

**Meeting of the Council of Governors  
Wednesday 18 February 2021 at 16:00 – 17:30  
Microsoft Teams Meeting**

**Vision: Working to Improve Lives**

**15:15 – CEO Briefing**

**PART ONE MEETING – HELD IN PUBLIC**

**AGENDA**

<b>1</b>	<b>APOLOGIES FOR ABSENCE</b>	SS	Verbal	Noting	16:00
<b>2</b>	<b>DECLARATIONS OF INTEREST</b>	SS	Verbal	Noting	16:03
<b>3</b>	<b>MINUTES OF THE MEETING (PART 1) HELD ON 2 December 2020</b>	SS	Attached	Approval	16:06
<b>4</b>	<b>ACTION LOG AND MATTERS ARISING</b>	SS	Attached	Noting	16:09
<b>Cost Improvement Plans Manny Lewis</b>					<b>16:12</b>
<b>5</b>	Outcome of the CoG Agenda Task and Finish Group	JD	Verbal	Noting	16:22
<b>6</b>	<b>TRUST UPDATES</b>				
<b>(a)</b>	Report from the Chair	SS	Attached	Noting	16:29
<b>(b)</b>	CEO Report	PS	Attached	Noting	16:32
<b>(c)</b>	Annual Assurance Reports from the Chairs of the Board of Directors Standing Committees				
	(i) Audit Committee	JW	Attached	Noting	16:35
	(ii) Finance & Performance Committee	ML	Attached	Noting	16:40
<b>(d)</b>	Freedom to Speak-Up Report 2021	SL	Attached	Noting	16:45
<b>7</b>	<b>STRATEGIC ITEMS</b>				
<b>(a)</b>	Patient Safety Strategy Update	NH	Attached	Noting	16:48
<b>(b)</b>	Council of Governors Strategic Discussions	JD	Attached	Noting	17:03
<b>8</b>	<b>COUNCIL OF GOVERNORS BUSINESS ITEMS</b>				
<b>(a)</b>	Trust Constitution	JD	Attached	Approval	17:08
<b>(b)</b>	Changes to the Council of Governors and membership of its committees	CJ	Attached	Noting	17:11
<b>(c)</b>	Your Voice	TB	Attached	Noting	17:14
<b>(d)</b>	Council of Governors Sub-Committees Terms of Reference	CJ	Attached	Approval	17:17

<b>(e)</b>	Council of Governors Observation of Board Standing Committees Procedure	JD	Attached	Approval	17:20
<b>9</b>	<b>OTHER REPORTS</b>				
<b>(a)</b>	Governors Skills and Experiences <ul style="list-style-type: none"> <li>• Michael Waller</li> <li>• Pam Madison</li> </ul>	MW / PM	Verbal	Noting	17:25
<b>(b)</b>	Lead and Deputy Lead Governor Update	JJ / PE	Attached	Noting	17:31
<b>10</b>	<b>ANY OTHER BUSINESS</b>				
<b>11</b>	<b>QUESTION &amp; ANSWER SESSION FROM MEMBERS OF THE PUBLIC</b>				
<b>12</b>	<b>RESOLUTION</b> Members of the public are excluded from Part 2 Council of Governors meeting having regard to commercial sensitivity and/or confidentiality and/or personal information and/or legal professional privilege in relation to the business to be discussed				
<b>13</b>	<b>DATE AND TIME OF NEXT MEETING</b> 19 May 2021, 16:00 – 18:00				
<b>14</b>	<b>DATES OF FUTURE MEETINGS</b> 19 May 2021 7 October 2021 8 December 2021				

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



Dianne Collins  
Nosi Murefu

Public Governor Essex Mid & South  
Staff Governor Clinical

CJ advised that Laurie Burton had confirmed he would try to attend the meeting but would be late. Sam Rakusen had confirmed he would be late but felt he should be able to join in time for his verbal update in the agenda.

SSa welcomed SSc and MW to their first meeting of the Council of Governors.

**078/20 DECLARATIONS OF INTEREST**

JJo declared an interest in item 095/20 and agreed to step-out of the meeting at this point. MD declared that he was a Governor of North East London NHS Foundation Trust.

**079/20 MINUTES OF THE MEETING (PART 1) HELD ON 23 SEPTEMBER 2020**

The minutes of the meeting held on the 23 September 2020 were reviewed. PG commented that she had provided the Trust Secretary's Office with alternative wording for her presentation. CJ confirmed he had received the update and would recirculate the minutes following the changes as the presentation section would have significantly changed the content.

**080/20 ACTION LOG AND MATTERS ARISING**

The action log from the meeting held on the 23 September 2020 was reviewed and SSa noted that the majority of actions had been completed and one was not due for completion.

JJo noted that on Page 5 of the minutes for the 23 September 2020 a discussion had been had regarding the PLACE scores for 2019 and the fact that the scores for Disability Access had dropped from 90.4% in 2018 to 84.7%. JJo said that MM had agreed to investigate the reason for the decline in score and felt that this should be included as an action on the action log. SSa agreed for this to be recorded on the action log.

CJ noted that the one action that remained open relating to presenting the results of the Staff Survey to the People, Innovation & Transformation (PIT) Committee had a timescale of February 2021. CJ advised that he had spoken with the action lead Jo Debenham who had confirmed that the results of the Staff Survey 2020 would likely be received at the end of February and therefore requested the action is extended to March 2021 to allow time for this to be presented to the PIT committee. The Council agreed to extend the action deadline to March 2021.

**Action:**

- 1. Review PLACE Scores 2019 and confirm reason for decline in Disability Access from 90.4% in 2018 to 84.7% in 2019. (TS)**

**PRESENTATION: Emergency Response and Crisis Care Service**

Further to the Clinical Transformation paper produced by Nigel Leonard in September 2020, a presentation was requested on the Emergency Response and Crisis Care Service mentioned in the paper.

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SSa welcomed SH to the meeting. SH introduced herself and advised that she would be delivering the presentation on behalf of Lynn McGhee who had been called into an urgent meeting.

SH advised that the Emergency Response and Crisis Care Service in South Essex had been established as part of the NHS Long Term Plan and included the crisis service increasing to a 24/7 service and the introduction of sanctuary accommodation. The service had also been established to:

- Provide tele-coaching and emergency assessment for those in self defined crisis
- To provide direct support and advice to emergency services.
- Enhancing current crisis services
- Enabling 24hours Home Treatment
- Reduce no medical presentations to ED

SH presented a diagram which showed the pathway for the service. The left hand side of the diagram showed how patients accessed the service using NHS 111, Option 2. The EPUT Contact Centre would gather initial information and transfer to the appropriate Crisis Team. The Crisis tele-coaches undertake an assessment of needs and refer the individual to the appropriate service:

- Face-to-face assessment
- Referral to community team
- Referral to sanctuary
- Provide advice and support
- Medication advice

Police, Ambulance, GP and other designated professionals have dedicated telephone numbers direct to the Crisis team, which bypasses 111.

SH provided statistics on activity for the service, including calls received, response times and referrals to the sanctuary service. SH advised that the majority of calls received were for Essex Mid & South.

SH provided details of what the service meant for patients:

- A 24hr immediate response to a crisis.
- Service can be accessed by the person, carer, member of the public.
- Designated contact points for professionals
- Greater links to the wider crisis pathway
- Reduced pressure on Emergency departments
- Enhancing home treatment options
- Reduction in Inpatient admissions

SH advised that the service was only 6-months old and therefore there is still lots to learn to ensure the service continues to evolve.

SSa thanked SH for the presentation and asked follow-up questions. SSa asked what areas the service covered. SH advised that the service she is part of covered South Essex, including Thurrock, Southend and Brentwood. SSa asked what happened in other areas of the Trust. SH advised that she believed services in North and West Essex had crisis services combined with the Home Treatment Teams. SSa asked whether clarity could be sought in this area to understand how crisis services operate in other areas of the Trust.

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PW commented that this was a great initiative and wondered when it would be fully rolled-out. SH advised that she would find out about the service in other areas.

