



Essex Partnership University
NHS Foundation Trust

Council of Governors Meeting

Wednesday 15 February 2023

EPUT

**Meeting of the Council of Governors
Monday 15 February 2023 at 13:45
Microsoft Teams Meeting**

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

CEO Briefing – 13:00

PART ONE MEETING – HELD IN PUBLIC

AGENDA

1	APOLOGIES FOR ABSENCE	SS	Verbal	Noting	13:45
2	DECLARATIONS OF INTEREST	SS	Verbal	Noting	
3	MINUTES OF THE MEETING (PART 1) HELD ON 7 NOVEMBER 2022	SS	Attached	Approval	
4	ACTION LOG AND MATTERS ARISING	SS	Attached	Noting	
Therapy for You (IAPT) Kerry Coker, Associate Clinical Director of Psychological Services (IAPT)					13:50
5	STANDING REPORTS				14:05
(a)	Report from the Chair	SS	Attached	Noting	
(b)	Chief Executive Officer Report	PS	Attached	Noting	
(c)	Annual Reports from the Chairs of the Board of Directors Standing Committees				
	(i)	Audit Committee	JW	Attached	
	(ii)	Finance & Performance Committee	LL	Attached	Noting
6	ITEMS FOR DECISION				14:30
(a)	Council of Governors Involvement in the Appointment of the Chief Executive Officer (CEO)	CJ	Attached	Approval	
(b)	Governance Committee Annual Report and Terms of Reference	JJ	Attached	Approval	
(c)	Remuneration Committee Annual Report and Terms of Reference	JJ	Attached	Approval	
(d)	Training & Development Committee Annual Report and Terms of Reference	PG	Attached	Approval	
7	ITEMS FOR DISCUSSION				
(a)	Code of Conduct for the Council of Governors	CJ	Attached	Discussion	15:00
8	ITEMS FOR NOTING				
(a)	Quality Account 2022/23 – Briefing Report	NH	Attached	Noting	15:10

(b)	Trust Constitution Review Extension	CJ	Attached	Noting	
(c)	Membership / Your Voice	MD	Attached	Noting	
(d)	Elections to the Council of Governors 2023	CJ	Attached	Noting	
(e)	Changes to the Council of Governors and Membership of its Committees	CJ	Attached	Noting	
(f)	Lead / Deputy Lead Governor Report	JJ / PM	Attached	Noting	
(g)	NHS Providers Governor Advisory Committee	JJ	Attached	Noting	
9	ANY OTHER BUSINESS				15:30
10	QUESTION & ANSWER SESSION FROM MEMBERS OF THE PUBLIC				
11	RESOLUTION Members of the public are excluded from Part 2 Council of Governors meeting having regard to commercial sensitivity and/or confidentiality and/or personal information and/or legal professional privilege in relation to the business to be discussed				15:45
12	DATE AND TIME OF NEXT MEETING Monday 22 May 2023 (13:00)				
13	DATES OF FUTURE MEETINGS 24 August 2023 (14:00) 13 December 2023 (14:00)				

Professor Sheila Salmon
Chair

**Minutes of the Council of Governors Meeting Held in Public
On Monday 7 November 2022
Microsoft Teams**

Attendees:

Prof Sheila Salmon (SSa)	Chair of the Trust (Chair of the meeting)
David Bamber (DB)	Public Governor, West Essex & Hertfordshire
Keith Bobbin (KB)	Public Governor Essex Mid & South
Lara Brooks (LB)	Staff Governor, Non-Clinical
Dianne Collins (DC)	Public Governor Essex Mid & South
Mark Dale (MDa)	Public Governor Essex Mid & South
Councillor Mark Durham (MDu)	Appointed Governor Essex County Council
Pippa Ecclestone (PE)	Public Governor West Essex & Hertfordshire
Paula Grayson (PG)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
Sharon Green (SG)	Staff Governor, Clinical
Jason Gunn (JG)	Public Governor, West Essex & Hertfordshire
John Jones (JJ)	Public Governor Bedfordshire, Luton & Milton Keynes & ROE
Megan Leach (ML)	Public Governor, Essex Mid & South
Pam Madison (PM)	Public Governor, Essex Mid & South
Cllr. Shane Ralph (SR)	Appointed Governor, Thurrock Council
Tracy Reed (TR)	Staff Governor Clinical
Stuart Scrivener (SSc)	Public Governor Essex Mid & South
David Short (DS)	Public Governor North East Essex & Suffolk
Susan Tivy-Ward (SW)	Public Governor, Essex Mid & South
Dr, Edwin Ugoh (EU)	Staff Governor, Clinical
Paul Walker (PW)	Staff Governor Non-Clinical
Cort Williamson (CW)	Public Governor, North East Essex & Suffolk

In attendance:

Dr. Mateen Jiwani (MJ)	Non-Executive Director
Manny Lewis (ML)	Non-Executive Director
Loy Lobo (LL)	Non-Executive Director
Janet Wood (JW)	Non-Executive Director
Paul Scott (PS)	Chief Executive Officer
Alex Green (AG)	Executive Chief Operating Officer
Denver Greenhalgh (DG)	Senior Director of Governance
Prof. Natalie Hammond (NH)	Executive Nurse
Nigel Leonard (NL)	Executive Director of Major Projects
Trevor Smith (TS)	Executive Chief Finance & Resources Officer
Zephan Trent (ZT)	Executive Director of Strategy, Transformation and Digital
Marcus Riddell (MR)	Senior Director of Organisational Development
Chris Jennings (CJ)	Assistant Trust Secretary
Clare Sumner (CS)	Trust Secretary Administrator
Sarah Lomax (SL)	Deloitte
Debbie Hanson (DH)	Ernst & Young

037/22 WELCOME TO NEW GOVERNORS / APOLOGIES FOR ABSENCE

Signed Date

Jared Davis
Julia Hopper
Elizabeth Rotherham
Dr. Rufus Helm

Staff Governor, Clinical
Public Governor, Essex Mid & South
Public Governor, Essex Mid & South
Non-Executive Director

SSa welcomed everyone to the meeting and welcomed a number of newly elected Governors attending the first Council meeting.

038/22 DECLARATIONS OF INTEREST

SR declared he was the Chair of a Health Overview Scrutiny Committee (HOSC). MD declared he was a Public Governor for North East London NHS Foundation Trust (NELFT).

SSa thanked both for the declarations and advised there were no items on the agenda where there was likely to be a conflict.

039/22 MINUTES OF THE MEETING (PART 1) HELD ON 6 JUNE 2022

The minutes of the meeting held on the 6 June 2022 were agreed as an accurate record.

040/22 ACTION LOG AND MATTERS ARISING

The action log following the meeting held on the 6 June 2022 was reviewed. DG provided updates to two actions. The first related to the development of a template for Board Standing Committee assurance reports. DG advised she would review and bring an update to the next meeting.

The second action related to the undertaking of an audit for the serious incident local indicator. DG advised an internal audit had been undertaken against the Patient Safety Incident Response Framework (PSIRF) and the report would be presented to the next Council of Governors meeting.

PRESENTATION: TIME TO CARE

PS introduced a presentation on the project entitled "Time to Care". PS highlighted the current national staffing issues and the importance of ensuring staff are given the time and capacity to care for patients, by reviewing processes which take up considerable staff time. PS advised Deloitte was taking the project forward, with EPUT as partners. The project therefore was not being completed and then applied to staff, but working in conjunction with staff to complete the project. PS introduced SL who was leading on the project for Deloitte's to deliver the presentation.

SL delivered a presentation on Time to Care, covering the following areas:

- Background to the project, including risks to achievement and an approach to change.
- How will Time to Care Drive Change?
- The timeline for the programme and an overview of progress to date.

JJ commented on the increasing trend towards integrated care and collaborative working (Integrated Care Boards etc.). JJ asked how the project would work in this context. NH advised workforce was a subject discussed at every ICS / ICB meeting. The project was

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looking to be a proactive approach to workforce issues by EPUT, which may push other system members to undertake similar projects. ZT advised the project was supportive of the strategies of the ICS / ICB's as it was looking at giving staff more time to care for patients.

PG commented having previously read national workforce strategies these seemed to only consider nursing staff. She was glad to see the project seemed to be considering other staffing groups. SL advised the project was building on national workforce strategies, but was looking at a multi-disciplinary approach which met the needs of patients.

PE noted stage two of the project referred to a Lived Experience Involvement Group and asked if this was for staff (in terms of experience with the project), patients / service users or both. SL advised staff were involved in all aspects of the project, however, the Lived Experience Group was specifically for patients, service users, carers and families. The group was currently being established and would review and evaluate the project as it progressed.

DB commented he had experience with inpatient and community health facilities and knew of the importance of staff having time to speak with patients. He had noticed recently was staff using more digital technology on both wards and in the community, with staff potentially having less time to speak with patients as a result. DB asked how this would be considered as part of the project. SL agreed technology could be a powerful tool, but there was risk staff could spend more time on digital systems than speaking with patients. SL advised it was a balancing act and the project would work closely with staff in the design of any digital systems to make them user friendly, more automated and to remove the burden of technology to allow more time to spend with patients.

MD commented he was involved in the Lived Experience Involvement Group for the Mental Health Emergency Department. MD commented individuals from the Time to Care project had joined the group to see how the project would impact the urgent care department. MD felt it was a good news item that had patients / services users at the heart.

SSa thanked SL for the presentation and requested Governors are provided with updates as the project progresses.

SL left the meeting.

041/22 REPORT FROM THE CHAIR

SSa presented a report providing an update in support of Governors holding the Non-Executive Directors to account for the performance of the Board and to provide an understanding of the work of the Non-Executive Directors. SSa noted Amanda Sherlock and Alison Rose-Quirie had now left the Trust and thanked them for their commitment and contribution during their terms of office.

PE noted the report reference in the report to cyber security concerns and asked for more details. JW advised there had been a cyber-security incident in August 2022 which had affect financial and procurement systems. JW advised everything was now back to normal and business continuity plans were enacted to ensure payments were made on time. PE asked whether everything stopped as a result of the incident. JW confirmed finance and procurement systems were paused and everything had to be done manually for a period of time.

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PE noted in MJ's section in the report it referred to importance of harnessing the effort and enthusiasm to encourage clinical and non-clinical colleagues to innovate and work on better data driven processes alongside their communication and more personable attributes. PE asked how that would that be taken forward. MJ highlighted the paragraph above in the report which referred to the inaugural EPUT / ARU conference having a high attendance (over 100 people). At the beginning of any process, it is important to keep the momentum and encourage EPUT / ARU to exchange knowledge. The aim is to shadow / learn and then build research that can help staff delivering care. PE asked whether this can be shared with Governors. SSa advised this could be taken forward as part of an informal session. PS thanked MJ for the work with ARU and advised whilst it is still at an early stage, but ARU regularly attend the EPUT Lab. ZT agreed with points made by PS and added the development of the Trust digital strategy which would support clinical and non-clinical staff in innovation and decision making.

JJ commented the Trust had been cooperating with ARU for a number of years, but it was not always clear how this worked. JJ asked whether more detail could be presented to Governors, such as in an informal meeting, to give more time and depth to the detail. SSa agreed as this was a key line of development and collaboration for EPUT. SSa agreed to consider this for a future seminar session or informal session with Governors.

SSc commented he had been involved in the new style PLACE visits and was looking forward to ongoing discussions. SSa agreed it was good to have feedback and this will come to a future Council meeting.

The Council of Governors received and noted the report.

Action:

- 1. Develop a session with Governors to discuss the relationship between EPUT and Anglia Ruskin University. (CJ)**

042/22 CHIEF EXECUTIVE OFFICER REPORT

PS presented a report providing a summary of key activities and information. PS highlighted the Mental Health Urgent Emergency Care department previously mentioned by MDa. PS said this was something to be celebrated and looked forward to the service opening.

PE commented the Mental Health Urgent Emergency Care Department was great news in terms of the size of the investment. PE noted this was in the Mid and South area and wondered if there was a possibility for similar funding in other areas. PS advised if the MH Urgent and Emergency Care Department worked, this may encourage other areas to adopt similar models. TS advised there was potential for investment in these services in other areas and this would be explored.

JJ commented the support from Crisis Cafes appeared to be declining and this was something the Trust had previously felt were important. JJ asked for any thoughts on these services, especially linked with the Time to Care project. AG advised these were still part of the integrated urgent and emergency care pathway. There are now Crisis Houses which have developed from Crisis Cafes, with the aim of avoiding unnecessary admissions to inpatient services. These have become business as usual, but it may now be time to promote these services more. MD commented the terminology used in South Essex was

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Sanctuary Plus rather than Crisis Houses as there was a desire to move away from the words “crisis” as it more encouraging for people wishing to seek help.

SSa commented on the importance of considering the services provided by EPUT across Essex and agreed with the points made regarding testing services being provided in one part of the Trust, and working with partners to share learning to develop services in other parts of the county.

The Council of Governors received and noted the report.

043/22 REMUNERATION AND NOMINATION COMMITTEE

SS presented a report providing details of the work of the Board of Director Remuneration and Nomination Committee during the period 1 August 2021 to 31 July 2022.

The Council of Governors received and noted the report.

044/22 STANDING ORDERS FOR THE COUNCIL OF GOVERNORS

DG presented a report providing the Standing Orders for the Council of Governors for the required annual review. DG advised the reviewed document had been considered by the Council of Governors Governance Committee that agreed make a recommendation to the Council of Governors for approval. The Standing Orders would be presented to the Board of Directors for formal ratification.

DG advised minor amendments had been made to the document, including the removal of references to Monitor and the use of gender neutral terminology. DG advised there would be a new Code of Governance published by NHS England and an early review may be required of the Standing Orders to consider the new code.

The Council of Governors received, noted the report and approved the Standing Orders for the Council of Governors for presentation to the Board of Directors.

Action:

- 1. Standing Orders for the Council of Governors to be presented to the Board of Directors for final ratification. (DG)**

045/22 COUNCIL OF GOVERNORS MEMBERSHIP COMMITTEE ANNUAL REPORT AND TERMS OF REFERENCE

MDa presented a report providing details of the work of the Council of Governors Membership Committee and presented a reviewed Terms of Reference for approval. MDa thanked Judith Woolley and Michael Waller who had contributed to the Committee significantly over a number of years and had now stepped-down as Public Governors.

MDa highlighted the Your Voice meetings held over the last 12-months. MDa advised the Committee had adopted a co-Chair approach to the Committee, with MDa working closely with SSc.

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

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046/22 CAMHS CQC FINAL REPORT

DG presented a report providing a copy of the EPUT Child and Adolescent Mental Health Wards Inspection report, following an inspection completed by the CQC in March and April 2022. DG advised the Council had previously been briefed informally on the inspection and this was now the formal presentation of the final report. DG advised the Council the CQC rating for the services had improved as a result of the inspection.

DG highlighted six “must do” recommendations where the Trust had breached its own policy or that of the CQC. DG advised an action plan had been developed and as at the end of September 2022 68% had reported as completed. The progress against the action plan will be reported to the Board of Directors.

PG noted some of the points made by the CQC inspectors are areas that have been discussed at Council meetings, such as listening to patients, listening to staff etc. PG asked when a report will be received advising these issues had been resolved. DG advised the action plan was currently on track for completion and the action plan will be shared with the Board of Directors on completion. Governors will receive copies of the final action plan as part of the Board papers.

PE noted the CQC report referencing CCTV footage which issues such as personal use of mobile phones etc. PE asked if the Trust has cameras on all wards or just CAMHS services. AG advised the Trust does not have universal CCTV coverage and there was a phased implementation. AG advised the footage provided a good learning tool if used proactively and in the right way. Combined with body worn cameras, this should identify areas of good practice and learning. PE asked whether the cameras were in communal areas. AG confirmed this was the case.

PE noted the report referring to parents saying they only hear about changes to treatment through their child or upon discharge, with any input. PE asked whether these things should be happening. NH confirmed this had been reported during the visit, but it was also challenged with the CQC and evidence provided showing the communication and involvement of parents. The issue remained in the report as it was reported to the CQC during the inspection by patients. The issue has been included in the action plan and will be taken forward by the action group.

PM noted on page 7 of the report it referred to high levels of bank / agency staff and commented this must be a high cost to the Trust. AG advised lots of work had been done in this area and would be included as part of the Time to Care project. TS advised the aim was to maximise the existing bank workers and have a flexible workforce.

SR asked whether CCTV footage would be available if a patient made a complaint. AG confirmed CCTV footage could be used as a route for evidence / review as part of any complaint. There are clear, robust protocols to limit the number of people that are able to access to footage, with the footage predominantly being used as a safety tool.

SR commented the report showed where things had gone wrong and recommendations that have been made, but did not include what actions have been implemented. SR felt this was something missing off a number of reports. DG advised the report to the Board of Directors

Signed Date

had a full action plan and the completed action plan would be shared with the Board of Directors for formal closure.

