discuss any director-level severance payment, whether contractual or non-contractual, with their NHS England regional director at the earliest opportunity (severance payment includes any payment whether included in a settlement agreement or not, redundancy payment, a secondment arrangement, pay in lieu of notice, garden leave and pension enhancements).	✓	<ul style="list-style-type: none"> The MARS arrangements as highlighted above were discussed with NHS England prior to implementation.
E.2.6	The board of directors should establish a remuneration committee of independent non-executive directors, with a minimum membership of three. The remuneration committee should make its terms of reference available, explaining its role and the authority delegated to it by the board of directors. The	✓	<ul style="list-style-type: none"> The Trust has an established Remuneration & Nominations Committee that includes all Non-Executive Directors as members. The Terms of Reference for the Committee sets-out the roles and responsibilities for the Committee. The Executive Chief People Officer attends the meeting from time-to-time as required to provide HR advice and is outlined in the Terms of Reference.

Code	Provision	Comply	Narrative 2025-26
	board member with responsibility for HR should sit as an advisor on the remuneration committee. Where remuneration consultants are appointed, a statement should be made available as to whether they have any other connection with the trust.		<ul style="list-style-type: none"> The Trust has not used remuneration consultants.
E.2.7	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 board should define senior management for this purpose and this should normally include the first layer of management below board level.	✓	<ul style="list-style-type: none"> The Remuneration & Nomination Committee Terms of Reference provides the remit of the Committee, including setting remuneration for Executive Directors, including pension rights and any compensation payments. The Terms of Reference includes for the remit of the Committee the level and structure of remuneration for very senior managers (VSM's).
E.2.8	The council of governors is responsible for setting the remuneration of a foundation trust's non-executive directors and the chair.	✓	<ul style="list-style-type: none"> The Council of Governors Remuneration Committee is responsible for agreeing the remuneration for the Chair and Non-Executive Directors. Recommendations are made to the Council of Governors for approval.

Summary

Based on the assurance provided through this end of year review, the Board of Directors is satisfied that the Trust's governance arrangements have been effective in supporting the delivery of high-quality care, sound financial stewardship and accountability during 2025/26

As Chair of the Board of Directors, I confirm that this End of Year Review has been considered and approved by the Board. On behalf of the Board, I am satisfied that the Trust has applied the principles of the Code of Governance for NHS Provider Trusts and complied with its provisions during the year ended 31 March 2026. The Board remains committed to strengthening governance arrangements further during 2026/27, particularly in support of system working, organisational culture and effective stewardship of public resources.

Signed on behalf of the Board of Directors:

Hattie Llewelyn-Davies

Chair

Date: [insert date]

On behalf of the Council of Governors, I acknowledge that the Council has considered this End of Year Review and noted the Board of Directors' assurance regarding compliance with the Code of Governance for NHS Provider Trusts for the year ended 31 March 2026.

Stuart Scrivener

Lead Governor

Date: [insert date]

SUMMARY REPORT	COUNCIL OF GOVERNORS			20 May 2026		
	PART 1					
Report Title:	NHS England Self-Certification for 2025/26: Governor Training					
Report Lead:	Chris Jennings, Assistant Trust Secretary					
Report Author(s):	Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:	Council of Governors Training and Development Committee 9 April 2026					
Level of Assurance:	Level 1		Level 2	✓	Level 3	

Purpose of the Report		
This report provides the Council of Governors with action taken to agree the statement detailing the learning and training completed by Governors in 2025/26 to support the Board of Directors' self-certification for NHSE	Decision	✓
	Discussion	
	Information	

Recommendations/Action Required
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> 1 Note the contents of this report. 2 Agree the statement detailing the learning and training completed by Governors in 2025/26 to support the Board of Directors self-certification.