MD commented that he had been involved in the project that had established this service and it was good to see that sanctuaries were in place for people that had a lower level presentation. MD commented that the Trust used the 111 option 2 service across the Trust and the difference was where the individual would be referred following assessment dependent on the services in their area. PS agreed that each of the clinical pathways would be different depending on the locality, but the entry point is the same. PS advised that there is a dual considerations to the way the services are established. The clinical pathways have been developed to reflect the local population, which is good, but there is also consideration as to whether each locality should learn from each other and develop a single approach across Essex. The questions would be for the Clinical Commissioning Groups (CCGs) to consider whether services should be brought together. SSa advised that the governing body was interested in consistency and equity of service across the localities.

SSc commented that from speaking to Service Users the transformation of the crisis line and care was very positive.

KS commented that the NHS 111 Option 2 did not work as she was aware of someone that had spent two hours on the phone and it was the third person they spoke to that was the Mental Health Service. PS agreed to discuss this with Alex Green to see if there were any statistics on wait times to see if there was a theme around this. SSa suggested this could be expanded to review statistics for North and West Essex.

PW asked to what degree had the service reduced referrals to A&E. SH advised that it was difficult to review at this stage as the Covid-19 pandemic had increased the number of people accessing A&E for different reasons, therefore any statistics would not provide an accurate analysis. PS agreed that any statistics relating to access to A&E would need to be considered in the context of the Covid-19 pandemic. However, PS advised that there were two measures of success for the service, one being referrals to A&E and the other was between closing the gap between Primary & Secondary care services. PS advised that there had been a noted gap, which the crisis service was aiming to connect and therefore a good measure would be to see if the referrals between these services had improved.

PW asked how the sanctuary service worked. SH advised that the serviced worked in the evening and provided social support for individuals. It allowed the clinician to hand the individual over to the service to provide continued social support for the patient.

SS thanked SH for the presentation and stepping-in at short notice.

**Actions:**

- 1. Provide further clarity in terms of crisis services in North and West Essex to confirm how these operate in relation to 111 Option 2. (AG).**
- 2. Review statistics relating to wait times for the NHS 111 Option 2 service to see if there are any emerging themes (AG).**

**081/20 REPORT FROM THE CHAIR**

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SSa presented a report as circulated providing an update in support of Governors holding the Non-Executive Directors to account both individually and collectively for the performance of the Board and to provide an understanding of the work of the Non-Executive Directors.

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

**082/20 QUALITY COMMITTEE ASSURANCE REPORT**

AS presented a report as circulated providing a highlight of work and key issues reviewed by the Quality Committee during the period 1 November 2019 – 31 October 2020 from her perspective as Chair of the Committee.

PG noted that one of the main issues identified that the Committee dealt with in the previous 12 months was Learning from Deaths (Mortality Review). PG asked how the Committee was working in pushing the identification of learning and how this is then implemented in frontline services. AS advised that the learning identified from the mortality reviews was very “top down” as the reviews are conducted centrally and learning distributed to organisations. AS advised that the Learning Oversight Committee which reports to the Quality Committee has taken a more qualitative review of learning. The patient story that is presented at Quality Committee meetings is the starting point to get a much richer picture. AS advised that there was a long way to go to get definite assurance of the learning, but the safety first approach is creating a more granular approach to learning.

MD asked whether the Committee was looking at areas of restraint, including use of prone restraint and whether the Trust is on track in terms of reduction. AS confirmed that the Committee considered restraints and review if there has been any increase. AS gave an example of there being a spike in reported restraints in CAMHS services and the Committee interrogated the information and reviewed this with the service to gain assurance.

JJo noted that on Page 5 of the report there is mention of a patient story involving the successful rehabilitation of a 34-year old female because of positive interventions between Plane Ward, CCG and Askham Rehabilitation Unit in Cambridge. JJo said this appeared to be an interesting story and asked whether further information could be provided. AS agreed to provide more information on this patient story.

**Action:**

- 1. Provide further details of the patient story relating to the successful rehabilitation of a 34-years old female as a result of positive interventions between services and send to JJo. (AS)**

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

**083/20 PEOPLE, INNOVATION AND TRANSFORMATION COMMITTEE ASSURANCE REPORT**

ARQ presented a report as circulated providing a highlight of work and key issues reviewed by the People, Innovation & Transformation (PIT) Committee during the period 1 June 2020 – 31 November 2020 from her perspective as Chair of the Committee.

ARQ advised that the Committee was established to take over from the Strategy & Transformation Committee to widen its terms of reference to be more inspiring and ideas

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driven. The Committee had been opened up to innovation and having an oversight of transformation projects.

ARQ advised that the Committee had only met 3 times and has focused largely on innovations in relation to the Covid-19 pandemic, leadership changes and the Trust strategic direction. The Committee will then go on to look at the Commercial Strategy for the organisation. This will need to be done within the complex system and working within the new joint venture. ARQ said that it is an exciting Committee and will have a fuller report next year once the Committee has met on more occasions.

SSa advised that the joint venture mentioned by ARQ was something within Mid & South Essex only and would keep Governors informed.

JJo commented that the report referred to the EPUT Lab and Digital Development. JJo asked for more detail and asked if this would affect the NED recruitment as the Trust is looking for someone with digital knowledge. ARQ advised that the EPUT Lab looked at the latest innovation and research to bring these forward to see what improvement could be made to services. The EPUT Lab contains clinicians who are best placed to be able to take this forward.

PS advised that the EPUT Lab brings research companies and small companies together and provided an example of Oxyhealth, an innovative system which had been developed as part of the EPUT Lab. The Trust subsequently had the ability to bring in the relevant funding based on the innovation developed by the EPUT Lab.

JJo commented that there were a number of research funds nationally and these had not always been used in the past. JJo asked whether these could be used more as part of the work of the Committee. ARQ advised that this was something that had not previously been discussed at the Committee but was definitely something that could be considered.

MD commented that Page 4 of the report refers to the EU Exit, asking whether staff leaving and equalities had been considered. ARQ confirmed that the EU Exit was back on the agenda and Nigel Leonard was investigating to understand the impact. ARQ confirmed that this was wider than looking at the settled status of staff and gave assurance that the EU Exit was part of the remit of the Committee.

ARQ advised that, in terms of equality, it was being considered as part of the people plan. Other areas, such as staff metrics, would go to the Finance & Performance Committee and did not want to overlap with the functioning of this Committee. The PIT Committee focused on transformation in relation to people. SL advised that there was focus on the evolution of staff networks, the Be You scheme etc. which is discussed at the PIT Committee. PS advised that there was an emphasis on people, staff engagement and that things such as the Be You scheme should be celebrated.

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

**084/20 CARE QUALITY COMMISSION (CQC) UPDATE**

PS provided a report providing an update on CQC related activity and a summary of progress being made to respond to the findings of the CQC inspection of Trust services.

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PS advised that there had been a change to the CQC regulatory approach. The CQC were currently trialling a live data system to provide up-to-date information to organise inspections, rather than using data that is often significantly out-of-date.

PS advised that the Trust was responding strongly to the CQC findings with Executive oversight. The focus was around removing barriers to patient care which may prevent changes being implemented. PS advised that the response provided to the CQC by the Trust would form the foundation for the approach to CQC compliance going forward.

PS advised that notifications had been sent to the CQC for changes to the senior management of the Trust.

PG thanked PS for the report and recognised the pressure / stress on staff, especially during the current situation. However, PG noted that the CQC findings appeared to be what Governors have been seeing for some time relating to not achieving the basics. PG felt that it was a shame that good staff were letting themselves down by not completing paperwork effectively and this is what appeared to be where the Trust is caught out. The challenge for the Trust is how to get staff to focus on the basics as much as the bigger picture. SSa agreed with PG and felt that it was important that staff understood where the CQC were coming from and the fact that details in documents, such as at handover, can be used for assurance in relation to patient care.

PE commented that since the merger there had been two different record keeping systems functioning within the Trust for mental health services. PE asked whether this had an impact on the findings and if there was a plan to bring the two systems together. ER said that she had an incident as a service user where no notes had been taken and therefore there were no records of what had happened.

PS said the issue around record keeping and ensuring the basics are achieved would be covered by the Quality & Performance report on the agenda.

JJo said that he had had discussions with regional directors within the CQC who had said that they are there to be helpful, but staff do not understand this. JJo queried if there was a way this could be communicated to staff.