The Council of Governors received and noted the report.

047/22 AUDITOR'S ANNUAL REPORT

DH advised EY had issued an unqualified opinion on the financial statements on the 22 June 2022. Following the completion of the report and value for money work the certificate was issued on the 29 June 2022. There were no issues identified as part of the audit work undertaken. In relation to value for money the requirement is to only report by exception and there were no exceptions or issues to note, and therefore no reference in the audit report. DH advised the remainder of the report outlined the significant risk work and areas of focus, noting all procedures were completed with no issues identified. DH provided further details of the value for money work completed.

JJ noted references made to working with ICS's, however, over the years no mention is made of not having any contact with Bedfordshire, Luton and Milton Keynes ICS. JJ asked whether this should be noted in the report or specifically mentioned the Trust does not have any representation in the area but provide a number of services in the area. DH advised this was challenging for the Trust due to the number of external bodies with which it interacts. There were a number of different parties and the Auditors were satisfied the Trust worked proactively with partner organisations. It was not part of the role to review all partner relationships, but was able to engage with key Trust partnership organisations. PS advised it was not appropriate for the Trust to be on the ICS / ICB due to the small level of services provided in the area. The route for the Trust was through the East of England Collaborative, which had good links with Bedfordshire and Luton ICB.

PG thanked DH for the report and commented it summarised the financial outcomes and gives great assurance through the analysis. PG had noted some wording errors in the report, with some of the language written as if from an EPUT perspective, rather than EY. DH thanked PG for the feedback and would review any wording errors. TS advised he was happy to receive any additional comments outside of the meeting.

The Council of Governors received and noted the report.

DH left the meeting.

048/22 ANNUAL REVIEW OF AUDIT SERVICES

JW presented a report providing the annual review of external audit services for 2021/22 financial year. JW advised the usual process at this time of year was for the Council to consider the work of the External Auditors and approve the continuation of them for a further year, subject to satisfactory performance. However, the Council approved the continued appointment of EY for another five-year term (subject to annual re-appointment) at its previous meeting. Therefore, this is an annual review for noting by the Council, with no areas for concern identified.

The Council of Governors received and noted the report.

049/22 MEMBERSHIP / YOUR VOICE

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CJ presented a report providing details of the current membership metrics, details of the Your Voice meeting held on the 29 June 2022 and Annual Members Meeting on the 27 September 2023.

The Council of Governors received and noted the report.

050/22 ELECTION TO THE COUNCIL OF GOVERNORS

CJ presented a report providing the results of the Election to the Council of Governors held in June 2022.

The Council of Governors received and noted the report.

051/22 CHANGES TO THE COUNCIL OF GOVERNORS AND MEMBERSHIP OF ITS COMMITTEES

CJ presented a report providing details of changes to composition, current sub-committee membership and attendance at the Council of Governors.

The Council of Governors received and noted the report.

052/22 15 STEPS VISIT FEEDBACK

CJ presented a report providing feedback from 15 Steps Visits completed by Governors. CJ advised visits had been completed to two services:

- Rainbow Mother and Baby Unit (29 July 2022)
- Plane Ward (CHS Inpatient, 26 August 2022)

CJ advised the feedback had previously been circulated to Governors electronically and was presented here for noting.

The Council of Governors received and noted the report.

053/22 DEPUTY LEAD GOVERNOR ELECTION

CJ provided a verbal update regarding the outcome of the Deputy Lead Governor elections which took place in October 2022. CJ advised the outcome of the election had been communicated to the Council electronically and congratulated PM on her election to the role for a period of two-years. CJ thanked all Governors who had put themselves forward for the role.

The Council of Governors received and noted the verbal update.

054/22 LEAD / DEPUTY LEAD GOVERNOR REPORT

JJ presented a report providing an update on the activities involving the Lead and Deputy Lead Governor. JJ thanked PE for her contribution to the report and her support over the previous two years as Deputy Lead Governor.

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SR commented he had expected an email from the Lead Governor to discuss the Dispatches programme when it aired on Channel 4. JJ advised he had found in the past it was better to work with the Trust Secretary's Office to establish briefings or communications, rather than meeting with individuals separately. JJ advised he would be happy to meet with SR outside of the meeting.

055/22 ANY OTHER BUSINESS

PE thanked members of the Board of Directors for joining the Council meeting and answering questions.

056/22 DATE AND TIME OF NEXT MEETING

The date and time of the next meeting was scheduled for Thursday 8 December 2022 at 4pm. Following discussions with the Lead / Deputy Lead Governor and Chair of the Trust, it was agreed to cancel the meeting due to the close proximity to this meeting. A Part 2 meeting was scheduled for the 14 December 2022 to discuss an important item of business, with the next in public meeting of the Council of Governors scheduled for 15 February 2023 at 1:45pm.

DRAFT

Signed Date

ESSEX PARTNERSHIP UNIVERSITY NHS FT

Council of Governors Meeting
Action Log (following Part 1 meeting held on 7 November 2022)

Lead	Initials	Lead	Initials	Lead	Initials
Chris Jennings	CJ	Denver Greenhalgh	DG		
Gill Mordain	GM				

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
November 041/22	Develop a session with Governors to discuss the relationship between EPUT and Anglia Ruskin University.	CJ	Apr-23	This will be incorporated into the next Joint Board Seminar Session	Open	
November 044/22	Standing Orders for the Council of Governors to be presented to the Board of Directors for final ratification.	DG	Nov-22	Standing Orders approved by the Board of Directors on the 30 November 2022.	Closed	
December 074/21	Develop a template for future Standing Committee assurance reports via the CoG Chair of Sub-Committees meeting	DG (picked up formally in first CoG meeting in March 2022)	Mar-22 Aug-22 Dec-22	<p>This was discussed at the Chair of Sub-Committees meeting in February 2022 and principles for the reports established. This was fed-back to the Chairs of the Board Standing Committees to include in future reports.</p> <p>The Senior Director of Governance and Corporate Affairs will incorporate this into a review of Trustwide governance forums and seek dialogue regarding what these reports should look like going forward.</p>	Open	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
				<p>Update September 2022: This will be taken for discussion to the next Council of Governors Governance Committee.</p> <p>Update February 2023: A new Chair's Exception Report is being developed for the Board of Directors in March 2023. Feedback will be sought on the report after the meeting to determine if a similar report could be used for the Council of Governors.</p>		

Agenda Item No: 5a

SUMMARY REPORT

**COUNCIL OF GOVERNORS
PART 1**

15 February 2023

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

Purpose of the Report

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

Recommendations/Action Required

The Council of Governors is asked to:
1 Note the contents of the report
2 Request any further information or action.

Summary of Key Issues

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

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

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

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

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

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

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

Supporting Documents and/or Further Reading
Main Report

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

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

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

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

Governors will have seen the Open Letter from the Chair of the Essex Mental Health Independent Inquiry, which advised that the Inquiry Team had thus far seen disappointingly low levels of staff engagement and may not be able to fulfil its Terms of Reference. Myself, Paul and Board members continue to support and encourage staff to contact the Inquiry Team to give evidence and additional communication has gone out to staff over the past few weeks, as well as additional Live Staff Briefings to this effect. All Board members have also committed to provide evidence to the Inquiry Team. The Trust has no visibility of who is giving evidence or the nature of that evidence and there is a clear message to staff that no one will suffer any negative consequences at work because of the evidence given. Support mechanisms are also in place and have been re-emphasised to staff. The common aim is to give our patients, service users, families and carers the answers they deserve and to look forward and deliver on our plans to improve the care and services we provide. I am pleased to note that staff are now coming forward in greater numbers.

The NEDs and I were fully engaged and involved in the recent CQC Well Led Inspection visit, which was comprehensive, both in 1:1 interviews and in focus group. I am thankful to Governors for your involvement and support. We await feedback in due course.

As well as attending some statutory committees and chairing the Board Safety and Oversight Group, since the last Council of Governors meeting I have been delighted to host a visit to the Derwent Centre from Paul Burstow, Independent Chair of Herts and West Essex ICB/P, as well as a visit to the Linden Centre from Priti Patel MP. I have also visited the West Essex District Nursing Team and presented two members of staff with the Cavell star nursing award (as reported in my November Board Chair report).

I was delighted to participate in a conversational "Time to Talk" podcast with Mark Dale, public governor for Mid and South Essex, facilitated by our patient experience team.

I was encouraged to note the commencement of taking therapy dogs into our inpatient units and this programme is being trialled and evaluated as we seek to roll out more widely. I have previously been involved with this and the positive value of such an experience has been proven significant with people receiving care and their loved ones. There is so much more that we can be doing to involve our local communities and volunteers and I want to thank the patient experience team for all that they are taking forward in this regard.

I have been proactive in liaising and meeting with my colleague provider chairs, including Mid & South Essex Hospitals FT, Princess Alexandra Hospital, ESNEFT Ipswich and Colchester Hospitals FT, NELFT, Provide. I was able to connect 1:1 with the NHSE Regional Director. I have continued to forge constructive working relationships with ICS independent Chairs and was pleased to welcome Paul Burstow, Independent Chair Herts and west Essex ICB/P to part 2 of the January Board of Directors. I have continued to support our partnership with Anglia Ruskin University and recently joined our Director of Education in a developmental meeting with the

Dean and lead members of his team. I cannot over emphasise that relationships are a pivotal component of effective working and collaboration.

I am delighted that our two new NEDs Jill and Stephen are firmly embedding themselves into the organisation and welcome the vast combined experience and knowledge that they bring to the Trust.

Lastly, I was delighted to be invited by Helen Taylor, Chair of ESNEFT, to act as External Assessor on the panel for the process to appoint both a Non-Executive Director and Associate Non-Executive Director for East Suffolk and North Essex NHS Foundation Trust.

ii) Janet Wood

There have been two Audit Committee meetings since the last Council meeting. Internal Audit are progressing their 2022/23 work programme in line with the agreed plan. I am pleased to advise that most areas have received moderate assurance or better. The recommendations they have been making have been well received by operational managers. Dovetailing with these audits is the work on the Time to Care programme and the review of Standard Operating Practices. As these areas of work come together we should see enhanced systems of internal control which should be reflected in patient and staff experience feedback.

Our current Internal Auditors are in the final year of their contract. We are in the process of completing a tender process market testing both internal audit and counter fraud services. As part of this process some senior operational leaders were involved in the assessments, this is important as internal audit reach out beyond financial systems to look at the wider internal control and risk management environment.

I continue to work with non-executive colleagues in both the SNEE and MSE integrated systems. In SNEE I chair the Significant Investment Group, which is being reviewed and refreshed to add value to the new partnership governance arrangements.

Finally I was interviewed by CQC inspectors as part of their January Well Led review into the trusts governance, managed and leadership arrangements. Inspectors were particularly interested in how the Audit Committee operates, assurance levels, risk management and system finance arrangements.

iii) Rufus Helm

A busy few months as service visits get back into gear:

- Dementia Intensive Support Team (DIST) - a multidisciplinary team that steps in to provide focused and proactive support to individuals and their families to try and prevent hospitalisation
- Canvey Island Community Nursing Team - using innovative models of care and technologies to better support patients and clinicians e.g. MAST (a risk stratification tool), Virtual Wards (more or less what it says on the tin) and a digital tool to track pressure ulcers over time.
- Willow Ward - reeling a little after the Despatches programme, the team are reviewing lessons learned and developing new strategies to support patients.

Other activities have included participation in the re-procurement of our Internal Audit and Fraud Prevention service, working with Adam Whiting on strategies to improve patient engagement with IWantGreatCare and preparation for our CQC Well-Led Review.

iv) Loy Lobo

Since the last report in September 2022, I have had the privilege to visit the facilities at The Lakes and Brockfield House. I had the opportunity to meet staff and service users, and tour the facilities. I also had the opportunity to observe one of the twice-daily sitrep meetings. My key learning from the two visits:

1. We have a dedicated and capable team on the frontline who are proud to be on the EPUT team.
2. Management should be doing a lot more to hire and retain staff. Loss of people and skills to agencies is a particularly sore point that needs to be addressed urgently.
3. There is cautious optimism about the impact of the overseas recruitment drive.
4. Adoption of technology such as body worn cameras needs to be pushed at pace to assure safety and draw better learning from incidents.

More visits are planned for the fourth quarter.

The new format of the Board Assurance Framework (BAF) report is enabling a more informed and thorough discussion of risks at F&P. This was observed to be particularly effective during the January meeting and the whole team is benefiting from seeing all the relevant information on a page.

The committee was also pleased to see the successful completion of the first phase of the International Recruitment programme. It made recommendations for ongoing reporting on the realisation of benefits from this investment, and approved the submission of a business case for Phase 2 of the programme.

v) Manny Lewis

In the period since the last quarter of 2022 to January this year, apart from attendance at Board, F&P, Herts & West Essex Chairs, NED Discussion Group, Education Board, COG and PECC, my other contributions have been:

- A 15 steps visit to the Derwent Centre (Adult Service & Urgent Care)
- Attendance at the MSE Finance & Investment Committee – this was quite an insightful meeting, illustrating how a key System partner makes its key decisions and prioritises. Whilst all governance process can be improved, the transparency in inviting EPUT membership is welcome;
- Met with Charles Hanford, Estates Director, to help shape his presentation to the joint governor/board seminar and to seek some assurance on his legacy before his departure;
- A service visit to Beech Ward, Epping – a very inspiring visit, seeing how our community health services support patients back to independent living following a stroke or other serious illness;
- Supporting the Trust's response to the CQC Well Led inspection through interviews as a NED group and of myself and Loy Lobo representing F&P;
- Shaping the agenda and preparation for a joint workshop in April with the Civil Aviation Authority; this is an exciting initiative supported by Rufus and Natalie to share learning with one of the most respected safety leadership organisations globally.

vi) Mateen Jiwani

As ever we continue to make strong progress but have to be mindful of the challenges that come upon us from both external and local systems pressures and/or incidents. I have now committed to the Charitable Funds Committee and the role of Senior Independent Director role which, brings with it some consistent and additional independent critique working of the trust senior team. This is a journey I am privileged to be on and welcomed the support of the EPUT community.

The People and Culture committee has challenges with workforce and we maintain a level of watchfulness that we will innovate and support delivery on as a wider team. The committee has really become a shaping example of the creativity within EPUT to find new and better ways to serve its population. Similarly the MHS subcommittee as MH champion is just as important and we continue to work on some of the CQC challenges put to us in the recent past.

I have been working closely with the Digital Strategy team to ensure we have a good critical eye on the nature of the Digital propositions in the ever changing landscape whilst advocating inclusion of the wider population who need support on this journey. My work with ARU

continues and the partnership is stronger, with my understanding that several projects are now under way to breed new and exciting treatments/therapies for the future.

Ultimately, this became more important when I was able to do more visits and the Light House being a memorable one. This showed the complex needs and system around some of our services and how we really need to come together to ensure we have some understanding of the patient journeys and the external stakeholdership. In this example; the schools and environments for learning.

vii) Jill Ainscough

I joined the Trust on 30th November and have attended two public Board meetings to date as well as joint governor / board meetings. Given that my background is in other industries, I am concentrating on a comprehensive induction programme with visits so far to The Lodge and Brockfield House. I have been very impressed with the response from staff 'on the front line' and their clear commitment to quality care, and I am very much looking forward to further visits coming up.

viii) Stephen Heppell

As a shiny new NED it has been an exhilarating baptism of fire: getting around the Trust meeting so many cogs in our complex mechanism, understanding something of the history but importantly grabbing hold of the many details needed if, as is my passion for EPUT, we can help everyone to be their very best selves, with hope in their hearts. Obviously I'd already been active around the Trust for over a year, so I do understand some of what is needed. Thus I'm delighted with the progress of the new "learning clubhouse" that is our Wren House; I am assembling some projects using the powerful AI learning engine that is Coursera, and trying to help align our efforts with my understanding of what opportunities the future offers to Health. My last conversation before typing this was (hugely enjoyably) with some of our Governors who asked me very clearly to think outside the box building solutions going forwards. I promise to continue doing just that.