Summary of Key Issues
<p>Usually, NHS Foundation Trusts are required to make annual self-certifications to NHSE under the requirements of the NHS (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"> • “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.” <p>NHSE 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"> • <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> <p>The Trust developed a Learning and Development Plan, identifying key learning topics to support Governors undertaking their role. The plan is overseen by the Council of Governors Training and Development Committee, to receive assurance that the plan is being delivered and considering any new training requirements as the year progresses.</p> <p>For 2025/26, the Governors have had the opportunity to attend 25 individual learning sessions, incorporating a wide range of subjects. The sessions included key areas to support Governor learning, including:</p> <ul style="list-style-type: none"> • Strategy (Community First, Green Plan) • Service Highlights / Patient Stories (Service User Network (SUN), Together with Baby) • Information to support holding NEDs to account (Lampard Inquiry, Fundamentals of Care). <p>New Governors elected in 2025 were provided with a bespoke induction programme, including an introduction to EPUT, introduction to services, core skills for the Governor role and a Team Building session. The induction programme was also open to existing Governors to provide a refresh to their skills and knowledge. Governors also received an updated Induction Handbook, providing key details of the Trust and information about the role of a</p>

Governor and the Council of Governors. The handbook and presentation slides allowed for Governors unable to attend the all the sessions to receive the learning.

In addition to the learning sessions, Governors also received the following:

- Weekly Governor Updates, providing a range of learning items including Wednesday Weekly, press releases and feedback from fellow Governors for any events they have attended.
- The Chair presents a report to the Council of Governors, providing details of any activity undertaken by the NEDs and any new guidance published which impacts the Council and wider Trust. Subject matter experts also present reports to the Council on a range of subjects, such as PLACE, External Auditors Annual Report, CQC updates etc.
- Governors meet with the CEO privately prior to the Council of Governors meeting to discuss any key activity / information. Governors have the opportunity to raise any queries or concerns directly to the CEO. The CEO also produces a formal report for the Council, providing key updates from Executive Directors and operational activity.
- Governors have the opportunity to visit Trust services, through Quality Assurance Visits (QAV) and PLACE visits. This provides Governors the opportunity to learn about the services provided and speak with staff, patients and families about their experiences.
- Governors meet informally with the Chair and NEDs to discuss a range of topics and raise any queries or concerns directly.
- Governors have the opportunity to attend Board meetings and are provided with Board papers, including presentations.
- The Board of Directors and Council of Governors have Joint Seminar session twice per year, discussing topics such as the cultural review, Community First Strategy and Neighbourhood Health.
- Governors receive invites to a range of learning events and sessions throughout the year.

The learning opportunities described above provide support in confirming the Trust has met the requirement to ensure Governors receive training and information to undertake their role. Therefore, the Council of Governors is asked to support the Board of Directors in making this determination.

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

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

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

Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	
Data quality issues	
Involvement of Service Users/Health watch	
Communication and consultation with stakeholders required	
Service impact/health improvement gains	
Financial implications	
Governance implications	✓
Impact on patient safety/quality	
Impact on equality and diversity	

Equality Impact Assessment (EIA) Completed?	YES/NO	If YES, EIA Score	
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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"> NHSE/I Self-Certification 			✓

Acronyms/Terms Used in the Report			
CoG	Council of Governors	NEDs	Non-Executive Directors
NHSE	NHS England	PLACE	Patient-led Assessment of the Care Environment
QAV	Quality Assurance Visits		

Supporting Documents and/or Further Reading

Lead
Chris Jennings Assistant Trust Secretary

SUMMARY REPORT	COUNCIL OF GOVERNORS			20 May 2026		
	PART 1					
Report Title:	Council of Governors Sub-Committee Terms of Reference					
Report Lead:	Chris Jennings, Assistant Trust Secretary					
Report Author(s):	Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:	CoG Training and Development Committee 9 April 2026 CoG Governance Committee 1 May 2026					
Level of Assurance:	Level 1		Level 2	✓	Level 3	

Purpose of the Report		
This report provides the Council of Governors Terms of Reference for the Governance Committee and Training & Development Committee for annual review.	Decision	✓
	Discussion	
	Information	