PS agreed there was a need for the CQC to be seen as a partner and staff needed to not be afraid of CQC inspections. PS referred to a presentation delivered by staff that spoke about AIMS accreditation which helped the service to get used to receiving and giving feedback to inspectors.

PG commented that it was frustrating the changes made following CQC inspections do not always seem to be maintained. It was difficult to be in charge of a busy environment and felt it was important to listen to staff and to remove barriers. PG said that it was about making things important and ensuring the right things were measured.

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

**085/20 FREEDOM TO SPEAK-UP GUARDIAN UPDATE**

SL provided a verbal update regarding the work undertaken in relation to the Freedom to Speak-Up Guardian. SL thanked Yogeeta Mohur for the work that she had been doing in the

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role. SL said that there had been an increase in the number of voices speaking-up during the Covid-19 pandemic. The system was becoming more sophisticated so that concerns raised were being dealt with more rapidly, which would encourage others to speak-up.

SL said that he would bring a full report on activity for the Freedom to Speak-Up Guardian to the next Council meeting.

**The Council of Governors received and noted the verbal update.**

**Action:**

- 1. Report on the activity for the Freedom to Speak-Up Guardian to be presented at the next Council of Governors meeting. (SL)**

**086/20 SUMMARY OF EPUT PROGRESS AND WORK STREAMS TO ADDRESS BULLYING & HARASSMENT**

DP presented a report as circulated providing a summary of the progress and work streams to address bullying and harassment within the Trust. The report was developed following a discussion at the Council in June 2020 where bullying and harassment was identified by the results of the Staff Survey 2019.

DP advised that she had recently taken over the responsibility for bullying and harassment in the Trust and had been working closely with Jo Debenham, Head of Staff Engagement in taking this forward.

DP advised that the results of Staff Survey 2020 would be presented to the Council of Governors once these are published.

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

**087/20 QUALITY & PERFORMANCE REPORT**

PS presented a report providing the Performance, Finance and Quality report as circulated. PS advised that the report had been presented to the Board of Directors the previous week and did not intend to repeat the discussions held at this meeting. Instead, PS invited TS to speak about changes being made to the way performance data was to be reported.

TS advised that the language used within the Performance, Finance and Quality report had been changed to more align with the CQC criteria of “Outstanding”, “Good”, “Requires Improvement” and “Inadequate”. TS advised that the report was moving away from only looking at contractual key performance indicators (KPI’s) and looking beyond these, including patient numbers and wait times to give a broader perspective.

TS advised that the report would focus more on how the Trust is going to improve in any areas that fall short, including the use of projections to see where the Trust intends to be over the future months. There would also be a look at how data links to patient experience and how it links to financial performance to give more insight and a more rounded view.

TS advised that the changes had started already and will continue to be made until the end of the year, which will create an informed and complete report. The entire process was being overseen by the Finance & Performance (F&P) Committee.

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ML advised that the F&P Committee had received information setting out how the report was being remodelled. ML advised that they were looking at the budget development process to bring it forward to earlier in the financial year. This gives more time to plan for the following year, rather than setting budgets late and not having time to then plan performance targets going forward.

ML welcomed the use of trajectories as he felt there is a reliance on meeting the trajectories as set and identifying weaknesses as the trajectories move forward.

ML identified that successes were being celebrated and it was good to see things that have gone well as much as identifying areas for improvements. ML welcomed the changes outlined by TS.

JJo asked how the Trust could justify the high cash balance indicated on page 24 of the report given the message that patients are at the front of everything. TS advised that the current amount included in the report (£97.9m) was due to the financial payments being made, such as £26m being paid for the Covid-19 pandemic which will need to be paid back. There are also other items that will need to be paid and there is also the deficit to consider. So the amount eventually goes down to around £9m which will then be put into the capital programme. There is tangible evidence that the money is being spent on front line services, such as the removal of dormitories.

PE noted that achieving CIP targets for this year had been a significant issue and asked when the Trust was likely to see an improvement and how this would affect next years targets. TS advised that planning was underway in relation to CIPs for the new financial year. He advised that a budget reset was being undertaken to understand the exact budgetary requirements for areas, to ensure these have been set-right at the beginning. The Trust was also looking at transformational activities, which were bigger items that could produce bigger savings. The idea was to move away from “salami slicing” and instead look at bigger transformation projects to achieve CIPs. TS advised he would provide further updates at future Council meetings.

PE highlighted a discussion that was held at the Board of Directors relating to the opening of a new ward and asked for further details. PS advised that this was part of the Winter plan and the that would be opened was a disused ward at The Crystal Centre (Topaz Ward). The site was currently being renovated to ensure it was suitable for an adult inpatient client group.

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

**088/20 DEPUTY LEAD GOVERNOR ELECTION OUTCOME**

SSa presented a report providing an outcome of the process to elect a Deputy Lead Governor for the Council of Governors. SSa advised that PE had been successfully elected and congratulated her on her appointment.

SSa thanked MD for putting himself forward for the role and was pleased to see interest in a leadership role within the Council. SSa thanked BA for his service in the role over his two terms.

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

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**089/20 OUTCOME OF THE COUNCIL OF GOVERNORS EFFICACY REVIEW**

JD presented a report providing details and key findings of the light touch desktop review undertaken of the documentation to support the Council of Governor meetings and governing body standing Committee meetings. The report also provided the key findings of the self-assessment undertaken by Governors. The review covered the period 1 October 2019 to 30 September 2020.

JD advised that he had found himself in a good place to complete the review as he was still getting to grips with governance within the Trust and there was able to review the paperwork from a non-biased perspective.

JD highlighted the importance of celebrating success and noted that the review of paperwork was very positive. JD advised that the paperwork was of Board quality, however, noted there was a high volume of paperwork received by the Council which may wish to be considered.

JD advised that the review of the paperwork for the sub-committees was positive. The Membership Committee appeared to be working towards crystallising what its intentions were.

CJ advised that the data presented for the self-assessment was undertaken using the Evalu8 system. CJ advised that the data was weighted to consider responses for “Strongly Agree / Disagree” and “Agree / Disagree”, therefore the data may say that all responses were “Green” but the total percentage is less than 100%.

CJ advised that he had extracted statements that scored the best and worst through different parts of the self-assessment. He advised that the percentages should be reviewed alongside the number of “Red” responses. It could be that the overall percentage score is low, but this could be because the number of respondents was low or a number had given neutral answers. Therefore, it was important to review the overall percentage score as well as the number of “Red” responses when developing recommendations.

PE asked whether the different Task and Finish Groups established would help answer some of the areas identified by the review. SSa agreed these groups may cover some of the outcomes of the review, but the output of the groups would need to be monitored.

JJo suggested there were three options for developing recommendations, a task and finish group, monitored by the CoG Governance Committee or defer and return to the results once the outcome of the task and finish groups was known.

SSa suggested returning to the results once the outcomes of the task and finish groups are known so that the results could be checked against this to confirm if these resolved any of the issues identified. The Council agreed with this approach.

MD noted that the self-assessment results had given a score of 87% for Governors knowing their role, which was different from what was being said as part of the Governor Involvement Task and Finish Group.

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1. Review the output of the CoG Agenda and Governor Involvement Task and Finish Group to confirm if issues identified by the efficacy review have been resolved. (CJ)

The Council of Governors received and noted the report.

**090/20 STANDING COMMITTEE ASSURANCE REPORTS**

**(i) Governance Committee**

JJo presented a report as circulated providing a summary of the CoG Governance Committee meeting discussions held on the 9 November 2020, including:

- Council of Governors Efficacy Review
- Governor Nomination to NHS Providers Governors Advisory Committee (GAC)
- Composition of the Council of Governors.
- SID Action Plan

The Council of Governors received and noted the report.

**(ii) Nominations Committee**

SSa presented a report as circulated providing a summary of the CoG Nominations Committee meeting discussions held on 16 November 2020. SSa advised that the Committee discussed the process for the recruitment of a Non-Executive Director which would be covered in more detail in Part 2 of the Committee.

The Council of Governors received and noted the report.