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 Horley
PA to Chair, Chief Executive and NEDs

On behalf of
Professor Sheila Salmon
Chair

Agenda Item No: 5b

SUMMARY REPORT

**COUNCIL OF GOVERNORS
PART 1**

15 February 2023

Report Title:	Chief Executive Officer Report					
Executive/ Non-Executive Lead:	Paul Scott, Chief Executive Officer					
Report Author(s):	Paul Scott, Chief Executive Officer					
Report discussed previously at:	N/A					
Level of Assurance:	Level 1	✓	Level 2		Level 3	

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

Recommendations/Action Required
The Board of Directors is asked to: <ol style="list-style-type: none"> Note the contents of the report

Summary of Key Issues
<p>The report attached provides information in respect of:</p> <ul style="list-style-type: none"> The EPUT Strategic Plan Essex Mental Health Independent Inquiry CQC Well-Led Inspection Changing Futures Rough Sleeping Initiatives Basildon Mental Health Unit – Building Better Healthcare Awards The Essex Neuromodulation Service The Rainbow Unit’s Bariatric Bedroom Disability History Month

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
Main Report

Lead



Paul Scott
Chief Executive Officer

CHIEF EXECUTIVE OFFICER REPORT**1.0 INTRODUCTION**

As the first Council meeting of the year, I would like to take this opportunity to wish all Governors a Happy New Year and to thank them all for the dedication and support they have shown to our patients throughout last year. 2022 presented us with another challenging year with extraordinary pressures as we continued to recover from the impact of the pandemic alongside other internal challenges. Yet, as always, colleagues rose to the challenge and continued to provide care and compassion to some of the most vulnerable people in our communities each and every day. Throughout a time of unprecedented and unrelenting strain, we launched new services, embraced innovative technology, transformed the environments of some of our inpatient wards and strengthened our partnership working – all to provide the best quality care to the communities we serve. I am immensely proud, and full of admiration, of the response and sacrifices made by all colleagues during this time.

2023 will undoubtedly pose new challenges but we remain focussed on ensuring it will be another year of continued transformation for EPUT, releasing more time to care, harnessing new technology and bringing more staff to work on our wards. We will continue to build on our existing strategies with the implementation of our overall Strategic Plan 2023 to 2028, and drive the development of integrated services with our partners across the health, social care and voluntary sectors.

2.0 UPDATES**2.1 Strategic Plan**

Following an extensive engagement programme with service users, carers, families, staff and external partners, the overall Strategic Plan 2023 to 2028 was approved by the Board at last month's meeting. Our ambitious and dynamic plan will have a positive and powerful impact on the communities we serve, focused on transforming our services, developing our workforce and strengthening our partnerships, particularly with our service users and families.

This plan is a result of a significant investment of time and work from our colleagues and partners, and I would like to extend my sincere thanks for all their efforts in developing this hugely exciting and compelling story of EPUT's future direction, which sets out our commitment in delivering our vision "To be the leading health and wellbeing service in the provision of mental health and community care".

2.2 Essex Mental Health Independent Inquiry

The Chair of the inquiry into deaths at Essex Partnership University Trust, Dr Geraldine Strathdee, penned an open letter dated 12 January 2023 raising concerns about the number of current and former staff who have volunteered to give evidence and suggesting this therefore may mean that its terms of reference cannot be met.

From the outset, the Trust put in place arrangements to ensure we were in the best position to serve the inquiry and considered the provision of information in an open and transparent way to be paramount. We fully understand that there is a need to meet the commitment to families, carers and service users who rightly expect answers. We have continued to proactively encourage our staff to engage with the Inquiry and have held a range of sessions encouraging as many staff as possible to come forward and cooperate with the Independent Inquiry. We held a briefing session with Governors on 08 February 2023 to proactively encourage their involvement in the inquiry and answer any questions.

We are offering colleagues support and advice throughout this period whether they choose to engage or not. Safety is and has always been our top priority and is at the forefront of everything we do at EPUT.

2.3 CQC inspection

Last month, CQC conducted a three day Well-led inspection of the trust. Centred on governance, management and leadership, the CQC are focussed on ensuring we are structured to provide high quality care for patients and service users and that we encourage learning and innovation and a fair and open culture.

A number of our Senior Leadership Team, including Non-Executive and Executive Directors and members of our Leadership 50 (L50) were invited to speak to the CQC to reflect on their views and experiences through an approach of openness and transparency.

EPUT is a learning organisation and we know that it is only by sharing our experiences that we can continually improve the services we offer for those who rely on us. This means not only sharing things that have gone well but also where we need to improve and the actions we have put in place to do this. We look forward to the outcome of the visit with their report being published later in the year.

2.4 Changing Futures Rough Sleepers Initiative

A new service that aims to improve the quality of life for rough sleepers is now operating across Chelmsford and Maldon. Working in partnership with Chelmsford, Essex and Maldon Councils, the Changing Futures Rough Sleepers Initiative delivers interventions that support rough sleepers to improve their health and wellbeing, move towards securing accommodation, and provides wraparound health and social care support to help them get back on their feet.

Our Rough Sleeper Mental Health Navigator supports rough sleepers with identified mental health problems, and ensures they receive timely and appropriate support, by facilitating access to physical health services, liaising with the Primary Care Network Mental Health teams and accompanying them to appointments if required.

Similar Rough Sleeper Initiatives operate in Braintree, Epping and Southend, and the Braintree and Epping team recently won a 'Working in Partnership' award at the Essex Housing Awards.

2.5 Basildon Mental Health Unit - Building Better Healthcare Awards

A project to improve accommodation and enhance safety at Basildon Mental Health Unit has won a national award. Funded by the Department of Health and Social Care as part of national fund to remove dormitory accommodation in mental health facilities, the £12.5million project fitted the unit with 16 individual bedrooms, each with a private shower and toilet, Oxehealth technology to monitor patients' vital signs, and custom built furniture with safety features. It also included new therapeutic outside spaces, additional safety features throughout the unit, and a de-escalation room, which has reduced the number of incidents and the need for physical restraint.

The project won the Best Patient Safety Initiative category in the Building Better Healthcare Awards earlier this month. It was also shortlisted in the Best Interior Design and Best External Environment categories.

We are committed to transforming the environments in which we care for our service users as we know it makes a huge difference to their experience. Both service users and staff were instrumental in contributing to the design of the new unit, and this award is recognition for the hard work and dedication they have all shown, resulting in an excellent facility.

2.6 The Essex Neuromodulation Service

I was delighted to be asked to launch The Essex Neuromodulation Service alongside colleagues at the Brentwood Resource Centre. The Essex Neuromodulation Service is the only centre in the region to offer a range of Neuromodulation treatments for patients living with long-term depression for who medication has proven ineffective.

The pioneering new clinic offers Repetitive Transcranial Magnetic Stimulation (rTMS) and Vagus Nerve Stimulation (VNS) alongside the Trust's existing Electroconvulsive Therapy clinics in Colchester, Basildon and Chelmsford, bringing all Neuromodulation treatments under one umbrella service.

It was a pleasure to tour the clinic and hear from a patient whose life has been transformed thanks to Neuromodulation treatment. This is an example of how EPUT are leading the way in providing innovative treatments to those in need.

2.7 Rainbow Unit's Bariatric Bedroom

The first of its kind across England and Wales, a new bedroom for bariatric patients was opened in the Rainbow Mother and Baby Unit at the Linden Centre. The new room, designed with patient safety and comfort in mind, enables a mother in need to receive the care they need prior to giving birth or while caring for her baby on the unit with the support of our staff. I am proud to see that EPUT is leading the way in providing specialist perinatal mental health care for bariatric patients.

2.8 Disability History Month

In December we supported Disability History Month. It was an opportunity to raise awareness and celebrate the achievements of people living with a disability as part of our ongoing work to improve our Workforce Disability Equality Standard (WDES), and ensure EPUT is open, inclusive and a place where everyone feels like they belong.

To mark this we held a range of events throughout the month sharing experiences of staff with disabilities, encouraging leaders to support staff, and guide colleagues on how to use a Reasonable Adjustment Passport.

Our Disability and Mental Health Network has played a key part in supporting staff with disabilities, long term conditions and neurodiversity in the organisation. Our WDES data shows an improvement in staff accessing the formal capability process due to ill health, as well as an increase in staff reporting that their manager has put reasonable adjustments in place to support them in the workplace.

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

		Agenda Item No: 5ci			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	15 February 2023			
Report Title:	Report from the Chair of the Board of Directors Audit Committee				
Report Lead:	Janet Wood, Non-Executive Director, Chair of the Audit Committee				
Report Author(s):	Janet Wood, Non-Executive Director, Chair of the Audit Committee				
Report discussed previously at:					
Level of Assurance:	Level 1	✓	Level 2		Level 3

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

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

Summary of Key Issues
The report provides: <ul style="list-style-type: none"> • An overview of the role of the Audit Committee within the context of Board performance • Identifies the Audit Committee Membership to align with non-executive director role in holding to account for performance of the trust • Confirmation that the Committee met seven times during the period 1 February 2022 to 31 January 2023 <p>As Chair of the Committee, in my opinion, the Audit Committee has discharged its responsibilities as outlined in its terms of reference effectively during this period.</p>

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

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

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

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

Acronyms/Terms Used in the Report			

Supporting Documents and/or Further Reading
Main Report.

Lead

<p>Janet Wood Chair of the Audit Committee</p>

**REPORT FROM THE CHAIR OF THE
BOARD OF DIRECTORS AUDIT COMMITTEE****1 Purpose of Report**

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

2 Summary**2.1 Committee Purpose**

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

The duties of the Committee include:

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

2.2 Membership

The Committee is comprised of:

- Four Non-Executive Directors, one of whom must have relevant and recent financial experience, current membership is Janet Wood (Chair and member with recent / relevant financial experience), Rufus Helm, Mateen Jiwani and Jill Ainscough.

In attendance:

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

In line with agreed procedure, a member of the Council of Governors is in attendance to observe the non-executive directors at meetings (Part 1). Paula Grayson has been our observer and I would like to thank her for her attendance and helpful feedback.

2.3 Review

The Audit Committee met seven times during the period 1 February 2022 to 31 January 2023. All meetings have been held via MS Teams.

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

- **Annual Reports and Accounts** - In early May, in line with best practice, a meeting was held to review the draft Annual Accounts and Report, members gave these a thorough scrutiny. The Committee noted the achievement of both capital and revenue plans, the significant increase in income over the previous year and reviewed accounting policies. The Committee also considered the Going Concern issue, the Annual Governance Statement and the Head of Internal Audit opinion. External Audit carried out an extensive audit and gave a clean opinion on EPUTs Annual Report and Accounts.
- **External Audit Tender** - A market testing process for external audit services took place in March 2022, with EY being appointed following an evaluation panel consisting of Audit Committee members, governors and officers of the Trust.
- **Internal Audit and Local Counter Fraud Services Tender** - A market testing process for internal audit services took place in December 2022, with TIAA being appointed following an evaluation panel consisting of Audit Committee members and officers of the Trust. The contract will commence in April 2023 and handover arrangements are being put in place
- **HFMA Checklist** – All NHS organisation have been mandated to complete the checklist produced by HFMA (Healthcare Financial Management Association) – *Improving NHS financial sustainability; are you getting the basics right?* The checklist covers the following key areas of financial control.
 - business and financial planning
 - budget setting
 - budget reporting and monitoring
 - forecasting
 - cost improvement/efficiency plans
 - board reporting
 - financial governance framework
 - culture, training and development

The completed checklist was subject to review by internal audit. The Audit Committee received and reviewed the self assessed checklist and the subsequent audit. No areas of concern were identified from this work – some areas for improvement were identified and plans are in place to address these.

- **System Finance arrangements** – The Audit Committee has received assurance updates on the governance arrangements for funding and reporting of both revenue and capital under in line with national regime for system finance and planning.

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

Key issue	Commentary/context	Actions
Cyber security (SR06)	A cyber attack my led to system failures and down time, resulting in failure to achieve safety ambitions, compliance and financial and reputational damage	<ul style="list-style-type: none"> • Regular assurance report to Audit Committee • Internal Audit review of arrangements – moderate assurance for

Key issue	Commentary/context	Actions
		design and effectiveness – no high risk recommendations • Managing and Learning from national cyber attack on key financial systems
Independent Inquiry (SR05)	Need to be open, transparent with the correct governance arrangements to	• Regular assurance report to the Audit Committee covering information requests, project plan, risks, learning and costs. • Reporting from Independent Director • Internal Audit Review 4 th Quarter

As Chair of Audit I visited the finance function at Thurrock Community Hospital twice (March and November) this year.

- I met face to face with the finance senior leadership team;
- Walked round finance, procurement and system teams to say hello and thank you;
- Explored with staff the rationale behind the finance restructure, career progression opportunities and team building and development

I also continue to meet privately with both External and Internal Audit representatives in advance of each Audit Committee and our Local Counter Fraud Specialist as necessary.

2.4 Assurance

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

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

In my opinion the Audit Committee has been fulfilling its terms of reference during the period 1 February 2022 to 31 January 2023.

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

3 Action Required

The Council of Governors is asked to:

- 1 Receive and note the report in its purpose of providing assurance that the Council of Governors appointed auditors are discharging their responsibilities to the required standard.

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

Report prepared by:

**Janet Wood, Non-Executive Director
Chair of the Audit Committee
February 2023**

		Agenda Item No: 5cii			
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1		15 February 2023	
Report Title:	Report From The Chair of the Board of Directors Finance & Performance Committee				
Report Lead:	Loy Lobo Non-Executive Director Chair of the Finance & Performance Committee				
Report Author(s):	Loy Lobo Non-Executive Director Chair of the Finance & Performance Committee				
Report discussed previously at:	N/A				
Level of Assurance:	Level 1	✓	Level 2		Level 3

Purpose of the Report	
This report is provided to the Council of Governors by the Chair of the Finance and Performance Committee. It is designed to provide an indication of the effectiveness of the Non-Executive Director membership of the Committee in fulfilling its remit as part of its contribution to the overall performance of the Board. The report covers the period 1 February 2022 to 31 January 2023.	Approval
	Discussion
	Information
	✓

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

Summary of Key Issues
The Committee is responsible for ensuring compliance with any mandatory regulatory guidance, relevant statutory requirements and contractual obligations.
The attached report confirms: <ul style="list-style-type: none"> An overview of the role of the Finance and Performance Committee within the context of Board performance. Identifies the Finance and Performance Committee membership to align with Non-Executive Director role in holding to account for the performance of the Trust. Confirmation that the Committee met ten times during the period 1 February 2022 to 31 January 2023.
As Chair of the Committee, in my opinion the Finance and Performance Committee has fulfilled its terms of reference during the period 1 February 2022 to 31 January 2023.
I can also assure Governors that issues and recommendations identified were escalated to other Committees and the Board as appropriate and that all risks were recorded on the appropriate risk registers.

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

Which of the Trust Values are Being Delivered

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

Supporting Documents and/or Further Reading

Accompanying Report

Lead

Loy Lobo Non Executive Director Chair of the Finance & Performance Committee

**REPORT FROM THE CHAIR OF THE
BOARD OF DIRECTORS FINANCE & PERFORMANCE COMMITTEE****1 Purpose of Report**

This report is provided to the Council of Governors by the Chair of the Finance and Performance Committee. It is designed to provide an indication of the effectiveness of the Non-Executive Director membership of the Committee in fulfilling its remit as part of its contribution to the overall performance of the Board. The report covers the period 1 February 2022 to 31 January 2023.

2 Summary**2.1 Committee Purpose**

The Committee is an integral part of the Trust's corporate governance arrangements and committee structure which has been established in line with statutory and regulatory requirements, NHS England's *Code of Governance* (draft, effective April 1st 2023), the Trust's constitution and good practice.

The duties of the Committee include:

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

2.2 Membership

The Committee is comprised of:

- Three Non-Executive Directors, one of whom is the Chair. The membership of Non-Executive Directors for the reporting year were Janet Wood, Manny Lewis (Vice-chair), and Loy Lobo (Chair).
- Chief Operating Officer
- Executive Chief Finance Officer
- Executive Director of People and Culture

In attendance (as required):

- Executive Medical Director

- Executive Director of Nursing & Quality
- Deputy Executive Director of People and Culture
- Director of ITT
- Director MH Mid Essex
- Director MH NE & W Essex
- Director of Risk & Compliance
- Deputy Director of Finance
- Deputy Director of Finance - Commercial
- Director of Contracting
- Trust secretary
- Senior Performance Manager
- Other Directors/Officers

The Council of Governors should note that in line with other Committees, a member of the Council of Governors (John Jones) observed the Non-Executive Directors during this period, with Paula Grayson providing cover during a brief period of his absence.

2.3 Review

The Committee met ten times during the period 1 February 2022 to 31 January 2023.

The Committee is routinely informed of progress or issues relating to Corporate Objectives, Workforce Plans, Board Assurance Framework(BAF), Risk Management and Assurance Framework, Organisational Development, Engagement Strategy, Governance certifications, Contractual Performance and the Trusts Financial Position. In addition, in the past twelve months, the Committee has also been informed about the financial position of the system, and the role EPUT is playing as a key system partner to help achieve the revised forecast.

Even as the pressures of the pandemic specifically receded, the system overall remains under unprecedented pressure due to the accumulated backlog and higher rates of emerging demand for mental health services. The Committee continued with some flexibility from time to time, taking a governance light approach to enable the Executive and managers to focus on critical service delivery. Nonetheless, a considerable level of scrutiny, challenge and review of Committee business continued.