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

Summary of Key Issues
The Terms of Reference for the following Council of Governors sub-committees are due for annual review: <ul style="list-style-type: none"> • Governance Committee • Training & Development Committee <p>The Terms of Reference have been reviewed by the relevant sub-committee and no changes are recommended. The Council of Governors is asked to approve the reviewed Terms of Reference attached to this report.</p>

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

CoG	Council of Governors		
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Supporting Documents and/or Further Reading

Governance Committee Terms of Reference
Training & Development Committee Terms of Reference

Lead

Chris Jennings Assistant Trust Secretary

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

Overall Purpose of Committee

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

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

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

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

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

Monitoring of Effectiveness:

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

a summary report together with the results of other standing committees to the Council of Governors

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

6 Sub Groups / Working Groups:

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

7 Membership:

- 7.1 Eight (8) Governors
- 7.2 Members of the Committee may nominate an alternative to attend in their absence. This individual will have the same role, responsibilities and authority as a substantive Committee member
- 7.3 Governors on a reserve list or who express an interest to join the Committee will be invited to attend and participate in Committee meetings but may not vote unless they are acting as an alternative for a substantive Committee member
- 7.4 Appointments to the Committee will be made in line with the Committee Membership procedure and having due regard to the Trust's Equality & Diversity Policy.

8 In Attendance:

Trust Secretary Office (minute taker)

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

9 Support to Committee:

Trust Secretary Office

10 Quorum:

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

11 Reporting and Minutes:

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

available to the Council on request

11.2 The Committee will report in writing to the Council on an annual basis as a minimum and as required should any risk be identified by the Committee or the Council of Governors.

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

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

12 Frequency of Meetings:

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

13 Approval Dates:

August 2018, February 2019, February 2020, February 2021, February 2022, February 2023, February 2024, February 2025, April 2026

14 Frequency of Review:

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

15 Next Review Date:

April 2027 (annually).

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

Overall Purpose of Committee

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

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

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

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

- | | |
|-----------------------------|--|
| 1 Name of Committee: | Council of Governors Training & Development Committee |
| 2 Chair: | <p>2.1 The Committee will elect a Chair from its membership the role of Chair will be reviewed annually.</p> <p>2.2 In the absence of the Training & Development Committee Chair, the remaining members present will elect one of their number to chair the meeting.</p> |
| 3 Reporting to: | The Council of Governors (Council) |
| 4 Authority: | <p>4.1 The Training & Development Committee (Committee) is constituted as a sub committee of the Trust's Council. Its constitution and terms of reference are set out below and are subject to regular review and approval by the Council</p> <p>4.2 The Committee is authorised by the Council to act within its terms of reference. All members of the Council and/or staff are requested to co-operate with any request made by the Committee</p> <p>4.3 The Committee will act in accordance with the <i>Code of Governance for NHS Providers</i> and current best practice</p> <p>44 The Committee does not have any delegated authority.</p> |

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

5 Functions:

General Duties:

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

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

Monitoring of Effectiveness:

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

6 Sub Groups / Working Groups:

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

7 Membership:

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

to attend in their absence. This individual will have the same role, responsibilities and authority as a substantive Committee member

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

8 In Attendance:

8.1 Trust Secretary Office (minute taker)

8.2 Other persons may be invited to attend a meeting to assist in deliberations.

9 Support to Committee:

The Trust Secretary Office.

10 Quorum:

10.1 The quorum necessary for the transaction of business is three (3) members

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

11 Reporting and Minutes:

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

11.2 The Committee will report in writing to the Council after each meeting

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

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

12 Frequency of Meetings:

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

13 Approval Dates:

August 2017, February 2019, April 2019 (minor amendment), February 2020, February 2021, February 2022, February 2023, February 2024, February 2025, May 2026

14 Frequency of Review:

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

15 Next Review Date:

April 2027

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1				20 May 2026	
	Report Title:		Elections to the Council of Governors 2026			
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 2026.	Approval	
	Discussion	
	Information	✓

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

Summary of Key Issues	
<p>The Trust Constitution provides for an elected Governor to hold office for a period of up to three years and shall be eligible for re-election at the end of their term. There are a number of Governors whose term of office ends in September 2026 and will need to seek re-election. There are also a number of vacancies which will be incorporated into the election process.</p> <p>The accompanying report provides details of the current vacancies and the proposed timetable for the Governor Elections 2026.</p>	

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

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

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

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

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

Acronyms/Terms Used in the Report			

Supporting Documents and/or Further Reading
Elections to the Council of Governors Report

Lead
Chris Jennings Assistant Trust Secretary

COUNCIL OF GOVERNORS ELECTIONS 2026**1.0 INTRODUCTION**

The report provides details of the Governor Election programme and timetable for 2026.