**(iii) Membership Committee**

JW presented a report as circulated providing a summary of the CoG Membership Committee discussions held on 13 November 2020, including:

- Future member communication.
- Plans for Your Voice meeting planned for 9 December 2020.
- The membership of the Committee.

The Council of Governors received and noted the report.

**(iv) Training & Development Committee**

PG presented a report providing a summary of the Council of Governors Training and Development Committee meeting discussions held on 29 October 2020.

PG highlighted the Governor Training, Learning and Development Model that had previously been circulated to new Governors. The Committee had considered that this should be circulated to all Governors for completion and noted that this had been circulated.

The Council of Governors received and noted the report.

**091/20 CHANGES TO THE COUNCIL OF GOVERNORS AND MEMBERSHIP OF ITS COMMITTEES**

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SSa presented a report as circulated providing changes to the composition of the Council of Governors, membership vacancies for the sub-committees and Governor attendance at the Council of Governor meetings.

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

**092/20 YOUR VOICE**

JW presented a report as circulated providing the latest plans for the Your Voice virtual event scheduled for the 9 December 2020. JW noted the draft agenda for the event and confirmed this was an interface between Governors and members. TB advised that invites for the event had been sent and the event had been advertised. SSa asked Governors to encourage their members to attend the event.

JW advised that Governors have been given space on the newsletter circulated by MD as part of his Governors role which would be used to provide a message to members. MD clarified that the newsletter is circulated to volunteers and not to members. TB advised that this had been discussed at the Membership Committee and it had been agreed that the newsletter would be sent to members as well as volunteers.

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

**093/20 COUNCIL OF GOVERNORS AGENDA TASK AND FINISH GROUP TOR**

SSa presented a report providing the terms of reference developed for the Council of Governors Agenda Task and Finish Group. CJ advised that representatives from Staff Governors and Appointed Governors were still required, but asked if the Council was happy for the group to go ahead even without the full membership. SSa suggested the group should go ahead as it was an important piece of work to get started.

The Council agreed for the Task and Group to go ahead without full membership.

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

**094/20 GOVERNOR INVOLVEMENT TASK AND FINISH GROUP**

SSa noted that SR was not present at the meeting to provide this verbal update. PG advised that a report had been prepared but it had missed the deadline for the circulation of papers as it had been thought that this would be a verbal update. PG suggested circulating the paper following the meeting.

JJu advised that the group was scheduled to meet the following day. MD asked for clarification regarding the terms of reference for the group as it seemed to be crossing into other areas such as induction which was part of the Training & Development Committee and was not focusing on the Governor involvement aspect which was the original intention of the group. TB advised that the output seen from the group suggested it was focusing on the induction programme and the original intention of the group had been to review Governor involvement.

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SSa advised that the group should review its remit to ensure was focusing on the area that was originally suggested following the NED / Governor Informal meeting and it was important that there was output from the group as soon as possible.

MD noted that a meeting had been scheduled for tomorrow, but no meeting had been organised. CJ advised he had not been asked to set-up a Microsoft Teams meeting for the group. JD advised that the Trust Secretary's Office was not aware of this meeting and said it was important to include them in the establishment of these meetings to avoid chaos.

**Action:**

- 1. Circulate a copy of the Governor Involvement Task and Finish Group report. (CJ)**

**095/20 GOVERNOR NOMINATION TO NHS PROVIDERS GOVERNOR ADVISORY COMMITTEE (GAC)**

SSa presented a report providing details of the process for identifying the Trust Governor nominee for NHS Providers Governor Advisory Committee (GAC). SSa advised that the CoG Governance Committee had recommended John Jones continue as the Trust representative for the GAC and would be nominated in the Mental Health Trusts category.

**The Council of Governors approved JJo as the nominee for NHS Providers Governor Advisory Committee.**

**096/20 LEAD AND DEPUTY LEAD GOVERNOR UPDATE**

JJo presented a report as circulated providing an update on activities involving the Lead and Deputy Lead Governor. JJo advised that this was the final report where BA had contributed and thanked BA for his contributions as Deputy Lead Governor.

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

**097/20 GAC REPORT**

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

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

**098/20 ANY OTHER BUSINESS**

**Trust Website**

JJo commented that the when accessing the Trust Website for the Board of Directors meeting, he noted that the date was incorrect and wondered if this was contributing to the lack of public attendance at Board meetings. JJo asked if this could be rectified by the Communications department. MD commented that Communications were working on a new website and was asking for contributions from others.

TB clarified that this section of the website was the responsibility of the Trust Secretary's Office and not the Communications Department. TB asked JJo to provide further information

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

outside of the meeting as it appeared the date listed on the website was correct. JJo agreed to review and send something through outside the meeting.

**099/20 DATE AND TIME OF NEXT MEETING**

The next meeting will take place in February 2021 with the date / time to be confirmed.

DRAFT

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

In the Chair

**ESSEX PARTNERSHIP UNIVERSITY NHS FT**

**Council of Governors Meeting  
Action Log (following Part 1 meeting held on 2 December 2020)**

Lead	Initials	Lead	Initials	Lead	Initials
Trevor Smith	TS	Alex Green	AG	Chris Jennings	CJ
Paul Scott	PS	Amanda Sherlock	AS	Alison Rose-Quirie	ARQ
Sean Leahy	SL	Jo Debenham	JD		

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

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
Dec 080/20	Review PLACE Scores 2019 and confirm reason for decline in Disability Access from 90.4% in 2018 to 84.7% in 2019.	TS	Feb-21	<p><b>11/02:</b> Fiona Benson, Head of Estates and Facilities confirmed that the PLACE audit scores can fluctuate to this degree year-on-year and the decline in score from 2018 to 2019 on this question is not significant. The scores are based on the opinions of those completing the PLACE audits at the time and therefore changes can be because someone has registered more negative responses than the previous year.</p> <p>However, to ensure this is fully reviewed the question on Disability Access will be added to environmental audits to provide assurance in this area, particularly as PLACE audits are currently suspended due to the pandemic.</p>	Closed	
Dec Pres	Provide further clarity in terms of crisis services in North and West Essex to confirm how these operate in relation to 111 Option 2	AG	Feb-21	<p><b>11/02:</b> The 111 Option 2 Service is available across Essex. If an individual rings 111 and selects option 2 they will be put through to a</p>	Closed	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
				crisis service where they will be assessed and receive support. This will usually be the local service for the individual, but could be another area if lines are busy. However, the service will always be the same and any face-to-face service required would be provided by the individuals local service.		
	Review statistics relating to wait times for the NHS 111 Option 2 service to see if there are any emerging themes	AG	Feb-21	<b>11/02:</b> This is currently under review.	Open	
Dec 082/20	Provide further details of the patient story relating to the successful rehabilitation of a 34-years old female because of positive interventions between services and send to JJo.	AS	Feb-21	<b>14/12:</b> Patient Story information sent to John Jones.	Closed	
Dec 085/20	Report on the activity for the Freedom to Speak-Up Guardian to be presented at the next Council of Governors meeting.	SL	Feb-21	<b>18/2:</b> Report on the agenda for Council of Governors 18 February 2021.	Open	
Dec 089/20	Review the output of the CoG Agenda and Governor Involvement Task and Finish Group to confirm if issues identified by the efficacy review have been resolved.	CJ	Feb-21	<b>January 2021:</b> The CoG Agenda Task and Finish Group outcome should resolve any issues relating to the volume of paperwork.  The Governor Involvement Task and Finish Group disbanded shortly after the meeting and therefore the results of the review were presented to the individual sub-committees to confirm if any further action should be taken.	Closed	
Dec 094/20	Circulate a copy of the Governor Involvement Task and Finish Group report.	CJ	Feb-21	<b>January 2021:</b> The Task and Finish Group disbanded following this meeting. The report was instead presented to the Training & Development Committee and it was agreed it would not be taken any further.	Closed	
June Pres.	Discuss the Staff Survey results at the People, Innovation and Transformation Committee to identify any	ARQ / JD	Feb-21	Report presented to the Finance & Performance Committee and consideration	Closed	