The Committee has received assurance via a monthly Performance Report detailing progress against identified programmes and metrics.

The following areas received regular attention:

1. CPA reviews
2. Ligatures
3. Inpatient flow and capacity
4. Out of area placements
5. Psychology waiting times
6. Safe staffing on wards
7. Temporary staffing

Readers will note that many of the above have featured regularly in reports in previous years. It is sometimes necessary to view these metrics from a different perspective and take deep dives into particular areas to look beyond the trends and oscillations of a set of metrics and ask if the organisation can do some things differently or do different things in order to break through to a higher level of performance and patient safety. With this in mind, the Committee invited expert colleagues to present their views on particular topics of interest, including but not limited to the following:

1. Associate Director of Flow & Operational Transformation
2. Clinical Director of Psychological Services

3. Director of Community Delivery & Partnerships in North East Essex
4. Director of MH Inpatient & Urgent Care

2.4 Committee Impact

The Committee took a deep dive into on the historical challenges for the service and how and what measures were being taken to recover. We considered options for better engagement with patients, and detecting and serving needs before they escalate into a crisis. We noted the potential for increasing reach and capacity through digital tools. In a separate deep dive, I had a fruitful conversation with the Associate Clinical Director (IAPT) during which I gained an overview of the innovation pipeline of digital innovations being evaluated for deployment in the future.

CPA review performance was regularly discussed. It highlighted the close links of performance with the constraints such as vacancies and sickness, and the higher demand from referrals. In more recent months this metric achieved sustained improvements and is no longer addressed as inadequate.

Recently, the Committee requested a review of how Out of Area Placements are measured. There are two key aspects of managing performance effectively against this metric:

1. Demand has been much higher than in previous years and there are no signs yet of it receding. Against the backdrop of this reality, it did not seem realistic that EPUT would achieve its target of 0% OAPs by the end of March 2023. The unpredictability of demand would require the availability of almost innately scalable capacity in area.
2. The measurement of what is considered out of area was also questioned. Currently, it is defined by distance from Trust boundaries. In practice, it is more meaningful to define it as distance from the usual residence of the patient.

This is an example of how the Committee is reviewing performance to align metrics (and potentially behaviours) with the overall purpose and strategic objectives of the Trust.

Accountability Framework discussions also took place with regular updates to the progress of how it has influenced the way in which meetings are structured, changes embedded, and challenges reported. The Accountability Framework was used to set core metrics and measures for the Trust with regular updates provided to the Committee. Clinical Director colleagues gave assurance that the meetings are proving very beneficial and have a clear pathway for escalation of risks.

Trust initiatives such as GIRFT (Getting It Right First Time), Time to Care, International Recruitment, and PowerBI (data analytics and reporting platform) development regularly fed in to performance conversations. I took the opportunity to attend the GIRFT meeting and came away with the sense that it could powerfully influence our safety strategy and organisation purpose for the ultimate goal of providing therapeutic benefits to patients. The conceptual model of GIRFT, when combined with the strategic programmes mentioned above, while not being the comprehensive list, position EPUT as a progressive organisation that is challenging itself and investing to create a better future for itself and the people it serves.

Phase 1 of the International Recruitment programme has delivered on its target to hire 187 nurses. The committee recently approved the preparation of the business case for Phase 2 of the programme, accepting recommendations on how to reduce costs further and focusing the recruitment on landing nurses that are closer to taking up posts following their arrival in the UK. The Committee will periodically review the realisation of benefits from Phase 1, and the application of lessons learned to Phase 2.

EPUT plays a key role in System Collaboration and Financial Recovery. Readers will know that the Mid and South Essex Integrated Care System has been running in deficit against its forecast. The Executive CFO and Deputy Directors of Finance have been working closely with

system partners to help regain control over the deficit, with the oversight and support of regional and national colleagues. EPUT remains on target to achieve its forecast due in a large part to the considerable expertise and commitment of the wider team, and an organisation that has worked hard to achieve against its commitments. I was also privileged to serve on the Finance and Investment Committee of the MSE Integrated Care Board through which we are working together to raise the performance of the system, initially to a more sustainable level, and then onward to long-term performance and resilience. We continue our efforts to support partnership working with our other systems – Hertfordshire and West Essex, and Suffolk and North East Essex – to create a better service experience for the people we serve in these areas.

2.5 Assurance

In my opinion the Finance and Performance Committee has fulfilled its terms of reference during the period 1 February 2022 to 31 January 2023.

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

3. ACTION REQUIRED

The Council of Governors is asked to:

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

Report prepared by:

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

Supported by:

Amy Tucker, Senior Performance Manager

Agenda Item: 6a

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	15 February 2023
Report Title:	Council of Governors Involvement in the Appointment of the Chief Executive Officer (CEO)	
Report Lead:	Chris Jennings, Assistant Trust Secretary	
Report Author(s):	Chris Jennings, Assistant Trust Secretary	
Report discussed previously at:	Governance Committee 17 January 2023	
Level of Assurance:	Level 1	Level 2
	✓	
		Level 3

Purpose of the Report

This report provides the Council of Governors Involvement in the Appointment of the Chief Executive Officer (CEO) for review.

Approval	✓
Discussion	
Information	

Recommendations/Action Required

The Council of Governors is asked to:

1. Note the contents of the report
2. Approve the revised Council of Governors Involvement in the Appointment of the Chief Executive Officer (CEO) for approval.

Summary of Key Issues

The Trust Constitution (Section 31) includes a clear provision for the Non-Executive Directors (NEDs) to appoint or remove the Chief Executive Officer (CEO). *The NHS Foundation Trust Code of Governance (July 2014)* state that it is for the non-executive directors to appoint the chief executive and that the appointment of the chief executive requires the approval of the council of governors. (Section B.2.12).

The attached procedure was developed to set-out the involvement of the Council of Governors as part of the process to ensure it is in a position to approve the appointment of the CEO in a timely fashion.

The procedure has been reviewed with the following amendments:

Current Statement	Amendment
3.2.1 The interview process will include a formal interview and stakeholder groups which will include <ul style="list-style-type: none"> • Formal Interview Panel • Governor / Service User Group • External Partner Group • Board Group 	3.2.1 The interview process will include a formal interview and stakeholder groups which will include, Governors, Servicer User's, External Partners and members of the Board of Directors
3.2.3 The Governor / Service User Group will include as a minimum 2 x Staff Governors, 4 x Public / Appointed Governors and up to 4 service user representatives. The Group will be chaired by a member of the Council of Governors.	3.2.3 The Stakeholder Group(s) will include as a minimum 2 x Staff Governors, 4 x Public / Appointed Governors and up to 4 service user representatives.
3.2.4 The Governor / Service User Group will score each candidate. The	3.2.4 The Stakeholder Group(s) will score each candidate and / or provide

<p>scores will be fed into the Formal Interview Panel and will form part of the overall score for each candidate which will inform the panels' decision to appoint.</p>	<p>feedback. The scores / feedback will be fed into the Formal Interview Panel and will form part of the overall score for each candidate which will inform the panels' decision to appoint.</p>
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The above amendments are to allow flexibility in how the Stakeholder Group / Interview Panel is formed, whilst ensure Governor involvement is maintained.

The amended policy was considered by the Council of Governors Governance Committee, with a recommendation made to the Council of Governors for approval. The amended procedure has been attached to this report as Appendix 1.

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

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

Acronyms/Terms Used in the Report			
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CoG	Council of Governors		
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Supporting Documents and/or Further Reading	
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Council of Governor Involvement in the Appointment of the Chief Executive Officer (CEO)

Lead

Chris Jennings Assistant Trust Secretary

ESSEX PARTNERSHIP UNIVERSITY NHS FT Council of Governors

Council of Governor Involvement in the Appointment of the Chief Executive Officer (CEO)

VERSION NUMBER	002
KEY CHANGES FROM PREVIOUS VERSION	Amendments to Section 3.2 to ensure flexibility in relation to Stakeholder Groups, whilst maintaining Governor involvement.
AUTHOR	Trust Secretary
CONSULTATION GROUPS	CoG Governance Committee
IMPLEMENTATION DATE	February 2020
AMENDMENT DATE(S)	February 2020, February 2023
LAST REVIEW DATE	February 2023
NEXT REVIEW DATE	February 2025
APPROVAL BY COUNCIL OF GOVERNORS	15 February 2023

SUMMARY

This document sets out the process for the Council of Governors to approve the appointment of the Chief Executive Officer (CEO) for Essex Partnership University NHS Foundation Trust (EPUT) following a recommendation from the Board of Directors Remuneration and Nominations Committee.

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

**Council of Governor Involvement in the
Appointment of the Chief Executive Officer (CEO)**

CONTENTS

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ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

Council of Governor Involvement in the Appointment of the Chief Executive Officer (CEO)

1.0 INTRODUCTION

- 1.1 The Trust Constitution (Section 31) includes a clear provision for the Non-Executive Directors (NEDs) to appoint or remove the Chief Executive Officer (CEO).
- 1.2 *The NHS Foundation Trust Code of Governance (July 2014)* state that it is for the non-executive directors to appoint the chief executive and that the appointment of the chief executive requires the approval of the council of governors. (Section B.2.12)
- 1.3 The *Code of Governance* states that the approval by the council of governors of the appointment of a chief executive should be a subject of the first general meeting after the appointment by a committee of the chairperson and non-executive directors. This is considered to be the Board of Directors Remuneration and Nomination Committee.
- 1.4 The Standing Orders For The Council Of Governors also includes as part of its General Duties (Section 2.2.7) the provision to approve the appointment of the Chief Executive of the Trust.

2.0 ROLE OF THE CHIEF EXECUTIVE OFFICER (CEO)

- 2.1 The Chief Executive Officer (CEO) is responsible for implementing the decisions of the Board in the running of the Trust's business.
- 2.2 The CEO reports to the Chair and the Board of Directors.
- 2.3 The CEO is the Accounting Officer and is responsible for ensuring the discharge of obligations under all relevant financial directions and guidance issued by the NHS Foundation Trust regulators or any other relevant body.

3.0 PROCESS FOR THE INVOLVEMENT OF THE COUNCIL OF GOVERNORS IN THE APPOINTMENT OF THE CHIEF EXECUTIVE FOR THE TRUST

3.1 Selection Process

- 3.1.1 The process and timetable for appointing a new CEO will be developed and approved by the Board of Directors Remuneration and Nomination (RemNom) Committee.
- 3.1.2 The Board of Directors RemNom Committee will be responsible for the monitoring and implementation of the approved recruitment process.

3.1.3 The Council of Governors will be updated on the process for appointing a new CEO as part of the normal schedule of meetings taking place during the year.

3.2 Interviews

3.2.1 The interview process will include a formal interview and stakeholder groups which will include, Governors, Servicer User's, External Partners and members of the Board of Directors

3.2.2 The Formal Interview Panel will include a representative of the Council of Governors as an observer.

3.2.3 The Stakeholder Group(s) will include as a minimum 2 x Staff Governors, 4 x Public / Appointed Governors and up to 4 service user representatives.

3.2.4 The Stakeholder Group(s) will score each candidate and / or provide feedback. The scores / feedback will be fed into the Formal Interview Panel and will form part of the overall score for each candidate which will inform the panels' decision to appoint.

3.2.5 The format and content of each of the panels / groups will be agreed by the BOD RemNom Committee as will the scoring system for each group.

3.3 Appointment of the Successful Candidate

3.3.1 The outcome of the interview process will be discussed by the Board RemNom Committee and the appointment of the new CEO approved, subject to required HR and FPPT checks and approval by NHSE/I.

3.3.2 The Council of Governors will consider and approve the recommended appointed candidate of the CEO. If the next meeting of the Council of Governors is a number of months after the appointment process, an extra-ordinary meeting may be scheduled to allow for the appointment to be approved in a timely manner.

3.3.3 The appointment of the CEO must be approved by the majority of the Council of Governors at a meeting that is quorate.

3.3.4 The Council of Governors may not approve the appointment of the CEO only if:

- The Trust has not followed the process set-out in this procedure.

3.3.5 If the Council of Governors do not approve the appointment of the CEO, the Lead Governor must provide a written statement outlining the reasons why the appointment has not been approved. This must be submitted to the Senior Independent Director (SID) for review.

3.3.6 The SID will review the statement provided by the Lead Governor and follow the resolution processes.

END

		Agenda Item No: 6b				
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			15 February 2023	
Report Title:		Council of Governors Governance Committee Report and Terms of Reference				
Executive/Non-Executive Lead:		John Jones, Public Governor				
Report Author(s):		Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:		n/a				
Level of Assurance:		Level 1		Level 2	✓	Level 3

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

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

Summary of Key Issues
<p>The Council of Governors Governance Committee is a standing committee providing support to the Council in ensuring effective and robust governance processes are in place and operating effectively, enabling the Council to fulfil its statutory duties.</p> <p>The report is the annual report from the Committee providing details of the work undertaken by the Committee March 2022 – January 2023. The report also provides a reviewed Terms of Reference for consideration and approval.</p>

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

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

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

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

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

Acronyms/Terms Used in the Report				

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

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

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

1.0. PURPOSE OF THE REPORT

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

2.0 COMMITTEE PURPOSE AND TERMS OF REFERENCE

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

The Terms of Reference (attached as Appendix 1) were reviewed at the Committee meeting on the 17 January 2023. No changes were made to the Terms of Reference and these are presented to the Council for approval.

3.0. ANNUAL REVIEW (MARCH 2022 – JANUARY 2023)

The report covers the activities of the Committee for the period March 2022 – January 2023. Within this period, meetings were held on four occasions:

- 27 April 2022
- 15 August 2022
- 22 November 2022
- 17 January 2023

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

Included in the current membership are:

- Keith Bobbin, Public Governor, Essex Mid & South
- Lara Brooks, Staff Governor, Non-Clinical
- Peter Cheng, Public Governor, North East Essex & Suffolk (until April 2022)
- Pam Madison, Public Governor, Essex Mid & South
- Nosi Murefu, Staff Governor, Clinical (until April 2022)
- Jason Gunn, Public Governor, West Essex & Hertfordshire (from January 2023)

The Committee had issues with membership during the year as a number of long standing members of the Committee ended their terms of office as Governors. This meant one meeting in August 2022 was not quorate. The Committee has taken action to increase the membership of the Committee.

The key activities undertaken by the Committee:

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

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

The Committee meeting on 27 April 2022 received a review completed by the Trust Secretary's Office and Finance to demonstrate compliance against the code of governance or if an explanation would be required in the annual report. The Committee was able to recommend to the Council of Governors that the Trust was compliant with the Code of Governance, which allowed the Board of Directors to declare compliance within the Annual Report 2021-2022.

Outcome of the Effectiveness Review

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

The Committee meeting on the 27 April 2022 considered the outcome of the Council of Governors Effectiveness Review 2021. The outcome had been presented to the Council of Governors on the 21 March 2022 and it was agreed, due to the positive outcome, the Governance Committee would consider the outcome of the Council of Governors element of the review to consider whether any further action was required. The Committee also considered the outcome of the review of its own effectiveness.

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

Policies and Procedures

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

The Committee consulted on a number of procedures throughout the year, including:

- Reimbursement of Governor Out of Pocket Expenses Policy (April 2022)
- Code of Conduct for the Council of Governors (November 2022)
- Council of Governors Involvement in the appointment of the Chief Executive Officer (CEO) (January 2023)

Standing Orders for the Council of Governors

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

The Committee meeting on the 15 August 2022 reviewed the document, considered and suggested amendments to the document. The revised Standing Orders, were presented and approved by the Council of Governors

Trust Constitution

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

The Committee received a report at its meeting on the 17 January 2023 noting the intention to extend the Trust Constitution to allow a review to take place against the new Code of Governance due to come into effect from the 1 April 2023. The Committee endorsed the extension of the procedure, which will be discussed at the Council of Governors and approved by the Board of Directors. The usual process of review (Task & Finish Group, Governance Committee) will be established once the extension has been agreed.

Other Matters

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

4.0 ASSURANCE

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

5.0 ACTION REQUIRED

The Council of Governors is asked to:

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

Report prepared by

Chris Jennings
Assistant Trust Secretary

On behalf of

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

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

Overall Purpose of Committee

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

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

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

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

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

Monitoring of Effectiveness:

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

standing committees to the Council of Governors

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

6 Sub Groups / Working Groups:

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

7 Membership:

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

8 In Attendance:

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

9 Support to Committee:

Trust Secretary Office

10 Quorum:

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

11 Reporting and Minutes:

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

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

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

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

- 12 Frequency of Meetings:** The Committee will meet a minimum of quarterly and then as required to fulfil its responsibilities.
- 13 Approval Dates:** August 2018, February 2019, February 2020, February 2021, February 2022. February 2023
- 14 Frequency of Review:** Terms of Reference are to be reviewed annually and reported to the Council of Governors for ratification.
- 15 Next Review Date:** February 2024 (annually).