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. In 2026 there will be 12 Governor seats available.

The elections will take place to for elected Governors to begin their term on 1 October 2026.

2.2 Timetable

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

Action	Responsibility	Date
Council of Governors informed of Election Plans	Trust Secretary's Office	20 May 2026
Notice of Election / nomination open	Election Company	30 June 2026
Prospective Governor Workshops	Trust Secretary's Office	July 2026
Nominations deadline	Election Company	1 August 2026
Voting Opens	All	31 August 2026
Notice of Poll published	Election Company	31 August 2026
Close of election	All	24 September 2026
Declaration of results	Election Company	25 September 2026
Candidates informed of vote	Trust Secretary's Office	25 September 2026

The above timetable is for illustrative purposes and is subject to discussion with the independent election supplier, who will provide a recommended timetable.

2.3 Prospective Governor Workshops

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

The workshops will be booked for July.

2.4 Constituencies and Council of Governors Vacancies

The table below provides a list of current vacancies for inclusion in the upcoming elections:

Name	Total Seats for Election
Essex Mid & South	4
Gwyn Davies	
Kingsley Edore	
David Finn	
Vacancy	
West Essex, Hertfordshire and Rest of England	3
Biliaminu Yesufu	
Vacancy	
Vacancy	
Staff Clinical	3
Oladipo Ogedengbe	
Vacancy	
Vacancy	
Staff Non-Clinical	2
Vacancy	
Vacancy	
Grand Total	12

3.0 RECOMMENDATION AND ACTION

The Council of Governors is asked to:

- Note the content of the report
- Endorse the election process and promote the elections amongst the Trust Membership.

Report prepared by

Chris Jennings
Assistant Trust Secretary

SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			20 May 2026	
Report Title:		Lead Governor Report				
Executive Lead:		Stuart Scrivener, Lead Governor				
Report Author(s):		Stuart Scrivener, Lead Governor				
Report discussed previously at:						
Level of Assurance:		Level 1	✓	Level 2		Level 3

Purpose of the Report		
This report provides a summary of the key activities undertaken by the Lead Governor and sharing any information and learning identified.	Approval	
	Discussion	
	Information	✓

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

Summary of Key Points	
This report provides a summary of the activities of the Lead Governor over the last few months, including:	
<ul style="list-style-type: none"> • 439 Ipswich Road • CQC Well-Led Inspection • Quality & Excellence Awards • Service Visits / Events • Other Matters 	

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

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

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

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

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

Acronyms/Terms Used in the Report			

Supporting Reports and/or Appendices
Lead Governor Report

Non-Executive Lead:
 <p>Stuart Scrivener Lead Governor Public Governor, Essex Mid & South</p>

LEAD GOVERNOR REPORT**1.0 INTRODUCTION**

This is my latest report as your Lead Governor. In this report, I have set out some key headlines – 439 Ipswich Road, CQC Well-Led Inspection, Quality and Excellence Awards, service visits and other activities.

2.0 KEY HEADLINES**2.1 439 Ipswich Road**

As you would have seen from the recent report to the Board of Directors, the CQC completed an unannounced inspection of 439 Ipswich Road in Colchester. The CQC raised some concerns and asked the Trust to undertake urgent actions and respond to the CQC by the 30 April 2026 with the action taken. At the Board meeting where this was discussed, I asked the following question

“I would welcome hearing your understanding of this notice. Could you talk us through your reflections on what the warning means, how you have assured yourselves of the issues it raises, and how you intend to gain ongoing assurance that the necessary improvements are delivered?”