Minutes Ref	Action	Owner	Dead - line	Outcome	Status Comp/ Open	RAG rating
	transformation projects that may impact on areas identified by the Staff Survey.			<p>to be given to take this to the PIT to identify any transformation projects which could take these forward.</p> <p><b>14/01:</b> ARQ / JD confirmed the results of the Staff Survey were discussed at the PIT Committee meeting on the 2 November 2020 as part of the People Plan.</p>		

		<b>Agenda Item: 6(a)</b>			
<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>	<b>February 2021</b>			
<b>Report Title:</b>	<b>Report From The Chair</b>				
<b>Report Lead:</b>	Professor Sheila Salmon Chair of the Trust				
<b>Report Author(s):</b>	Angela Horley PA to Chair, Chief Executive and NEDs				
<b>Report discussed previously at:</b>					
<b>Level of Assurance:</b>	<b>Level 1</b>	✓	<b>Level 2</b>		<b>Level 3</b>

<b>Purpose of the Report</b>	
To present an update report from the Chair of the Trust in support of Governors holding the Non-Executive Directors to account both individually and collectively for the performance of the Board and to provide an understanding of the work of the Non-Executive Directors.	<b>Approval</b>
	<b>Discussion</b>
	<b>Information</b>
	✓

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

<b>Summary of Key Issues</b>
The report provides an overview of the Chair's, Non-Executive Directors' and Board related activities since the last report to the Council of Governors in December 2020.  An update report from the Chair of the Trust will be provided at each general meeting of the Council of Governors.

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

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

<b>Relationship to Trust Corporate Objectives</b>	
CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

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

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

**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**

ICS	Integrated Care System	CQC	Care Quality Commission
HSE	Health & Safety Executive	CEO	Chief Operating Officer
NELFT	North East London NHS Foundation Trust	CJV	Contractual Joint Venture

**Supporting Documents and/or Further Reading**

Main report

**Lead**



**Professor Sheila Salmon**  
Chair of the Trust

## REPORT FROM THE CHAIR

### 1.0 Purpose of Report

This paper presents an update report from the Chair of the Trust in support of Governors holding the Non-Executive Directors (NEDs) to account both individually and collectively for the performance of the Board and to provide an understanding of the work of the Chair, NEDs and Board of Directors. This report covers the period since the last report to the Council of Governors in December 2020.

### 2.0 Changes to Non-Executive Directors and Executive Team

I am delighted that Dr Mateen Jiwani has now joined us as our new Non-Executive Director. Mateen is a practising GP and former NHS Medical Director with a passion for technology and innovation. Mateen offers a strong track record and awareness of the health and care landscape, alongside a deep insight into driving innovation and developing digital solutions. His appointment further anchors the clinical capability of the Board of Directors and will strengthen our resolve to place safety first and always.

Whilst it is with regret I note that Alison Davis our current Senior Independent Director and longstanding NED will be stepping down from her role with EPUT, I am delighted that she has been appointed as the incoming Chair of Milton Keynes Hospital NHS Foundation Trust. I am also grateful that she has agreed to work in a transitional capacity through to the end of March 2021. We extend our sincerest congratulations to Alison and wish her well as she moves into this exciting new role.

I am also delighted to welcome Alex Green as our permanent Executive Chief Operations Officer. Alex was appointed as Interim Executive Chief Operating Officer in October 2020 following a competitive process and has consequently been permanently appointed. Alex brings a wealth of experience to the role having worked in health and social care for more than 25 years, and over the last few months Alex has demonstrated her extensive experience and sound leadership during this unprecedented time.

### 3.0 Board Development Activity

I am pleased to inform Governors that the Board of Directors has engaged in 2 externally facilitated development sessions since the last CoG. We had a thought provoking full day, preceded with preparatory work, on cultural intelligence and we are planning in a follow through session. We also had a facilitated team development full day, again preceded by preparatory homework, to accelerate the forging of a refreshed Board of Directors taking account of some key changes in the membership. Both facilitators were extremely skilful in how they managed the interactions working on a virtual platform. Both sessions were well evaluated by both the executive and non-executive directors. The time was very precious to spare but deemed wholly worthwhile and productive.

**4.0 Update from NEDs****i) Alison Rose-Quirie**

The last few months have continued to be balancing “light touch” governance with gaining sufficient assurance from the Executive team given the huge challenges they and their teams continue to face. The weekly updates with the CEO have helped support this process. Board meetings and Board Development sessions have continued as planned and I have participated in all of these. Virtual working continues to offer the advantage of giving time to dip into a range of meetings that would not normally be an option. I have joined several of the full staff briefings and the support sessions for staff to understand the current staff issues. As Chair of The People, Innovations and Transformation Committee and in conjunction with Nigel Leonard, the Exec Lead, I decided to cancel the January Committee to relieve some pressure. The papers were still circulated to all members and I collated any resulting comments/questions. With the imminent departure of our colleague Alison Davis, I am also in the process of picking up the role of lead NED for our Veterans Service.

**ii) Janet Wood**

At the Board Development Seminar session in December we had a very fruitful day together virtually. We got a better understanding of each other by looking at the Board profile based on a detailed questionnaire we each completed. We also shared our favourite songs, which makes an interesting playlist. Importantly we looked our strategic framework, safety strategy and plans to deal with all aspects of EPUTs current business, including vaccinations, CQC, HSE and recovery. Looking forward, at an ICS level we have started to look at how the proposed changes in the NHS proposals on Integrating Care may operate practically in Suffolk and North East Essex. I facilitated a session on the financial frameworks going forward. There is much work to do but we have started. I have also continued in my role as NED champion for Emergency Preparedness Resilience and Response (EPRR), giving critical oversight to the COVID specific risk register, staying updated on the impact of EU Exit and continuing to check in on the well-being of the team

**iii) Amanda Sherlock**

It was a pleasure to participate in the Trust’s safeguarding adults training. This course gave me the opportunity (albeit virtually) to listen to a range of staffs’ experiences, the great things that happen every day in our care practice, but also some of the challenges. The quality of the training was very high and I came away with a strong sense of staff really living the ethos of high quality safeguarding practice.

The last couple of months have also seen a return to more stringent Covid 19 restrictions and so we have been unable to resume quality visits or NED ‘walk arounds’. There has however been a number of opportunities to participate in all staff events and hopefully add some helpful insights to various EPUT meetings into how some of the challenges of keeping the show on the road, at the same time as dealing with the pandemic, are being handled in the wider health and social care sector.

Finally, it was a privilege to join the Trust memorial event. It was very moving and I am sure I was not the only one with a tear in my eye at the compassion and brave sharing of the impact this pandemic has had on our Trust and wider community.

**iv) Rufus Helm**

EPUT and the broader NHS have been struggling to deal with incredible pressures resulting from Covid. As such, the usual committee meetings and other activities have been reduced to the absolute minimum to give all clinical and operational teams the headroom to deal with patients and their families. This has inevitably resulted in delays to the initiatives I am involved in, but hopefully the pressure will reduce over the coming weeks and months.

In the meantime, the accounts of the Charitable Funds have been signed off and we have submitted full proposals for the next two tranches of NHS Charities Together funding. Writing this now only adds to the poignancy of the sad death of Captain Sir Tim Moore and also hammers home the incredible contribution he made to help the NHS in these dark times.

**v) Manny Lewis**

I am the current NED representative on the development phase of the Trust's contractual joint venture (CJV) with NELFT and Provide. This is a significant initiative demonstrating the future ways of working in the NHS through provider collaboratives rather than competition. The purpose of the CJV is to join up community services provision in Mid & South, focusing on improving patient outcomes and experience. This integration will initially be as a contractual joint venture so that relationships are developed and tested before there is a move to considering a corporate joint venture or a lead provider model. A shadow board has been formed to begin the alignment and joint service provision oversight and a transformation director appointed. My role has been to provide non-executive review and scrutiny of the governance and delivery model, particularly considering the risks. The CJV agreement will be signed this spring, enabling the venture to commence in formal mode.

I have been in discussion with Alex Green and Trevor Smith about how we can use the opportunity of a delayed contract and financial plan year (due to Covid. This year's arrangements are rolled over into the first quarter of 21/22) to really work through the Trust wide transformation efficiencies that can be delivered, to progress the reset of the budgets based on demand & capacity modelling and to support a stronger accountability framework across the Trust. Alex will be bringing forward a new structure this quarter which will help build better delivery of our objectives on quality, finance and performance.