		Agenda Item No: 6c				
SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1			15 February 2023	
Report Title:		Council of Governors Remuneration Committee Report and Terms of Reference				
Executive/Non-Executive Lead:		John Jones, Public Governor				
Report Author(s):		Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:		Remuneration Committee 9 February 2023				
Level of Assurance:		Level 1		Level 2	✓	Level 3

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

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

Summary of Key Issues
<p>The Council of Governors Remuneration Committee is a standing committee to recommend to the Council of Governors the remuneration levels for the Chair and all Non-Executive Directors including allowances, and other terms and conditions of office.</p> <p>The report is the first annual report from the Committee providing details of the work undertaken by the Committee February 2022 – February 2023. The report also provides a reviewed Terms of Reference for consideration and approval.</p>

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

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

Corporate Impact Assessment or Board Statements for Trust: Assurance(s) against:	
Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan & Objectives	
Data quality issues	
Involvement of Service Users/Healthwatch	
Communication and consultation with stakeholders required	✓
Service impact/health improvement gains	
Financial implications:	<p align="right">Capital £ Revenue £ Non Recurrent £</p> <p align="center">Nil</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 Documents and/or Further Reading
Main Report Appendix 1: Council of Governors Remuneration Committee Terms of Reference

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

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

1.0. PURPOSE OF THE REPORT

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

2.0 COMMITTEE PURPOSE AND TERMS OF REFERENCE

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

The Terms of Reference (attached as Appendix 1) were discussed at the Committee meeting on the 9 February 2023. One minor change was made to remove the reference to Monitor and these are presented to the Council for approval.

3.0. ANNUAL REVIEW (FEBRUARY 2022 – FEBRUARY 2023)

The Council of Governors Remuneration Committee annual review covers the activities of the Committee for the period February 2022 – February 2023. Within this period, meetings were held on four occasions:

- 19 and 20 April 2022 (NED – Governor Performance Reviews)
- 14 November 2022
- 9 February 2023

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

Included in the current membership are:

- Lara Brooks, Staff Governor Non-Clinical
- Peter Cheng, Public Governor, North East Essex and Suffolk (until April 2022)
- Dianne Collins, Public Governor, Essex Mid & South (from November 2022)
- Paula Grayson, Public Governor, Bedfordshire, Luton, Milton Keynes and Rest of England.
- Pippa Ecclestone, Public Governor, West Essex & Hertfordshire
- Pam Madison, Public Governor, Essex Mid and South
- Tracy Reed, Staff Governor, Clinical
- Judith Woolley, Public Governor, Essex Mid and South (until April 2022)

The key activities undertaken by the Committee:

NED – Governor Performance Review Process

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

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

The Committee meeting held on the 19 and 20 April 2022 met with individual Non-Executive Directors in order to:

- Receive assurance on the satisfactory performance of the Chair / NEDs for the year 1 April 2021 to 31 March 2022 following appraisal (including progress against personal and development objectives).
- Receive the objectives for 2022/23
- Agree that the performance review process as agreed by the Council of Governors had been followed.
- Provide assurance on the above to the Council of Governors.

Following the interviews, the Committee unanimously agreed:

- That a robust appraisal process had taken place.
- That the Committee was assured of the continued effectiveness and performance of the Chair and Non-Executive Directors.

The above assurance was provided to the Council of Governors at its meeting on the 6 June 2022.

The Committee meeting on the 9 February 2023 considered the process and timetable for 2022/23. This is to be presented to Part 2 of the Council of Governors on the 15 February 2023.

Remuneration of the Chair and Non-Executive Directors

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

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

The Committee meeting held on the 14 November 2022 received a recommendation from NHS England to apply a 3% uplift to remuneration of the Chair and Non-Executive Directors. The Committee undertook a rigorous discussion, including reviewing the current remuneration and how any uplift would impact the current remuneration levels. The Committee agreed to make

a recommendation to the Council of Governors to approve the uplift and this was presented and approved by the Council at its meeting in December 2022.

Other Matters

The Committee meeting held on the 9 February 2023 received a report detailing the role description for the Associate Non-Executive Director. The Council of Governors had previously agreed to the introduction of the role following the NED recruitment process completed in November 2022. The Committee endorsed the role description and this will be presented to the Council of Governors at its meeting on the 15 February 2023.

4.0 ASSURANCE

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

5.0 ACTION REQUIRED

The Council of Governors is asked to:

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

Report prepared by

Chris Jennings
Assistant Trust Secretary

On behalf of

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

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

Overall Purpose of Committee

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

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

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

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

information as necessary and expedient to the fulfilment of its functions

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

5 Functions:

General Duties:

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

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

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

Monitoring of Effectiveness:

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

6 Sub Groups / Working Groups:

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

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

7 Membership:

- 7.1 Eight (8) Governors
- 7.2 Members of the Committee may nominate an alternative to attend in their absence. This individual will have the

same role, responsibilities and authority as a substantive Committee member

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

8 In Attendance:

8.1 Trust Secretary Office (minute taker)

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

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

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

9 Support to Committee:

Trust Secretary Office

The Trust Secretary Office will:

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

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

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

10 Quorum:

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

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

11 Reporting and Minutes:

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

11.2 The Committee will report in writing to the Council a

minimum of annually and / or if any risks are identified by the Council of Governors.

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

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

12 Frequency of Meetings:

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

13 Approval Dates:

August 2017, February 2018, February 2019 (Amendment April 2019), February 2020, February 2021, March 2022, February 2023

14 Frequency of Review:

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

15 Next Review Date:

February 2024

Agenda Item No: 6d

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		15 February 2023			
Report Title:	Council of Governors Training and Development Committee Report and Terms of Reference					
Executive/Non-Executive Lead:	Paula Grayson, Public Governor					
Report Author(s):	Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:	n/a					
Level of Assurance:	Level 1		Level 2	✓	Level 3	

Purpose of the Report

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

Recommendations/Action Required

The Council of Governors is asked to:
1 Note the contents of the report
2 Approve the Terms of Reference for the Council of Governors Training & Development Committee.

Summary of Key Issues

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

The report provides details of the work undertaken by the Committee February 2022 – January 2023. The report also provides a reviewed Terms of Reference for consideration and approval.

Relationship to Trust Strategic Objectives

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

Which of the Trust Values are Being Delivered

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

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

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

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

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

Acronyms/Terms Used in the Report			

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

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

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

1.0. PURPOSE OF THE REPORT

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

2.0 COMMITTEE PURPOSE AND TERMS OF REFERENCE

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

The Terms of Reference (attached as Appendix 1) were reviewed at the Committee meeting on the 8 February 2023. No changes were made to the Terms of Reference and these are presented to the Council for approval.

3.0. ANNUAL REVIEW (FEBRUARY 2022 – JANUARY 2023)

The Council of Governors Training and Development Committee annual review covers the activities of the Committee for the period February 2022 – January 2023. Within this period, meetings were held on four occasions:

- 26 April 2022
- 22 August 2022
- 7 November 2022
- 8 February 2023

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

Included in the current membership are:

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

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

Learning & Development Plan

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

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

The Committee developed a Learning and Development Plan at the beginning of the financial year for the Council of Governors, which includes different ways training can be delivered (internal session, external courses, board / council meetings etc.). The Plan was developed by reviewing the plan for the previous year and identifying all training that should be carried forward into the following year. This included any mandatory training (Governor induction), any topics that had not been covered during the year and any topics where further learning was determined to be useful. The plan was updated throughout the year, mapping various opportunities to the relevant topics to ensure these were covered or any gaps identified.

The Committee had two standing items for Committee members to identify any new training requirements or any changes in legislation / guidance which could require further learning. The topics identified (but not limited to):

- Family Group Conferencing
- Time Management for Governors
- Integrated Care Boards / Integrated Care Systems
- Mental Health Bill 2022
- Urgent & Emergency Care

The Trust Secretary's Office ensures the plan is updated with any learning opportunities undertaken between each Committee meeting. Committee Members review the plan at every meeting and agree if a topic has been sufficiently covered, or if more information is required.

NHS England / Improvement Self-Certification

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

The Committee meeting on the 26 April 2022 received a report developed by the Chair of the Committee in support of the Health Social Care Act, Section 151(5) which states in paragraph 10BA :

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

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

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

The report reflects on the work of the Committee throughout the previous year to ensure learning and development opportunities are provided. The report summarised the learning opportunities to support the statutory duties of Governors:

- Holding Non-Executive Directors to account for the performance of the Trust.
 - Learning and development in gaining assurance on NED appraisals.
 - Understanding NEDs contributions to the Trust.
- Improving Governance
 - Gaining knowledge from meetings, assurance and decisions.
 - Gaining knowledge from analysis.
 - Representing members and the public.
 - Listening to members and the public.
 - How to contribute to Trust plans.
 - How to contribute to inspections and assessments.
 - How to contribute to triangulating and testing of services.
- How to improve active membership.
 - How to analyse and improve membership effectiveness.
 - How to gain value from volunteers.
- Understanding the Governor role in the Trust.
 - Governor Induction.
 - Coordination of learning by the Training and Development Committee.
 - Developing skills.
 - Knowledge of the Trust and the wider health economy.
 - Governors gaining and sharing knowledge more widely.

The Committee agreed to recommend to the Council of Governors that the requirements in relation to Governor training had been met. This was approved by the Council of Governors and reported to the Board of Directors to allow it to self-declare compliance.

Governor Induction Programme

The Council of Governor elections held in 2022 meant an Induction Programme was required for new Governors joining the organisation and provided existing Governors with a refresh on key elements of the role. The Committee reviewed the induction timetable and programme, including ensuring all required learning was included as part of each of the modules. This included adding additional topics including information on the Council of Governors sub-committees, speaking to the media and information on the ongoing independent inquiry.

Training Feedback

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

The Committee received a standing report providing details of attendance and feedback for any learning sessions completed since the previous meeting. The Committee noted the positive feedback received, but noted the low attendances for some sessions and low numbers of feedback forms following the sessions. The Committee is currently taking forward the issue of low attendance to the Governor Informal sessions to identify if there any solutions that can be implemented, such as timings of sessions and / or changes in subject matter.

The Committee identified issues with completing feedback forms following the learning sessions. The feedback forms are sent to Governors following the meeting and Governors identified difficulties in finding time to complete the forms or finding it difficult to recall certain aspects of the session if completing the forms after the session. The Committee tasked the Trust Secretary's Office with identifying an alternative solution to the feedback forms and the use of an in-meeting electronic feedback form (Mentimeter) was trialled at the learning session completed in February 2023. The Committee will continue to monitor the new method of feedback.

Outcome of the Effectiveness Review

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

On the 26 April 2022 the outcome of the effectiveness review for 2021 was reviewed. It was noted the Training and Development section of the self-assessment was extremely positive and no red areas were identified for further action. This reflected on the work of the Committee over the previous year as Governors felt the learning opportunities provided were sufficient for the role.

4.0 ASSURANCE

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

5.0 ACTION REQUIRED

The Council of Governors is asked to:

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

Report prepared by

Chris Jennings
Assistant Trust Secretary

On behalf of

**Paula Grayson
Public Governor**

Chair of the Council of Governors Training and Development Committee

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

Overall Purpose of Committee

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

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

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

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

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

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

5 Functions:

General Duties:

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

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

Monitoring of Effectiveness:

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

6 Sub Groups / Working Groups:

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

7 Membership:

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

- to attend in their absence. This individual will have the same role, responsibilities and authority as a substantive Committee member
- 7.4 Appointments to the Committee will be made in line with the Committee Membership procedure and having due regard to the Trust's Equality & Diversity Policy.
- 8 In Attendance:**
- 8.1 Trust Secretary Office (minute taker)
- 8.2 Other persons may be invited to attend a meeting to assist in deliberations.
- 9 Support to Committee:** The Trust Secretary Office.
- 10 Quorum:**
- 10.1 The quorum necessary for the transaction of business is three (3) members
- 10.2 Reserve Governors may act as alternatives for substantive Committee members and as such will count toward the quorum. However, there must be a minimum of two (2) standing members of the Committee to achieve the quorum.
- 11 Reporting and Minutes:**
- 11.1 Minutes of the meeting will be recorded and circulated to Committee members for approval, unless it would be inappropriate to do so. Approved minutes will be made available to the Council on request, unless it would be inappropriate to do so
- 11.2 The Committee will report in writing to the Council after each meeting
- 11.3 The Committee will provide to the Council an annual self-assessment report which highlights areas for improvement
- 11.4 The Committee will receive and agree a description of its work (in the form of an annual work plan), and will regularly monitor progress against the work plan.
- 12 Frequency of Meetings:** The Committee will meet a minimum of quarterly and then as required to fulfil its responsibilities.
- 13 Approval Dates:** August 2017, February 2019, April 2019 (minor amendment), February 2020, February 2021, February 2022, February 2023
- 14 Frequency of Review:** Terms of Reference are to be reviewed annually and reported to the Council of Governors for ratification.
- 15 Next Review Date:** February 2024

Agenda Item No: 7a

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		15 February 2023			
Report Title:		Code of Conduct for the Council of Governors				
Report Lead:		Chris Jennings, Assistant Trust Secretary				
Report Author(s):		Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:		Governance Committee 22 November 2022				
Level of Assurance:		Level 1		Level 2	✓	Level 3

Purpose of the Report		
This report provides the Code of Conduct for the Council of Governors for consultation.	Approval	
	Discussion	✓
	Information	

Recommendations/Action Required
<p>The Council of Governors Governance Committee is asked to:</p> <ol style="list-style-type: none"> 1 Note the contents of this report. 2 Provide any comments for the reviewed Code of Conduct for the Council of Governors.

Summary of Key Issues

The Code of Conduct for the Council of Governors (The Code) sets out in broad terms the role and responsibilities of all Governors of Essex Partnership University NHS Foundation Trust (EPUT) and the standards of conduct expected of them. The Code was previously reviewed in reviewed in November 2019 and is now due for its three-year review.

The Code was reviewed by the Trust Secretary's Office and presented to the Council of Governors Governance Committee on the 22 November 2022 for consultation. The following amendments have been made to the Code of Conduct:

Current Statement	Amendment	Rationale
<p>Section 1.5 It should be acknowledged that this Code cannot cover every situation. Governors are expected to make judgements about what is expected of them using the information within this Code as a baseline</p>	<p>Sentence added "If in doubt, advice should be sought from the Trust Secretary's Office."</p>	<p>Sentence added to highlight Governors can contact the Trust Secretary's Office for any advice on the Code of Conduct.</p>
<p>Vision Values & Purpose</p>	<p>New Vision, Values and Purpose section added from new Strategic Plan approved by Board in January 2023</p>	
<p>Section 3.4 Governors should discuss and agree with the Board how they will undertake these and any other additional roles, giving due consideration to the circumstances of the Trust and the needs of the local</p>	<p>Section removed.</p>	<p>This is a duplication of Section 3.6 which refers to the establishment of a policy for engagement with the Board of Directors.</p>

community and emerging best practice		
Appendix 3: Non-Compliance with the Code of Conduct	Section updated to reflect changes to the Trust Constitution.	N/A

The Governance Committee had suggested altering section 4.10 of the procedure as the Fit and Proper Persons Test does not apply to the Council of Governors following the removal of the requirement. However, the new Code of Governance due to come into effect from the 1 April 2023 reintroduces this requirement. Therefore, the section has been retained in the procedure and references will be updated following a full review of the Code.

The Council of Governors is asked to consider the attached Code and provide any comments / amendments prior to presentation to the Board of Directors for approval.

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"> • Code of Conduct for the Council of Governors 	✓

Acronyms/Terms Used in the Report

CoG	Council of Governors		
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Supporting Documents and/or Further Reading

Code of Conduct for the Council of Governors
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Lead

Chris Jennings Assistant Trust Secretary

ESSEX PARTNERSHIP UNIVERSITY NHS FT

CODE OF CONDUCT FOR THE COUNCIL OF GOVERNORS

VERSION NUMBER	003
KEY CHANGES FROM PREVIOUS VERSION	Minor amendment to Section 1.5 Update of Vision, Values and Purpose Removal of Section 3.4 Amendment to Appendix 3 to reflect changes to the Constitution.
AUTHOR	Trust Secretary's Office
CONSULTATION GROUPS	CoG Governance Committee Council of Governors
IMPLEMENTATION DATE	June 2017
AMENDMENT DATE(S)	November 2019, March 2023
LAST REVIEW DATE	March 2023
NEXT REVIEW DATE	March 2026
APPROVAL BY BOARD OF DIRECTORS	29 March 2023

SUMMARY

This document sets out in broad terms the role and responsibilities of all Governors of Essex Partnership University NHS Foundation Trust (EPUT) and the standards of conduct expected of them.