The response I received from the Board provided me a good assurance that immediate action was being taken to address the issues identified. This included changes to local leadership and the implementation of further measures to improve oversight and safety. Richard Spencer and Ann Sheridan have both visited the site to review the situation directly and provided further assurance that positive progress had been made. I have also requested to attend the site to provide additional assurance. I'd be happy for any Governor to join me, so please let me know if you are interested.

2.2 CQC Well-Led Inspection

As you will know there has been a recent well led inspection across the trust. The Care Quality Commission (CQC) “Well-Led” inspection assesses how effectively an organisation is led, managed and governed, and whether its leadership supports the delivery of high-quality, safe and sustainable care. It focuses on areas such as vision and strategy, organisational culture, leadership capability, governance arrangements, and how risks are identified and managed. The inspection considers evidence from a range of sources, including engagement with staff, partners and Governors, to form an overall judgement on the effectiveness of leadership within the Trust.

The CQC were keen to hear from Governors and we participated in a dedicated session with the CQC as part of the inspection process. Governors were invited to respond to a range of questions and share their perspectives on the effectiveness of the Trust's leadership.

The discussion enabled Governors to provide open and balanced feedback, reflecting collective experiences and insights. This contribution forms an important element of the evidence considered by the CQC in developing a rounded assessment of leadership across the Trust.

The Council of Governors may wish to note the importance of this engagement and consider how any emerging themes or feedback will be communicated and acted upon.

2.3 Quality and Excellence Awards

The Trust's annual Quality and Excellence Awards took place on 19 March, providing an opportunity to recognise and celebrate the outstanding contributions of staff, teams, partners and volunteers across the organisation. The awards are aligned to the Trust's vision, values and strategic objectives, and are designed to highlight those who deliver high-quality, compassionate care and make a meaningful difference to patients and communities.

The event showcased a wide range of achievements across multiple categories, reflecting excellence in areas such as patient care, safety, leadership, partnership working and innovation.

It is also noted that a Governor, Jason Gunn, was highly commended in the Outstanding Volunteer Award category, recognising his contribution and commitment – Well done Jason!

3.0 SERVICE VISITS / ACTIVITY

3.1 Visit to the C&E Centre, Chelmsford (11 March 2026)

I visited the C&E Centre, along with Hattie Llewellyn-Davies. We visited as part of Hattie getting out and about visiting sites across the Trust. My objective was to gain a better understanding of how inpatient services interface with community teams. We heard valuable insights about the current pressures facing services, including limitations in clinical space at the C&E Centre and the impact of inpatient bed shortages on community teams. Staff spoke candidly about the need for greater parity between community and inpatient services, as well as the importance of maintaining a proactive and innovative approach to service delivery.

We were particularly struck by the strong team culture, which supports staff motivation but also carries risks of burnout under sustained pressure. Overall, the visit provided a valuable opportunity to better understand both the strengths of the service and the challenges that remain.

I have shared my full feedback via a previous Governor weekly update.

3.2 Joint Board Seminar (6 May 2026)

I attended the recent Board Seminar session alongside fellow Governors, which was well attended and provided a valuable opportunity for engagement and discussion, particularly in relation to community health services and future neighbourhood health developments. There was a good level of discussion and contribution throughout. I hope Governors found the session useful and informative, and I would like to thank everyone who attended and contributed.

4.0 OTHER MATTERS

4.1 Thank you

I recently received an email from Ibraheem Lateef informing me of his resignation. I would like to publicly thank Ibraheem for his contributions during his time on the Council of Governors. We wish Ibraheem success and happiness in the future.

5.0 CONCLUSION

Thank you once again for everything you continue to do as governors. Your time, ideas and commitment are what keep our Council strong and effective.

As always, if you have any questions, ideas, or areas you would like to explore further, please do get in touch. Your perspectives are essential, and I remain committed to ensuring every governor can influence, contribute, and be heard.

**Stuart Scrivener
Lead Governor
Public Governor for Essex Mid and South**