I met with the Chair of the BAME network, David Uzosike, and congratulated him on the excellent January network meeting which focussed on Covid 19 and vaccines to tackle the myths but also explain the risks of not vaccinating and the clinical assurance regime that has taken place in approving the vaccines for rollout. There was a strong guest speaker line up and I am encouraging David to do more on training and

development of the network so as to schedule similar insightful sessions for future network meetings.

I attended the Herts & West Essex (HWE) ICS which is progressing although all partners are substantially challenged as governors will know on Covid, critical care, A&E, staffing/sickness and mental health demand. However there was also a further discussion on the HWE STP footprint where we were briefed that the momentum politically appears to be towards a separate STP for Essex and Hertfordshire although there is also considerable resistance against it. It is not clear when legislative proposals may arise.

**vi) Alison Davis**

Further to my last report in September and with virtual working continuing, I have attended relevant Board sub committees, meetings of the Mental Health Act and Safeguarding Committee and the Associate Hospital Managers meetings. It has been particularly helpful that Paul Scott has continued the NED briefings started by Sally Morris, enabling the NED group to keep fully briefed on the Covid challenges and responses.

The work of the PHSO and HSE Committee, set up to focus on the initial findings of the Parliamentary Ombudsman and the Trust's responses, has now been absorbed by the Executive Team as part of the normal operational agenda.

It was a pleasure to see the Quality Awards on line, ensuring that this important event was not lost completely due to the pandemic. The Chair and Executive Team created a lively atmosphere and feedback from staff was very positive!

I managed to visit the Veterans service in Colchester, in between the strict lockdowns. The MP, Will Quince was visiting and I represented the Board as Veterans' Champion to meet him and the team at The Lakes. David Powell gave a very good presentation of the work delivering services to military personnel. The MP is fortunately fully engaged with and supportive of the military Covenant.

I am halfway through a reverse mentoring programme, which has been extremely informative and enabled me to raise some suggestions from the member of staff, with senior colleagues.

Our Board development day was facilitated virtually in December and worked surprisingly well, given that meeting face to face is normally an essential part of the team building.

I was able to personally experience one of our vaccine centres at The Lodge in January, having been given the opportunity to receive the vaccine earlier than I had expected. It is an impressive transformation and extremely well run. All those involved in its inception and running should be congratulated on their outstanding work and dedication.

As Governors are aware, this will be my last report as I move to Milton Keynes Hospital. It has been a privilege and a very rewarding experience working at EPUT/SEPT and I have learnt a great deal; for which I thank my colleagues across the organisation. I shall miss everyone and wish EPUT the very best for the future with all its opportunities and challenges.

**vii) Mateen Jiwani**

My first brief report for the COG is based on my very early entrance to the NED group at EPUT. I have been given a truly friendly welcome with positive attitudes to helping promote safety agendas for the organisation and a keen interest in using new and innovative ways to help manage high quality care. This echoes through my formal meetings with the current NED and Executive members I have managed to speak to so far. I have managed a walk around the vaccination site, and embraced opportunities at the Board of Directors to understand the challenges and priorities ahead. I hope to continue to meet more of the team in the coming months. I will be attending the F&P and I have been also seeking advice and counsel from my colleagues about potential Championing roles. Albeit all virtual by the way of meetings, it has been no less impactful or personable.

**6.0 External facing work**

**Meetings with stakeholder partners**

I have joined the Chief Executive in multiple video meetings with stakeholders including Local Authority elected members and MPs from across Essex over the past quarter. These have been wholly constructive and it has been insightful to engage in focussed conversations within and across the various electoral constituencies, ensuring appropriate attendance to issues affecting our local communities and population groups. We have also reached out to partner provider organisations and have successfully established virtual Chair with CEO meetings, including ESNEFT (acute services across east Suffolk and north east Essex), Mid and South Essex Hospitals and very recently Herts Partnership FT. This is in addition to the collaborative working with the Chairs and CEOs of NELFT and PROVIDE.

**7.0 Recommendations**

The Council of Governors is asked to:

- 1 Note the contents of this report.



Professor Sheila Salmon  
Chair of the Trust

**Agenda Item No: 6(b)**

<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>					<b>18 February 2020</b>	
<b>Report Title:</b>		<b>Chief Executive Officer (CEO) Report</b>					
<b>Report Lead:</b>		Paul Scott, Chief Executive Officer					
<b>Report Author(s):</b>		Paul Scott, Chief Executive Officer					
<b>Report discussed previously at:</b>		n/a					
<b>Level of Assurance:</b>		<b>Level 1</b>		<b>Level 2</b>	<b>x</b>	<b>Level 3</b>	

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

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

Summary of Key Issues
The report attached provides information in respect of: <ul style="list-style-type: none"> <li>• Covid-19</li> <li>• Health and Safety Executive Prosecution and Safety</li> <li>• Performance</li> <li>• Strategic Developments</li> </ul>

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

Which of the Trust Values are Being Delivered	
1: Open	<b>x</b>
2: Compassionate	<b>x</b>
3: Empowering	<b>x</b>

Relationship to Trust Corporate Objectives	
CO1: To provide safe and high quality services during Covid19 Pandemic	<b>x</b>
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	<b>x</b>
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	<b>x</b>
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	<b>x</b>

Impact on Statutory Duties and Responsibilities of Council of Governors	
Holding the NEDs to account for the performance of the Trust	<b>x</b>
Representing the interests of Members and of the public	
Appointing and, if appropriate, removing the Chair	
Appointing and, if appropriate, removing the other NEDs	

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

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

<b>Acronyms/Terms Used in the Report</b>			
HSE	Health and Safety Executive	YTD	Year to Date
CAMHS	Child & Adolescent Mental Health Services		

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

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

CEO Report – February 2021

**1.0 Introduction**

The healthcare environment we are working in has changed substantially since the last Council of Governors meeting. The prevalence of COVID-19 has increased dramatically with the emergence of a new variant, our health and care system is under enormous pressure, and, consequently, society is in lockdown. Hope is on the horizon with the roll out of the vaccine at an unprecedented scale – the biggest immunisation programme in the history of the NHS.

My thoughts are with everyone suffering from the effects of the pandemic whether that is because of illness, bereavement, disruption to personal lives or the unrelenting pressure of being a health and care professional during a pandemic.

We also continue to strengthen our executive team and I am delighted that, following a competitive process Alex Green has been appointed as our permanent Chief Operating Officer.

**2.0 Key Issues**

**COVID-19**

Everyone will know that the pandemic entered into a new phase during December with rapid increases in the prevalence of infection and subsequent admissions to hospital. Hospitals across Essex are dealing with unprecedented admissions of patients with Covid-19. My heartfelt gratitude goes to all involved in caring for these patients.

Over the last 8-12 weeks, we have worked around the clock with our health partners in MSE/SNEE/Hertfordshire and West Essex etc to support colleagues in the hospital sector as the numbers of hospital patients with coronavirus has rapidly increased and there has been increased pressure on our mental health services.

Our response has included opening and repurposing five community wards for intermediate care patients, redeploying clinical teams to community hospitals, our community teams supporting faster discharge from hospitals as well as enabling more patients to have rehabilitation and therapy in their own homes. None of this would have been possible without the skill and dedication of colleagues who reacted rapidly to increased pressures locally without complaint, during this time. It would also not have been possible without our partnership working with other organisations across the three health systems we work in. I would like to thank our colleagues across primary care, Provide, NELFT and local government, acute trusts who have shown the same desire to adapt and be able to provide the best possible services for our population.

Our inpatient services reflect the community we serve, and coronavirus cases amongst patients and staff have increased over the last few weeks. This has resulted in high levels of staff absence and a reduced number of available beds on our wards. I am very grateful for colleagues in our Mental Health services who are adapting every day to keep our services safe.

I am pleased to observe that the peak of this current surge in Covid appears to be easing. However, the prevalence remains higher than the first peak and health and social care services will remain under pressure for several more weeks. Recently this was compounded by extreme weather and I am extremely grateful for the heroic efforts of a large number of our staff.