The Trust monitors the implementation of and compliance with this clinical guideline in the following ways;

The implementation and compliance with the Code will be monitored by the Trust Secretary's Office

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

CODE OF CONDUCT FOR THE COUNCIL OF GOVERNORS

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- 1.0 INTRODUCTION**
- 2.0 QUALIFICATIONS FOR OFFICE**
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- 6.0 NON-COMPLIANCE WITH THE CODE OF CONDUCT**

APPENDICES

- APPENDIX 1: ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS**
- APPENDIX 2: ETIQUETTE FOR COUNCIL OF GOVERNORS AND COMMITTEES' MEETINGS**
- APPENDIX 3: NON COMPLIANCE WITH THE CODE OF CONDUCT**
- APPENDIX 4: PERSONAL DECLARATION OF COMPLIANCE**

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

CODE OF CONDUCT FOR THE COUNCIL OF GOVERNORS

Assurance Statement

This document sets out in very broad terms the role and responsibilities of all Governors of Essex Partnership University NHS Foundation Trust (EPUT) and the standards of conduct expected of them in line with Trust policies.

1.0 INTRODUCTION

- 1.1 The purpose of the Code of Conduct (Code) is to provide clear guidance on the standards of conduct and behaviour expected of all Governors and addresses both the requirements of office and their personal behaviour
- 1.2 The Code, together with the Code of Conduct for Members of the Board of Directors (Board), and the constitution, forms part of the framework designed to promote the highest possible standards of conduct and behaviour within the Trust
- 1.3 The Code is intended to operate in conjunction with *NHS Foundation Trust Code of Governance*, the Trust's constitution, the Council of Governors (Council) Standing Orders and the *Guide for NHS Foundation Trust Governors*
- 1.4 Governors will be expected to sign a personal declaration confirming that they will adhere to the Code which includes specific reference to the Nolan principles
- 1.5 It should be acknowledged that this Code cannot cover every situation. Governors are expected to make judgements about what is expected of them using the information within this Code as a baseline. If in doubt, advice should be sought from the Trust Secretary's Office.
- 1.6 The Code is built on and demonstrates the Trust's corporate values. Demonstrating values will support the achievement of the Trust's strategic priorities.

VISION, VALUES AND PURPOSE

OUR VISION

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



2.0 QUALIFICATIONS FOR OFFICE

- 2.1 A Governor must continue to comply with the eligibility criteria required to hold elected or appointed office throughout their period of tenure as set out in the constitution. The Trust Secretary must be advised of any changes in circumstance which disqualify a Governor from continuing in office.

3.0 ROLES AND RESPONSIBILITIES OF GOVERNORS

- 3.1 The role of the Council is set out in detail in the Trust's Constitution, Standing Orders and *NHS Foundation Trust Code of Governance*, and is further addressed in the *Guide for NHS Foundation Trust Governors* and reflects the NHS Act 2006.
- 3.2 The Council has two main duties as set out in legislation and the Trust's constitution (para 18):
- to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
 - to represent the interests of the members of the Trust as a whole and the

interests of the public

- 3.3 Governors are responsible for regularly feeding back information about the Trust, its vision and its performance to members and the public and the stakeholder organisation that either elected or appointed them
- 3.4 Governors should discuss and agree with the Board how they will undertake these and any other additional roles, giving due consideration to the circumstances of the Trust and the needs of the local community and emerging best practice
- 3.5 Governors should use their voting rights to hold the Non-Executive Directors individually and collectively to account and act in the best interests of patients, members and the public. The Council should take care to ensure that reasons are considered, factual and within the spirit of the Nolan principles
- 3.6 The Council should establish a policy for engagement with the Board for those circumstances when they have concerns about the performance of the Board, compliance with the new provider licence or other matters related to the overall wellbeing of the Trust. The Council should input into the Board's appointment of a Senior Independent Director
- 3.7 The Council of Governors should ensure its interaction and relationship with the Board is appropriate and effective.
- 3.8 Further provision as to the roles and responsibilities of the Council is set out in annex 6 of the constitution (see appendix 1).

4.0 CONDUCT FOR GOVERNORS

4.1 Nolan Principles

All Governors are required to adhere to the highest standards of conduct in the performance of their duties. They are expected to abide by the seven Nolan principles of public life which are:

- (a) **Selflessness:** Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or material benefits for themselves, their family or their friends;
- (b) **Integrity:** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties;
- (c) **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit;
- (d) **Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office;

- (e) **Openness:** Holders of public office should be as open as possible about all their decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands;
- (f) **Honesty:** Holders of public office have a duty to declare any private interest relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest;
- (g) **Leadership:** Holders of public office should promote and support this principle by leadership and example.

4.2 Trust Values

All Governors are expected to demonstrate the Trust's values and behaviours:

- We Care
- We Learn
- We Empower

4.3 Confidentiality

All Governors are required not to disclose confidential information received in their role as Governors, as appropriate

4.4 Meetings

4.4.1 Governors have a responsibility to attend Council of Governors' meetings. When this is not possible, apologies should be submitted to the Trust Secretary Office in advance of the meeting. In accordance with the constitution (para 5 Termination of Office and Removal of Governors), persistent absence from Council of Governor meetings without good reason established to the satisfaction of the Council may be grounds for removal from the role of Governor in line with the Governor Meeting Attendance Monitoring procedure

4.4.2 Governors are expected to also attend members' constituency meetings, development events and other Governors' meetings on a regular basis in order to carry out their role

4.4.3 Governors must adhere to good practice in respect of the conduct of meetings as detailed in Appendix 2 and respect the views of their fellow Governors.

4.5 Personal Conduct and Role

4.5.1 Governors are expected to conduct themselves in a manner that reflects positively on the Trust acting as an ambassador for the Trust. They are not expected to conduct themselves in a manner that could reasonably be regarded as bringing their office or the Trust into disrepute. Specifically, Governors must:

- (a) Value and respect Governors, colleagues and all other members of staff, not breach the equality enactments and not bully any person

- (b) Recognise that the roles and responsibilities of a Governor in no way includes a managerial function
- (c) Acknowledge that other than attending meetings and events as a Governor, they have no rights or privileges over any other member of the Trust
- (d) Must have regard to advice provided by the Chair and Trust Secretary pursuant to their statutory duties
- (e) Abide by the Trust's constitution, policies and procedures as well as the vision and values of the Trust at all times.

4.6 Conflict of Interests

- 4.6.1 Governors should act with the utmost integrity and objectivity and in the best interests of the Trust in performing their duties. They should not use their position for personal advantage or seek to gain preferential treatment
- 4.6.2 Governors must comply with the provision in the constitution (para 22) and standing orders for the Council of Governors (para 6) regarding conflict of interests
- 4.6.3 Governors must comply with the Trust's Declarations of Interests, Gift & Hospitality policy and procedure in line with NHS England guidance on *Managing Conflicts of Interest in the NHS*.

4.7 Training and Development

- 4.7.1 The Trust is committed to providing appropriate development opportunities for Governors to enable them to carry out their role effectively
- 4.7.2 Governors are expected to participate in training and development opportunities that have been identified as appropriate for them
- 4.7.3 All Governors are expected to attend the Governor induction programme put in place by the Trust
- 4.7.3 Governors are expected to participate in any review process and skills audit carried out by the Trust.

4.8 Visits to Trust Premises

- 4.8.1 Governors may also become involved in many areas not covered by the legislation. However, Governors do not play an operational role within the Trust. Although the Trust may choose to involve Governors in site visits or volunteering, Governors neither have a right to inspect Trust property or services nor a duty to meet patients and conduct quality reviews
- 4.8.2 Governors are also expected to respect the privacy of Trust service users/ patients and official visits to patients' areas are only permissible with the approval of the CEO or Chair of the Trust or as part of planned Quality (or other) Visits organised by officers of the Trust.

4.8.3 Any visits to Trust sites or services will be managed through the Trust Secretary Office.

4.9 Media

4.9.1 Governors must refer all media requests for information to the Trust Secretary's Office who will liaise with Executive Directors and/or the Communications Team as appropriate. This is to ensure that any stories and comments can be coordinated and information published on the Trust is accurate and understandable

4.9.2 It is important that the Governors recognise that any media interest is handled in a way which complies with the Trusts' legal duties to service users, staff and visitors.

4.10 Fit & Proper Person and Duty of Candour

4.10.1 Governors will need to be aware of the statutory duties imposed on the Trust under the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 (the "Regulations") of the Duty of Candour

4.10.2 The Trust will ensure that no person who is an unfit person may become or continue as a Governor, except with the approval in writing of NHS England. Governors will need to be aware of the Fit & Proper Person requirement (condition G4) in the Trust's Provider Licence and notify the Trust Secretary's Office of any circumstances which leads to a Governor no longer meeting these requirements

4.10.3 Under condition G4 of the Provider Licence, an unfit person is:

- an individual:
 - (i) who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged; or
 - (ii) who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it; or
 - (iii) who within the preceding five years has been convicted in the British Islands of any offence and a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him; or
 - (iv) who is subject to an unexpired disqualification order made under the Company Directors' Disqualification Act 1986; or
- a body corporate, or a body corporate with a parent body corporate.

4.10.4 Governors must certify on appointment, and each year, that they are/remain a fit and proper person. If circumstances change so that a Governor can no longer be regarded as a fit and proper person or if it comes to light that a Governor is not a fit and proper person, they are suspended from being a Governor with immediate effect pending

confirmation and any appeal. Where it is confirmed that a Governor is no longer a fit and proper person their membership of the Council of Governors is terminated..

4.11 Undertaking and Compliance

4.11.1 Governors are required, at the beginning of their three-year term of office, to give an undertaking that they will comply with the provisions of this Code by signing a personal declaration as at Appendix 4. Failure to comply with the Code may result in disciplinary action in accordance with agreed procedure (section 6)

4.11.2 On completion or termination of term of office Governors undertake:

- To support newly appointed Governors to take on their responsibilities
- To continue to act in accordance with this Code in matters relating to the activities of the Trust.

5.0 CONCERNS AND RAISING ISSUES

5.1 The Trust Secretary's Office provide day to day support to the Council.

5.2 Questions and concerns about the application of the Code should be raised with the Trust Secretary's Office. The Trust Secretary's Office shall in the first instance arbitrate in any dispute concerning the interpretation of or arising out of these procedures. Any unresolved disputes will be dealt with in accordance with the Constitution.

5.3 All issues of concern should be raised in the first instance with the Trust Secretary's Office who will ensure these are forwarded to the appropriate individual/team to respond.

5.4 If the Trust Secretary does not deal with the concern to the Governor's satisfaction, they should contact the Chair.

5.5 If action taken by the Chair or Trust Secretary is deemed to be insufficient, Governors should contact the Senior Independent Director.

5.6 Governors should also refer to the policy and procedure when there is a disagreement between the Council and Board.

6.0 NON-COMPLIANCE WITH THE CODE OF CONDUCT

6.1 An allegation of non-compliance against the Code of Conduct can be brought against a Governor by a fellow Governor, a member of the Trust, a member of the public or a corporate body

6.2 A Governor may be removed from the Council in accordance with the relevant provisions in the constitution and the Council's standing orders

6.3 However, where matters of non-compliance and/or misconduct are alleged, in the first instance, a local informal resolution will be sought led by the Chair of the Trust

- 6.4 If matters of alleged non-compliance and/or misconduct are not resolved through a local resolution, the process set out in Council of Governors standing orders will be followed (see Appendix 3)

7.0 MONITORING OF IMPLEMENTATION AND COMPLIANCE

- 7.1 Review of the Code of Conduct will take place on a three-yearly basis.
- 7.2 Implementation and compliance with the Code will be monitored by the Trust Secretary.

8.0 REFERENCE TO OTHER TRUST POLICIES/PROCEDURES/DOCUMENTS

- Declarations of Interest, Gifts & Hospitality Policy and Procedure
- Constitution
- Standing Orders for the Council of Governors

END

Appendix 1: ANNEX 6: ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS

(Paragraphs 17.3, 18.1 and 24.1 refer)

1. Roles and Responsibilities of the Council of Governors

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

1.1 General Duties

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

2.1 Non-Executive Directors, Chief Executive and Auditor

- 2.1.1 to approve the policies and procedures for the appointment and removal of the Chair and Non-Executive Directors on the recommendation of the Nomination Committee of the Council of Governors
- 2.1.2 to appoint the Chair and Non-Executive Directors
- 2.1.3 to remove the Chair and the Non-Executive Directors. However, the Council should only exercise its power to remove the Chair or any Non-Executive Directors after exhausting all means of engagement with the Board
- 2.1.4 to approve the policies and procedures for the appraisal of the Chair, and Non-Executive Directors on the recommendation of the remuneration committee of the Council of Governors. All Non-Executive Directors should be submitted for re-appointment at regular intervals. The Council of Governors should ensure planned and progressive refreshing of the Non-Executive Directors
- 2.1.5 to decide the remuneration of Non-Executive Directors and the Chair and to approve changes to the remuneration, allowances and other terms of office for the Chair and the Non-Executive Directors having regard to the recommendations of the Remuneration Committee of the Council of Governors

- 2.1.6 to approve the appointment of the Chief Executive of the Trust
- 2.1.7 to approve the criteria for the appointment, removal and reappointment of the auditor
- 2.1.8 to appoint, remove and reappoint the auditor, having regards to the recommendation of the Audit Committee

3.1 **Strategy Planning**

- 3.1.1 to provide feedback to the Board of Directors on the development of the strategic direction of the Trust, as appropriate
- 3.1.2 to collaborate with the Board of Directors in the development of the forward plan
- 3.1.3 where the forward plan contains a proposal that the Trust will carry out activities other than the provision of goods and services for the purposes of the NHS in England, to determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions and notify its determination to the Board of Directors
- 3.1.4 where the Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the NHS in England, approve such a proposal
- 3.1.5 to approve the entering into of any significant transaction (as defined in this constitution) in accordance with the 2006 Act and the constitution
- 3.1.6 to approve proposals from the Board of Directors for merger, acquisition, dissolution or separation in accordance with 2006 Act and the constitution
- 3.1.7 when appropriate, to make recommendations for the revision of the constitution and approve any amendments to the constitution in accordance with the 2006 Act and the constitution
- 3.1.8 to receive the Trust's annual accounts, any report of the auditor on them, and the annual report at a general meeting of the Council of Governors

4.1 **Representing Members and the Public**

- 4.1.1 to prepare and from time to time review the Trust's membership engagement strategy and policy
- 4.1.2 to notify Monitor, via the Lead Governor, if the Council is concerned that the Trust is at risk of breaching the terms of its licence, and if these concerns cannot be resolved at local level
- 4.1.3 to report to the members annually on the performance of the Council of

Governors

- 4.1.4** to promote membership of the Trust and contribute to opportunities to recruit members in accordance with the membership strategy
- 4.1.5** to seek the views of stakeholders and feed back to the Board of Directors.

Appendix 2: ETIQUETTE FOR COUNCIL OF GOVERNORS AND COMMITTEES' MEETINGS

- 1 The number of decisions required at Council of Governor meetings will be limited and the business will be conducted in a timely and focused manner
- 2 Papers will be written to an appropriate standard clearly detailing the purpose of the report, issues, risks and recommendations/actions to be taken
- 3 Agenda items which require no decisions will be noted. Should Governors require additional clarity on any of these items, further discussions should be arranged outside of the meeting by the Trust Secretary's Office.
- 4 Discussion at meetings should not duplicate the work of the Directors of the Trust
- 5 The Chair will work to a timed agenda and all questions will go through the Chair
- 6 If any item on the agenda requires a vote to be taken, the most simple and effective process for implementing this will be adopted
- 7 In exceptional circumstances, the Chair will invoke standing orders
- 8 Governors will endeavour to:
 - (a) Read all papers before the meeting to maximise effectiveness
 - (b) Arrive on time
 - (c) Undertake to make a point only once
 - (d) Respect one another as possessing individual and corporate skills, knowledge and responsibilities
 - (e) Listen to one another and be tolerant to other points of view; disagree constructively
 - (f) Be courteous and respect freedom to speak, disagree or remain silent
 - (g) Speak to each other to resolve matters prior to them becoming an issue
 - (h) Focus on discussion on material issues and on the resolution of issues
 - (i) Be honest, open and constructive
 - (j) Act in a positive manner
 - (k) Be ready to apologise if offence is taken
 - (l) Stay open to discussion
 - (m) Maintain a view of the strategic picture
 - (n) Treat one another as they would wish to be treated
 - (o) Show group support and loyalty to each other
 - (p) Take decisions as a Council and abide by these

Appendix 3: NON COMPLIANCE WITH THE CODE OF CONDUCT

(Constitution para 5: Termination of Office and Removal of Governors)

- 5.1 People holding office as a Governor shall cease to do so if:
 - 5.1.1. they resign by notice in writing to the Trust Secretary
 - 5.1.2 in the case of elected Governors, they cease to be member of the area of the constituency or class of the constituency by which they were elected
 - 5.1.3. in the case of an appointed or partnership Governor, the appointing organisation terminates the appointment of the individual
 - 5.1.4. they consistently and unjustifiably fail to attend the meetings of the Council of Governors in line with the Governor attendance policy as agreed by the Council of Governors
 - 5.1.5. they have refused without reasonable cause to undertake any training which the Trust requires all Governors to undertake
 - 5.1.6. they have failed to sign and deliver to the Trust Secretary a statement in the form required confirming acceptance of the code of conduct for Governors
 - 5.1.7. they have failed to complete a submission identifying any conflict of interest or they have knowingly provided false or misleading information in this regard.
 - 5.1.8. they have committed a serious breach of the code of conduct for Governors or fails to abide by the Council of Governors standing orders
 - 5.1.9. they have acted in a manner detrimental to the interests of the Trust
 - 5.1.10. they have expressed opinions which are incompatible with the values of the Trust
 - 5.1.11. they are incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs
- 5.2 Governors who are to be removed under any of the grounds set out in paragraph 5.1 above (with the exception of sub-paragraph 5.1.1 – 5.1.3) above shall be removed from the Council of Governors by a resolution approved by the majority of the remaining Governors present and voting
- 5.3 There shall be a working group/committee of the Council of Governors whose function shall be to:
 - 5.3.1 receive and consider concerns about the conduct of any governor and/or

- 5.3.2 consider whether there are grounds to remove a Governor from office and to make recommendations to the Council of Governors. Membership of the working group/committee shall be determined from time to time
- 5.4 If the Council of Governors receives a complaint in writing about any Governor or is asked to consider whether an individual is eligible to become or remain a Governor, the working group shall investigate the matter and make a recommendation to the Council of Governors, which may include a recommendation that a Governor is removed from office pursuant to paragraph 5.2 above
- 5.5 The Council of Governors may decide that whilst the working group is carrying out its investigation, the Governor concerned shall be suspended from office. Suspension is a neutral act and any decision to suspend the Governor concerned shall not be seen as an indicator of, or have any bearing on, the eventual recommendation of the working group
- 5.6 If the Council of Governors decides to terminate a Governor's tenure of office pursuant to paragraph 5.2 above, the Governor may apply in writing to the Council of Governors within seven (7) days of the date of the decision, for the decision to be referred to an independent assessor
- 5.7 The decision of the Council of Governors to terminate the tenure of office of the Governor concerned shall not take effect until the later of:
- 5.7.1 seven (7) days after the date of decision; or
- 5.7.2 where the Governor applies for the decision to be referred to an independent assessor in accordance with paragraph 5.6 above, the date on which the independent assessor determines the matter
- 5.8 The Governor shall be suspended from office (if they have not already been suspended from office pursuant to paragraph 5.5 above) with effect from the date of the Council of Governors' decision until the later of the two dates set out in paragraph 5.7 above
- 5.9 On receipt of an application under paragraph 5.6 above the Council of Governors and the applicant Governor will co-operate in good faith to agree on the appointment of the independent assessor. If the parties fail to agree on the identity of the independent assessor within twenty-one (21) days of the date upon which the application is received by the Council of Governors, then the Council of Governors shall request the Chartered Institute of Arbitrators to nominate an independent assessor
- 5.10 The independent assessor will consider the evidence and conclude whether the decision to remove the Governor was reasonable or otherwise
- 5.11 The independent assessor's decision will be binding on the parties. If the independent assessor finds that the decision of the Council of Governors

to remove the governor was not reasonable, the decision of the Council of Governors will be rescinded

- 5.12 The Trust shall bear the independent assessor's costs unless the independent assessor determines that such costs shall be shared between the Trust and the Governor.

Appendix 4: PERSONAL DECLARATION OF COMPLIANCE**I will:**

- 1 Support the Trust, demonstrating the Trust's values and behaviours, and complying with the constitution and standing orders
- 2 Respect and treat with dignity and fairness, the public, service users and patients, and their relatives and carers, fellow Governors, NHS staff and partners in other agencies
- 3 Be a good ambassador for the Trust and always work in the best interests of the Trust, its service users/patients and members
- 4 Seek to ensure that the membership of the constituency or stakeholder group I represent is properly informed and given the opportunity to influence services
- 5 Always observe confidentiality on matters relating to the work of the Trust and respect the confidentiality of individual service users and patients, complying with the confidentiality policies of the Trust
- 6 Attend meetings of the Council of Governors and its related committees during which I will observe good meeting practice (appendix 2)
- 7 Respect and accept the majority decisions of the whole Council of Governors, understanding that this is the sole decision-making body for the Governors. Committees and working groups will advise the Council of their work for agreement and ratification by the full Council
- 8 Show my commitment to working as a team member by working with all my colleagues on the Council, in the Trust and the wider community
- 9 Declare if I am a member of any Trade Union, Political Party or other organisation. I will not represent these organisations (or the views of these organisations). I will be representing the members of the Trust and the public or the organisation that appointed me
- 10 Seek to ensure that the best interests of the public, service users and patients are upheld in decision making and this is not improperly influenced by gifts or inducements
- 11 Not approach the media except through the Trust Secretary who will liaise with the Communications Team or Executive Directors as appropriate
- 12 Not use Trust's material such as Trust's logo, identity badges, etc., without the express permission of the Trust
- 13 Not make, permit or knowingly allow to be made any untrue or misleading statement(s) relating to my own duties or the functions of the Trust
- 14 Claim no privileges in my role as a Governor

- 15 Undertake all mandatory and appropriate training provided and required of me to enable me to fulfil my role as a Governor
- 16 Abide by the Trust's policies and procedures as appropriate including Whistleblowing Information Governance, Equality & Diversity, Declarations of Interest, Gifts & Hospitality, etc
- 17 Make effective use of the resources available to me
- 18 Be honest and act with integrity and probity at all times
- 19 Oppose any discrimination
- 20 Act responsibly whilst contributing to the work of the Council of Governors, bringing my strengths to bear and respecting the strengths of other Governors.

Code of Conduct Acceptance			
I confirm that I have read and agree to abide by the Code of Conduct for the Council of Governors of Essex Partnership University NHS Foundation Trust.			
Name		Signature	
Date			

Copies of the signed declaration will be kept by the Trust Secretary.

Agenda Item No: 8a

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	15 February 2023			
Report Title:	Quality Account 2022/23 – Briefing Report				
Report Lead:	Natalie Hammond, Executive Nurse				
Report Author(s):	Rebecca Pulford / Michelle Bourner				
Report discussed previously at:	Executive Operational Sub-Committee (07/02/23) Quality Committee (09/02/23)				
Level of Assurance:	Level 1	✓	Level 2		Level 3

Purpose of the Report

This report provides the Council of Governors with information relating to the preparation of the Quality Account 2022/23.	Approval	
	Discussion	
	Information	✓

Recommendations/Action Required

- The Council of Governors is asked to
1. Receive the programme for the development and publication of the annual Quality Account for 2022/23.
 2. To note the timeline for the provision of the Council of Governors statement for inclusion within the Quality Account.
 3. To note the change to audit requirements within the Quality Account guidance.

Summary of Key Issues

The Trust is required to prepare and publish a Quality Account each year. The legislation governing Quality Accounts is found in The Health Act (2009) and The National Health Service (Quality Accounts) Regulations (2010). These state that as an NHS provider EPUT must publish a 'Quality Account' written document each year, which sets out information in relation to the quality of our services.

The paper provides a timeline for the production of the Quality Account 2022/23 and the role of the Council of Governors within the process.

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

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

Acronyms/Terms Used in the Report			
COG	Council of Governors		
ICBs	Integrated Care Boards		
CCGs	Clinical Commissioning Groups		

Supporting Documents and/or Further Reading
Quality Account Frequently Asked Questions.

Lead
 Natalie Hammond Executive Nurse

QUALITY ACCOUNT 2022/23 – BRIEFING REPORT

1. PURPOSE OF REPORT

- 1.1 This report provides the Council of Governors with information relating to the preparation of the Trust's Quality Account 2022/23; and the Council of Governors responsibilities within this process.

2. CONTEXT

- 2.1 The Trust is required to prepare and publish a Quality Account each year.
- 2.2 The legislation governing Quality Accounts is found in The Health Act (2009) and The National Health Service (Quality Accounts) Regulations (2010). These state that as an NHS provider EPUT must publish a 'Quality Account' written document each year, which sets out information in relation to the quality of our services.

- 2.3 The Quality Account consists of 4 parts:

Part 1 – statement summarising the Trust view of the quality of services provided or sub-contracted during the reporting period (01 April '22 – 31 March '23).

Part 2 – priorities for improvement and statements of assurance. This includes prescribed information as per the regulations, progress against priorities set for the reporting period and the stated quality priorities for the following period (01 April '23 – 31 March '24). The requirement is for three priorities for improvement and how these will be monitored and measured.

Part 3 – other information relevant to quality of services. This is aligned to annual requirements and Trust identified information for inclusion.

Part 4 – Copies of statements provided prior to publication from key commenters.

- 2.4 In recent years, the requirements for Quality Accounts have undergone change. Notably:

- As an NHS foundation trust, EPUT discharged its responsibilities under the regulations through the inclusion of a quality report within the Annual Report and Accounts. This requirement was removed in 2019/20 and therefore trusts advised to revert to the guidance on Quality Accounts.
- NHS foundation trusts were also previously required to commission external assurance on aspects of their quality report in a format prescribed by NHS England (formerly NHS Improvement / Monitor) and as part of this process governors were formally asked to select an additional indicator (from a prescribed list) to be audited alongside the others selected by the Trust. The requirement to obtain auditor assurance on the Quality Account has been removed and new guidance stating that 'quality accounts approval from within the Trust's own governance procedures is sufficient'.

Whilst recognising this is a change to a role previously held by the Council of Governors, council members now observe the Board assurance committees, including the Audit Committee where the systems of internal control are reviewed and the Quality Committee. Therefore, the Trust has not commissioned any audits on the quality account indicators for 2022/23.

- To discharge the duty to submit the Quality Accounts to the Secretary of State we must publish the Quality Account on our website and forward the website link to quality-accounts@nhs.net .
- Integrated Care Boards (ICBs) from July 2022 took on the Clinical Commissioning Group (CCG) responsibilities for the review and scrutiny of Quality Accounts.

2.5 The National Quality Board has been undertaking a review of Quality Accounts to determine how they could be improved and updated (noting that a significant amount of the mandated information has changed over the years since the original guidance). The National Quality Board has yet to publish its guidance for 2022/23. We have therefore, set the working programme based on the 2021/22 guidance. Should the 2022/23 guidance include significant changes, the approach will be adapted.

3. TIMETABLE FOR PRODUCTION, APPROVAL AND PUBLICATION

3.1 Dates of note:

DATE	ACTION
TBC – March '23	Governors and Stakeholder engagement activities to define quality priorities for 2023/24
20 April '23	Draft Quality Account
25 April '23	Draft Quality Account review and approval to circulate to agreed commenters for provision of statements.
26 April '23	Circulate Draft Quality Account to agreed commenters for provision of statements.
25 May '23	Deadline for statements from COG and partners to be returned for inclusion in the Quality Account.
May '23 (to align with Annual Report timescales)	Final Draft Quality Account for approval to submit to Quality Committee and Board.
May / June '23 (to align with Annual Report timescales)	Final draft Quality Account to be presented to Board of Directors for approval
30 June '23	Publication on website and confirmation email to NHS Providers.
TBC	Presentation at Annual Members Meeting

4. ROLE OF THE COUNCIL OF GOVERNORS IN THE QUALITY ACCOUNT

4.1 **Selection of Quality Priorities** – as a key contributor to the Trusts governance the Council of Governors are invited to a workshop to received and review potential quality priorities. Feedback will be used to agree a final set of priorities to be progressed in 2023/24.

- 4.2 **Formal Receipt of the Quality Account 2022 / 23** – The Council of Governors will receive a draft version of the Quality Account at the same time as relevant external stakeholders at the end of April 2023 for review. Noting that quarter 4 data will be outstanding.
- 4.3 **Provision of a Council of Governors Statement** – The provision of a statement from the Council of Governors, whilst not a mandated requirement, provides valuable feedback. The statement will be published alongside mandated / voluntary statements from system partners. The Lead Governor will then collate comments received from governors and draft a statement (no more than 1000 words), to be approved at the Council of Governors meeting on the 22 May 2023.

5 ACTION REQUIRED

- 5.1 The Council of Governors is asked to receive the programme for the development and publication of the annual Quality Account for 2022/23.
- 5.2 To note the timeline for the provision of the Council of Governors statement for inclusion within the Quality Account.
- 5.3 To note the change to audit requirements within the Quality Account guidance.

**Report prepared by:
Rebecca Pulford / Michelle Bourner**

**On behalf of:
Natalie Hammond
Executive Nurse**

Agenda Item No: 8b

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		15 February 2023			
Report Title:		Trust Constitution Review Extension				
Report Lead:		Chris Jennings, Assistant Trust Secretary				
Report Author(s):		Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:		Governance Committee 17 January 2023				
Level of Assurance:		Level 1		Level 2	✓	Level 3

Purpose of the Report		
This report provides details of the intention to extend the Trust Constitution to allow the incorporation of the new <i>NHS Providers Code of Governance</i> due to come into effect from the 1 April 2023.	Approval	
	Discussion	
	Information	✓

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

Summary of Key Issues
<p>The Trust is required to undertake a review its Constitution on an annual basis. The last review of the Constitution took place in February 2022, The review of the Trust Constitution requires approval from the Council of Governors and the Board of Directors.</p> <p>The annual review of the Trust Constitution was due to be completed in March 2023 by the Board of Directors, following consultation and approval by the Council of Governors. It was noted the new Code of Governance for NHS Providers published by NHS England was due to come into effect on the 1 April 2023 which would mean a further review of the Constitution would be required to ensure it incorporated all aspects of the new code.</p> <p>Therefore, the Trust is intending to extend the Trust Constitution until June 2023, which will allow a full review of the new Code to take place. The extension will also allow for the usual governance process to be undertaken, including a Task & Finish Group, review by the Governance Committee, approval by the Council of Governors and final approval by the Board of Directors.</p>

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

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

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

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

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

Acronyms/Terms Used in the Report	
CoG	Council of Governors

Supporting Documents and/or Further Reading

Lead
Chris Jennings Assistant Trust Secretary

Agenda Item No: 8c

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1					15 February 2023	
Report Title:		Membership Metrics / Your Voice					
Report Lead:		Mark Dale, Public Governor					
Report Author(s):		Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:							
Level of Assurance:		Level 1		Level 2		Level 3	✓

Purpose of the Report	
This report provides the Council of Governors with the membership metrics as at January 2023 and feedback from the Your Voice meeting held in December 2022.	Recommendation
	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
This report provides information on the current Membership of the Trust and feedback from the Your Voice event which took place on the 2 December 2022.

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

CoG	Council of Governors	Comms	Communication Team
BoD	Board of Directors		

Supporting Documents and/or Further Reading

Main Report

Lead

**Mark Dale, Public Governor, Essex Mid & South
Chair of the Council of Governors Membership Committee**

ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST

MEMBERSHIP METRICS / YOUR VOICE

1.0 PURPOSE OF REPORT

This report provides the Council of Governors with the membership metrics as at January 2023 and feedback from the Your Voice meeting held in December 2022.

2.0 MEMBERSHIP METRICS

2.1 Membership Composition

According to the Civica Membership Database, the following is the current membership:

Member Type	No. Members as at November 2022	No. Members as at January 2023	Difference
Public Members	4,927	4,919	-8
Staff Members	9,537	9,537	0
Total Members	14,464	14,460	-8

By Public Constituency

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

Constituency	No. Members as at November 2022	No. Members as at January 2023	Difference
Essex Mid & South	1,930	1,933	+3
Milton Keynes, Bedfordshire, Luton & Rest of England	1,687	1,691	+4
West Essex & Hertfordshire	699	701	+2
North East Essex & Suffolk	593	594	+1
Out of Area	18	0	-18
Total Members	4,927	4,919	-4

The members listed as “Out of Area” have been audited and assigned to the relevant public constituency. Any members without a valid address or an address outside of England have been removed, in line with the Trust Constitution.

2.2 Demographics Groups

The following information provides a breakdown of demographics available on the Civica database system. Please note, members themselves populate the information and there may be gaps if not fully completed.