We are well aware of the enormous strain the pandemic has placed on colleagues across the health and care system. We have looked to support colleagues with further measures to support their wellbeing and resilience, as well as support them when caring for patients. . These have included ensuring they have access to support they needed including psychological support, wobble rooms and availability to snacks and drinks.

We have seen early headlines from our staff survey which shows improvements across a wide range of areas, but particularly health and wellbeing. As soon as we are able to we will share with you.

Whilst our services are under pressure it is from the tremendous efforts of our teams, and partners, that our services remain open to all. From our referrals we know that the pandemic is affecting the mental health of many people and I would like to emphasise that we are open and are here for everyone who needs our services. Help can be sought through the usual routes and, if in a crisis, access to services is available by calling NHS 111 and selecting option 2.

### **COVID-19 vaccination programme**

I am delighted that more than 92% of our staff have had their first Covid-19 vaccination. This is the 4<sup>th</sup> highest in the East of England. The peace of mind and resilience this will bring to our colleagues is hard to overstate.

As you will have seen in the news, there is an unprecedented effort across the NHS to deliver the COVID-19 vaccine to the first four priority groups by mid-February. We are on track to deliver this which really is an incredible achievement. I am very proud that EPUT is playing a key role in the programme locally.

We have opened many large vaccination centres in Essex and Suffolk with the capability of delivering thousands of vaccines each week. Our teams have pulled out all the stops, working around the clock to get the sites ready and train staff.

The locations of our vaccination centres are Chelmsford City Racecourse, Colchester United Jobserve Community Stadium, The Cliffs Pavilion Southend on Sea, Former Riverwalk School Bury St Edmunds, Clacton Hospital, Alastair Farquharson Centre Thurrock and most recently The Mill Arts and Events Centre in Rayleigh. These centres are in addition to the hospital hubs and GP-led vaccination services already open, to ensure we can deliver the vaccines as close to people as possible. I would like to thank all the teams who have come together across the NHS, local authorities and third sector to make this happen – it has been an incredible effort.

### **Improving safety**

Since joining EPUT I have highlighted safety is our number one priority. It is clear that much has been done to improve safety on our wards, especially increased investment to make the environment safer, since EPUT was established. When benchmarking EPUT services against other Trusts it can be seen that this work has meant that EPUT provides relatively safe services. It is clear, however, following further investigation and conversations with patients, families and colleagues that, there is still more to do and our ambition is to provide the best and safest care possible for patients and become one of the safest organisations in the country.

I am delighted that our safety strategy was presented to the Trust Board in January. Safety first, safety always sets out our ambition and our plans to continuously improve safety and build confidence in the trust as a safe organisation. We are looking for some elements to have an impact quickly, such as the implementation of innovative technology to support our wards. Other aspects we will look to build on include establishing a strong safety and learning culture and increasing patient involvement and codesign in our services. There are seven themes we are focussing on: leadership, culture, continuous learning, wellbeing, innovation, enhancing environments and governance and information. We will regularly update the Board on the progress we have made.

The strategy is in its first draft and we have more consultation to do. As we learn and get more feedback I expect the strategy will adapt – we will ensure that all adaptations are presented to Trust Board.

### **Independent Inquiry**

Historical events relating to services in North Essex were debated in parliament in November resulting in the commission of an independent inquiry. The inquiry will commence in April and will cover all inpatient deaths from 2000 to 2020 across all Essex services. We welcome the further details announced on the independent inquiry including the appointment of Dr Geraldine Strathdee CBE as chair and are extremely sorry for the ongoing pain and distress to the families involved. We will, of course, co-operate fully with the inquiry and ensure we build the learning into our safety practice. Since starting as CEO I have stated that safety is my number one priority. I want our community to have confidence that their families are safe in our hands.

### **Finance**

The Trusts M9 YTD deficit is £2.9m against the planned YTD deficit of £3.9m. All organisations have now been asked to include the impact of additional annual leave carry forward due to the pandemic into the forecast outturn (FOT); this will be submitted within the M9 financial submission.

Capital resources for the year total £17.4m with expenditure of £5.2m incurred year to date. The Trust continues to forecast and target the full use of its available resources however, this remains a significant risk due to the backend loading of the programme and the impact of the pandemic on the Trust and its suppliers.

Cash balances remain positive and better than planned due to accelerated payments at the start of the financial year which are still to unwind.

### **Operational Performance**

Despite significant COVID related pressures, our operational performance has remained relatively stable. We have sustained the November position of 23 key performance indicators within target. There are 6 areas of inadequate performance, 4 of which have been directly impacted by the pandemic. These include inpatient mental health capacity and out of area placements which have risen significantly. Our system partners and regional colleagues have proactively responded to the significant demand and levels of patient acuity in adult mental health services and we have been able to implement a number of additional schemes to support patient flow and discharge. Unfortunately, out of area placements have continued to rise as a result of increased levels of demand and a reduction in our bed capacity due to COVID outbreak management.

Our mandatory training compliance remains a continued focus and remains below target. However, it is positive to note that both mandatory and essential training compliance performance have improved within the month.

The number of areas requiring improvement reduced from 10 to 7 in December. Essex STaRS and IAPT have been particularly impacted by COVID with IAPT seeing lowered referral and affected recovery rates in December subsequent to lockdown restrictions. We have continued to closely monitor our bank/agency usage but unfortunately the rising COVID sickness absence rate impacted on our ability to progress reductions.

Our CAMHS service remains challenged. The needs of children and young people have continued to change and increase in acuity and this is representative of both the regional and national picture. There is an opportunity to work more closely with community and local authority colleagues to explore alternatives to Tier 4 admission and regional colleagues will be prioritising their time to support flow and discharge.

## **People**

### **Recruitment Highlights**

- The Trust (Along with other West and Herts STP) were successful on obtaining funding for international recruitment between 1 November 2020 and 31 October 2021. This could mean an additional 160 qualified RMNs for the STP. The funding is provided to enable greater capacity to recruit overseas trained nurses, and provide high quality OSCE training, induction and pastoral support.
- December 2020 data shows that 13.3% of staff promoted were from a BAME background. This has been declining month on month from August = 34.78%, September = 18.8%, October = 27.8%, November = 17.5%
- Time to hire has nearly doubled in December 2020 (89 days) since September 2020 (56 Days) most likely due to the transfer of staff from recruitment vaccination project and ongoing pressures like increase in acuity/calls
- The vaccination project has assisted in the hire of over 850 bank staff of both mixed qualified and unqualified
- About to launch project into hiring Aspirant Nurses and hopefully have the same success we did with last year's cohort
- Vacancy rate has increased sharply in December 2020 to 12.5% with Operations (14.3%) and Strategy & Transformation (15.2%) seeing the highest vacancy rates. This performance brings the vacancy rate back in line with pre-covid levels.
- Staff Turnover is well below Trust target of 12% and currently sitting at comfortable 9.3% - this was 9.4% in November
- Starters Headcount above 66 per month meaning the Trust are on track for 15% increase at year end.

### **Learning and Development**

- The University of Essex's validation event for EPUT's Clinical Associate Psychology apprenticeship programme is scheduled for February 4<sup>th</sup>. This is a Master's level programme for this new role which will form a step on the psychology development pathway.
- We are starting the process, together with HR colleagues, for recruiting our 3<sup>rd</sup> year nursing students into Band 4 aspirant nurse posts for a placement of up to 12 weeks. We are keen to implement this as it was very successful last year in terms of recruitment.
- The team have all worked very hard on getting the workforce ready for the Vaccination Centres whether it is providing training or the administrative work done in contacting the potential vaccinators.

- We have started a project to research and then implement the latest in digital technology as a means of delivering training eg: virtual reality, simulation, augmented reality. This will be a 12 month project.
- We were awarded funding for 8 Advanced Clinical Practice masters level programmes by Health Education England.
- The first session of the Systems-Psychodynamic Approach to Leadership commissioned from the Tavistock Centre has been delivered. This is a six month programme for senior leaders across the Trust.
- We will have a Graduate Management Trainee from the NHS Leadership Academy starting with our North Essex MH teams in March.