By Gender

Gender	No. Members as at November 2022	No. Members as at January 2023	Percentage
Public Members			
Female	2,924	2,919 (-5)	59%
Male	1,875	1,872 (-3)	38%
Not Stated	128	128	3%

By Age

Age	No. Members as at November 2022	No. Members as at January 2023	Percentage
Public Members			
60-74	1,045	1,044 (-1)	21%
30-39	968	976 (+8)	20%
50-59	827	830 (+3)	17%
40-49	653	644 (-15)	13%
Not Stated	575	574 (-1)	12%
75+	487	493 (+6)	10%
22-29	372	358 (-14)	7%
0-16	0	0	0%
17-21	0	0	0%

By Ethnicity

Ethnicity	No. Members as at November 2022	No. Members as at January 2023	Percentage
Public Members			
White Scottish, Welsh, Northern Ireland British	3,503	3,497	71%
Not Stated	414	414	8%
Black or Black British African	182	181	4%
Asian or Asian British Indian	158	158	3%
Asian or Asian British Pakistani	124	124	3%
White - Other	118	117	2%
Black or Black British Caribbean	81	81	2%
White Irish	78	78	2%
Asian or Asian British Bangladeshi	78	78	2%
Mixed White - Black Caribbean	42	42	<1%
Asian or Asian British Other Asian	33	33	<1%
Mixed - Other	30	30	<1%
Asian or Asian British Chinese	24	24	<1%
Other Ethnic Group	17	17	<1%

Ethnicity	No. Members as at November 2022	No. Members as at January 2023	Percentage
Black or Black British Other Black	16	16	<1%
Mixed White - Asian	14	14	<1%
Mixed White - Black African	13	13	<1%
Other Ethnic Group Arab	0	0	0%
White-Irish Gypsy Irish Traveller	0	0	0%

2.3 Membership Communication

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

Communication	Members Emailed	Percentage Opened	Bounces
Christmas Wishes 13/12/2022	3,620	34%	179
Your Voice Meeting Invitation 18/11/2022	3,641	30%	186

There has been no postal communication circulated since the last meeting.

3.0 YOUR VOICE

The Trust held a public virtual Your Voice meeting on the 2 December 2022. The meeting was chaired by Mark Dale, Public Governor, Essex Mid & South. The subject of the meeting was “Focus on Safety: What does Safety mean to you and your community?” The session was attended by the Executive Nurse and the Director of Safety & Patient Safety Specialist, who facilitated a discussion on:

- Why is the EPUT strategy Safety First, Safety Always?
- What does safety look like for you?
- How does EPUT ensure safety in our mental health and community services?

Individuals attended the meeting as follows:

Attendance Breakdown

Attendee Group	No. of Attendees
Public Member	12
Governor	10
Staff Member	5
Non-Executive Director	4
Executive Director	2
Total	33

Feedback forms were received from two attendees:

Scale: 1 Strongly Disagree 2 Disagree 3 Neutral 4 Agree 5 Strongly Agree					
	1	2	3	4	5
What Does Safety look like and mean to EPUT? Was the presentation useful and easy to understand?					2
Introduction to Patient Safety Partners: Was this useful and easy to understand?					2

What did you think about the meeting?	Engaging	2
	Worthwhile	2
	Useful	1
	Teams Link Good	1
	Good Sound	1

Question:	Feedback Provided
How did you find the Your Voice meeting being held via a live event?	<ul style="list-style-type: none"> It was interesting to hear other people's take on the subject. Effective
What was your main reason for attending today?	<ul style="list-style-type: none"> Curiosity Wanted to hear patient/service users' views. I was very pleased that some NEDs attended to hear about some Essex experiences.
What topics would you like to see covered at future meetings?	<ul style="list-style-type: none"> Should mental care assistance be tailored for specific groups – in my case bipolar. Case studies of truly integrated physical and mental health.
Any other comments about the meeting and/or suggestions for improvement?	<ul style="list-style-type: none"> Did not like the conversation between the Chair and a Councillor. Attendees need to remember the advice at the beginning that individual stories should not be aired in these sessions; they should be referred to PALS or a manager or as below. We need people to provide general examples of how services work for a number of patients/service users.

4.0 YOUR VOICE SCHEDULE 2023

The Committee agreed in principle to the schedule of Your Voice meetings for 2023. The table below provides details of the agreed dates and the subjects for discussion at each session. The Trust Secretary's Office is now in the process of contacting facilitators for each of the meetings to confirm the best dates.

Date (week commencing)	Face-to-Face / Virtual	Subject
9 March 2023 (Confirmed)	Virtual	Strategic Plan

Date (week commencing)	Face-to-Face / Virtual	Subject
5 June 2023	Face-to-Face	Provider Collaborative Working
21 August 2023	Face-to-Face	TBC
20 November 2023	Virtual	Carers

5.0 RECOMMENDATIONS / ACTION REQUIRED

The Council of Governors is asked to:

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

Report prepared by

Chris Jennings
Assistant Trust Secretary

On behalf of

Mark Dale
Public Governor, Essex Mid & South
Chair of the Council of Governors Membership Committee

		Agenda Item No: 8d			
SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1	15 February 2023			
Report Title:	Elections to the Council of Governors 2023				
Report Lead:	Chris Jennings, Assistant Trust Secretary				
Report Author(s):	Chris Jennings, Assistant Trust Secretary				
Report discussed previously at:					
Level of Assurance:	Level 1	✓	Level 2		Level 3

Purpose of the Report		
The report provides details of the Governor Election programme for 2023.	Approval	
	Discussion	
	Information	✓

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

Summary of Key Issues
<p>The Trust Constitution provides for an elected Governor to hold office for a period of up to three years and shall be eligible for re-election at the end of their term. A number of Governors' term of office ends in September 2023 and therefore would need to seek election to serve any further term of office.</p> <p>There are currently 11 Governor positions up for election in September 2023. There is also a vacancy in the West Essex and Hertfordshire constituency which will be contested at the next election.</p> <p>The Trust Secretary's Office is currently developing the programme for the election process, including the holding of Prospective Governor Workshops and this will be shared with the Council once developed.</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
Main Report

Lead
Chris Jennings Assistant Trust Secretary

ELECTIONS TO THE COUNCIL OF GOVERNORS
2023

1.0 INTRODUCTION

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

2.0 SUMMARY

2.1 Background

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

The timetable for the elections is currently being developed and this will be shared with the Council of Governors on completion.

2.2 Constituencies and Council of Governors Composition

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

Constituency	Name of Governor	Term of Office End	Total number of Governors	Total for Election
Essex Mid & South	Liz Rotherham	Sep 2023	9	4
	Julia Hopper	Sep 2023		
	Mark Dale	June 2025		
	Pam Madison	Sep 2023		
	Dianne Collins	June 2025		
	Keith Bobbin	Sep 2023		
	Stuart Scrivener	June 2025		
	Megan Leach	June 2025		
	Owen Carty	June 2025		
Milton Keynes, Bedfordshire, Luton & Rest of England	Paula Grayson	June 2025	2	0
	John Jones	June 2025		
North East Essex & Suffolk	Susan Tivy-Ward	June 2025	3	1
	David Short	Sep 2023		
	Cort Williamson	June 2025		
West Essex & Hertfordshire	David Bamber	Sep 2023	5	3
	Jason Gunn	June 2025		
	Pippa Ecclestone	Sep 2023		
	Kate Shilling	June 2022		
	Vacancy			
Staff (Clinical)	Sharon Green	June 2025	4	2
	Tracy Reed	Sep 2023		
	Jared Davis	Sep 2023		
	Edwin Ugoh	June 2025		

Constituency	Name of Governor	Term of Office End	Total number of Governors	Total for Election
Staff (Non-Clinical)	Lara Brooks	Sep 2023	2	2
	Paul Walker	Sep 2023		
Total			25	12

3.0 RECOMMENDATION AND ACTION

The Council of Governors is asked to:

- Note the content of the report

Report prepared by

Chris Jennings
Assistant Trust Secretary

Agenda Item: 8e

SUMMARY REPORT		COUNCIL OF GOVERNORS PART 1				15 February 2023	
Report Title:		Governor Composition and Attendance					
Report Lead:		Chris Jennings, Assistant Trust Secretary					
Report Author(s):		Chris Jennings, Assistant Trust Secretary					
Report discussed previously at:		Governance Committee 17 January 2023					
Level of Assurance:		Level 1	✓	Level 2		Level 3	

Purpose of the Report

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

Approval

Discussion

Information

✓

Recommendations/Action Required

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

Summary of Key Issues

Composition

Maxine Sadza has joined the Trust as the Appointed Governor for Southend-on-Sea Council

Full details are attached as Appendix 1.

Committee Membership

The following sub-committees have vacancies:

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

Full details are attached as Appendix 2

Governor attendance

Governor attendance at general meetings is reviewed in line with the agreed procedure for monitoring attendance. A summary of attendance to date is attached at Appendix 3. Two Governor who had missed two Council of Governor meetings in a row have been contacted by the Lead Governor and advised they will attend future meetings. The Part 2 Meeting in December has not been counted towards this due to it being an Extra-Ordinary meeting.

Relationship to Trust Strategic Objectives

SO1: We will deliver safe, high quality integrated care services

SO2: We will enable each other to be the best that we can

SO3: We will work together with our partners to make our services better

SO4: We will help our communities to thrive

✓

Which of the Trust Values are Being Delivered

1: We care

2: We learn

3: We empower

✓

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

CoG	Council of Governors		
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Supporting Documents and/or Further Reading

Council of Governors Composition (Appendix 1)
Council of Governors Sub-Committee (Appendix 2)
Council of Governors Meeting Attendance (Appendix 3)

Lead

Chris Jennings Assistant Trust Secretary

ESSEX PARTNERSHIP UNIVERSITY NHS FT

COUNCIL OF GOVERNORS as at 2 December 2022

ELECTED GOVERNORS

Public: Essex Mid & South (9)

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

Public: North East Essex & Suffolk (3)

David Short
Sue Ward
Cort Williamson

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

Paula Grayson
John Jones

Public: West Essex & Hertfordshire (5)

David Bamber
Pippa Ecclestone
Jason Gunn
Kate Shilling
1x Vacancy

Staff: Clinical (4)

Jared Davis
Sharon Green
Tracy Reed
Edwin Ugoh

Staff Non Clinical (2)

Lara Brooks
Paul Walker

APPOINTED GOVERNORS

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

Mark Durham
Maxine Sadza
Shane Ralph
Nicky Milner
Vacancy

COUNCIL OF GOVERNORS
Committee Membership at 17 January 2023

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

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

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

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

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

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1					15 February 2023	
Report Title:	Lead and Deputy Lead Governor Report						
Report Lead(s)	John Jones, Lead Governor and Pam Madison, Deputy Lead Governor						
Report Author(s):	John Jones, Lead Governor and Pam Madison, Deputy Lead Governor						
Report discussed previously at:							
Level of Assurance:	Level 1	✓	Level 2		Level 3		

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

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

Summary of Key Issues
The report attached provides information in respect of: <ul style="list-style-type: none"> • Our role as your Lead and Deputy Lead Governor • The Regional Network of Lead Governors • Size and Composition of the Council of Governors • Provider Collaborative • NHS Providers Governor Advisory Committee • Associate Non-Executive Directors • ICS and Governors • Board of Directors Meeting • Meeting with the Chair • Other Matters

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

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

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

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

Acronyms/Terms Used in the Report			
NEDs	Non-Executive Directors	LGs	Lead Governors
NHSE/I	NHS England / Improvement	FT	Foundation Trust

Supporting Documents and/or Further Reading
Main Report

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

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

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

2 Summary**2.1 Background**

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

2.2 Our role as your Lead and Deputy Lead Governor

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

2.3 The Regional Network of Lead Governors

Colleagues may recall that this group was established by myself in early 2017 and meets every 3 months, and the last meeting was held virtually on 9th December 2022, when the following items were discussed:

2.3.1 Size and Composition of Councils of Governors

A round-the-table discussion took place concerning the current size of Councils and in this region the size varies from 26 to 38. It was agreed that the larger Councils allowed more flexibility in terms of the composition of sub-committees and the issue of quoracy. The size did not seem to address the problem of most of the work being done by a few of the Governors.

2.3.2 Provider Collaborative.

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

2.3.3 NHS Providers Governor Advisory Committee Report

The issue of Governors having an observer role is still exercising the GAC, but the advice is now being reviewed

2.3.4 Associate NEDs

This route for the development and succession planning for NEDs is fairly widespread in the region. The time commitment varies but in essence the Associate NEDs have the same obligations, responsibilities and roles as the substantive NEDs and were considered to be a

valuable resource and an opportunity to address the issues of succession planning as it arose.

2.3.5 ICS and Governors

The general feeling of the meeting was that there is insufficient feedback from the nominated NEDs on ICS Boards, and no proper attempt to involve Governors in any substantial way. Most Governors have little understanding of the role of ICS.

2.4 Board of Directors Meeting.

We were both pleased to be able to attend the November 2022 and January 2023 meetings of the Board and to ask questions on behalf of our members.

2.5 Meeting with Chair

The scheduled meeting with the Chair to discuss and adjust the Agenda for this Council meeting was held virtually on 23 January 2023. Additionally, we raised other issues which as Governors we felt should be aired with the Chair. We are grateful for the open and receptive way in which these meetings are conducted.

2.6 Other Matters

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

May we also thank colleagues for their co-operation with the Trust as we attempt to carry on using a virtual meeting process. We recognise that this is not ideal as so much is achieved by networking at Council and by the usual non-verbal communication, which is lost in a virtual meeting.

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

3 Action Required

The Council of Governors is asked to:

- 1 Note the contents of the report.

Report prepared by



John Jones
Lead Governor
Public Governor
15 February 2023

Pam Madison
Deputy Lead Governor
Public Governor
15 February 2023

SUMMARY REPORT	COUNCIL OF GOVERNORS PART 1		15 February 2023			
Report Title:	NHS Providers Governor Advisory Committee					
Report Lead(s)	John Jones, Lead Governor					
Report Author(s):	John Jones, Lead Governor					
Report discussed previously at:						
Level of Assurance:	Level 1	✓	Level 2		Level 3	

Purpose of the Report							
The purpose of this report is to provide an update on the work of the NHS Providers Governor Advisory Committee (GAC).	<table border="1"> <tr> <td>Approval</td> <td></td> </tr> <tr> <td>Discussion</td> <td></td> </tr> <tr> <td>Information</td> <td align="center">✓</td> </tr> </table>	Approval		Discussion		Information	✓
Approval							
Discussion							
Information	✓						

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

Summary of Key Issues
The report attached provides information regarding the NHS Providers Governor Advisory Committee (GAC) meeting held on the 9 January 2023.

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

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

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

Impact on Statutory Duties and Responsibilities of Council of Governors

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

Acronyms/Terms Used in the Report

Supporting Documents and/or Further Reading

Main Report

Lead



John Jones
Lead Governor

NHS PROVIDERS GOVERNOR ADVISORY COMMITTEE

1 Purpose of Report

The purpose of this report is to provide an update on the work of the NHS Providers Governor Advisory Committee (GAC).

2 Summary

2.1 Background

The NHS Providers Governor Advisory Committee (formerly known as the NHS Providers Governor Policy Board) was established in late 2015 following an election of FT Governors to sit on the Committee that took place initially in April 2015. Further elections were held in February 2018 and 2021.

The GAC meets four times a year and comprises eight elected Governor members and two FT Chair members who sit on the NHS Providers Board. The Group is instrumental in guiding NHS Providers' Governor Support programme and aims to represent the broad views of Councils of Governors.

John Jones, as the EPUT nominee in the elections, was invited to join the GAC in October 2022 as a vacancy arose, to represent the 'mental health constituency'.

2.2 Report of meeting held on 9 January 2023 from John Jones

The virtual meeting (via Zoom) of the Governor Advisory Committee (GAC) was held on 9 January 2023 and included:

1. A presentation by Dr Sean Kelly, Chief Inspector of Hospitals at the CQC, on the changing role of the CQC. He had a very high opinion of Governors, using words like capable, compassionate and leadership.
2. The GAC Report for the last Quarter (Q3) with reports on a number of virtual training events.
3. A national policy update which highlighted the following:
 - The current political context forcing health issues to the fore, with a higher than usual profile not only for NHS Providers but also the FTs
 - There are no plans in legislation (or elsewhere) to change the role of Governors in FTs
 - It is recognised that there is a need for a join-up between local accountability and Trust and System Level working, and that this issue is best worked out on a local level.
 - There is currently a review being done of Governor support and how best to develop this further.
 - The new CEO starts 1st February 2023.

3 Action Required

The Council of Governors is asked to:

- 1 Note the contents of the report.

Report prepared by

A handwritten signature in black ink, appearing to read 'John Jones', with a long horizontal flourish extending to the right.

John Jones

February 2023



#WhatWeDoTogetherMatters