### **Staff Engagement & Equality**

- Wellbeing Toolkit Developed for Managers
- Wellbeing Hub (here for you) being launched January 2020 across Herts & West Essex and Mid & South Essex supporting staff wellbeing
- BAME Vaccination Webinar dispelling myths and encouraging BAME staff to get vaccinated.
- Chaplaincy Lead events marking staff wellbeing and remembrance
- Thank you Gift Voucher issued to all Trust staff in recognition of Covid019.
- Staff Engagement Champions Network Meetings and Grills.
- Strengthening Mental Health 1<sup>st</sup> Aiders Programme
- Investment in 2 Wellbeing Leads for the Trust (starting Feb 2021)
- Range of Wellbeing Webinars for staff and their families
- Increase in staff Rest Spaces (aka wobble rooms)
- Increased Flexible Working and Home Working
- New Carers Passport in place
- Equality Impact Assessments for Covid-19 and Vaccination Programme
- Close networking with the ICS on wellbeing and Diversity
- Equality Representation and Equality Discussions at all Silver Command meetings
- Live Health inequalities work stream
- LGBT Awareness Sessions and Rainbow Lanyards for staff
- Sensory Loss Awareness Sessions
- Implementation of Sunflower Lanyards Scheme for Patients and Staff
- Big Conversation sessions for marginalised groups
- Reverse Mentoring Programme Live
- Cultural Intelligence Programme for Senior Leaders

### **Report prepared by**

**Paul Scott**  
**Chief Executive Officer**

Agenda Item No: 6(c)i

<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>	18 February 2021				
<b>Report Title:</b>	<b>Audit Committee Annual Assurance Report</b>					
<b>Report Lead:</b>	Janet Wood, Non-Executive Director, Chair of the Audit Committee					
<b>Report Author(s):</b>	Janet Wood, Non-Executive Director, Chair of the Audit Committee					
<b>Report discussed previously at:</b>	N/A					
<b>Level of Assurance:</b>	<b>Level 1</b>	✓	<b>Level 2</b>		<b>Level 3</b>	

**Purpose of the Report**

This report is provided to the Council of Governors by the Chair of the Audit Committee. It is designed to highlight the work and key issues reviewed by the Committee during 1 February 2020 to 31 January 2021.

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

**Recommendations/Action Required**

The Council of Governors is asked to:

- 1 Note the work of the Board of Directors Audit Committee undertaken during the period 1 February 2020 to January 2021.

**Summary of Key Issues**

The attached report confirms:

- The role of the committee
- The membership of the committee
- The Committee meet 6 times during the period 1 February 2020 – 31 January 2021.
- Key issues which the Committee dealt with during the year.

As Chair of the Committee, in my opinion, the Audit Committee has been fulfilling its terms of reference during the period 1 February 2020 to 31 January 2021.

**Relationship to Trust Strategic Objectives**

SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	✓
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	✓

**Relationship to Trust Corporate Objectives**

CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

**Which of the Trust Values are Being Delivered**

1: Open	✓
2: Compassionate	
3: Empowering	

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

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

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

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

**Acronyms/Terms Used in the Report**

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**Supporting Documents and/or Further Reading**

Main Report
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**Lead**

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

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

This report is provided to the Council of Governors by the Chair of the Audit Committee. It is designed to highlight the work and key issues reviewed by the Committee during the period 1 February 2020 to 31 January 2021 from the Chair's perspective.

The Committee is responsible for ensuring compliance with any mandatory regulatory guidance, relevant statutory requirements and contractual obligations.

**2 Summary****2.1 Committee Purpose**

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

The duties of the Committee include:

- **Governance, risk management and internal control:** 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:** 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:** review the work and findings of the External Auditor and consider the implications and management responses to their work
- **Financial reporting:** review the annual report and financial statements before submission to the Board

**2.2 Membership**

The Committee is comprised of:

- Four/three Non-Executive Directors, one of whom must have relevant and recent financial experience (Janet Wood (Chair), Amanda Sherlock, Nigel Turner (until October 2020) and Alison Davis).

In attendance:

- Executive Chief Finance & Resources Officer (CFO) (Mark Madden/Trevor Smith)
- Head of Financial Accounts (Clare Barley)
- 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 (Where limited assurance reports are received from the internal auditors, the Director responsible will be invited to attend the meeting to discuss the report and actions taken)

### 2.3 Review

The Audit Committee met six times during the period 1 February 2020 to 31 January 2021. All meetings have been held via MS Teams since mid-March in line with COVID restrictions. The January 2021 meeting was cancelled due to the operational demands on staff. Papers were circulated to members for scrutiny, the Chair met with the CFO and Head of Financial Accounts and Chairs action was taken on matters requiring approval.

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

- COVID-19 and remote working.** In mid-March the country went into lockdown as a result of the COVID-19 critical incident and the Trust moved to remote working where appropriate. The Audit Committee received an assurance report at the end of March detailing the business continuity arrangements being taken by Finance to maintain essential duties during the COVID-19 pandemic. Audit Committee meetings have been held successfully via MS Teams and the Internal Audit Programme has been refreshed to reflect challenges and risks associated with COVID.
- Closure of EPUT 2019/20 Annual Accounts (including Charitable Funds), and audit thereof.** The Annual Report and Accounts for the Trust were approved by the Board at the end of June. This was a month later than usual due to national timetable changes as a result of lockdown. EPUT received a clean audit report from Ernst & Young, though it is fair to say that there were challenges preparing and auditing accounts during the lockdown. There was no requirement for external audit to review the Quality Accounts for 2019/20 due to COVID. The Charity Accounts for 2019/20 were approved by the Board at the end of January 2021 in line with the national deadline for submission to the Charity Commission.
- NHSCFA Engagement Meeting.** In February the Executive Chief Finance & Resources Officer, the Local Counter Fraud Specialist and myself met with the Senior Quality & Compliance Inspector from the NHS Counter Fraud Authority (NHSCFA). This was the first meeting with NHSCFA for the Trust. The meeting covered the year 2018/19 and considered fraud referrals, cases investigated, sanctions and losses identified and recovered. Following the visit NHSCFA provided a report with recommendations which was presented and discussed at the Audit Committee. The recommendations were accepted and implemented.

Key issue	Actions taken	Outcomes
Cyber security – (CRR40)	<ul style="list-style-type: none"> <li>Cyber Security update to Committee in November 2020</li> <li>Trust awarded Cyber Security Plus Accreditation October 2020</li> </ul>	<ul style="list-style-type: none"> <li>Cyber Security Audit included on 2021/22 Internal Audit Plan</li> </ul>
Fire safety (BAF4)	<ul style="list-style-type: none"> <li>2020/21 Internal Audit Programme Fire Safety Audit as this is one of the longest standing risks on the BAF.</li> </ul>	<ul style="list-style-type: none"> <li>2020/21 Audit moderate assurance on design and effectiveness.</li> <li>Recommendation that a Fire Risk Assessment Action plan is devised</li> <li>A Fire Safety framework and controls are in place</li> </ul>

<b>Key issue</b>	<b>Actions taken</b>	<b>Outcomes</b>
		and will continue to develop
Ligature (BAF10)	<ul style="list-style-type: none"> <li>2020/21 Internal Audit Programme Ligature Audit</li> </ul>	<ul style="list-style-type: none"> <li>2020/21 Audit Substantial for design moderate for effectiveness</li> <li>2 medium/1 low risk recommendation accepted and implemented (training and reporting)</li> </ul>
Safety Actions (BAF53)	<ul style="list-style-type: none"> <li>Review of 20/21 Internal Audit Programme to use outstanding days to support safety agenda further</li> </ul>	<ul style="list-style-type: none"> <li>Data Quality days to be used to support record keeping audit</li> <li>Natalie Hammond working with Internal Audit to develop programme (and programme for 21/22)</li> </ul>

**2.4 Assurance**

In my opinion the Audit Committee has been fulfilling its terms of reference during the period 1 February 2020 to 31 January 2021.

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 note the work of the Board of Directors Audit Committee undertaken during the period 1 February 2020 to 31 January 2021.

**Report prepared by:**

**Janet Wood  
Non-Executive Director  
February 2021**

<p align="center"><b>SUMMARY REPORT</b></p> <p align="center"><b>COUNCIL OF GOVERNORS PART 1</b></p>		<p><b>Agenda Item No: 6(c)ii</b></p> <p><b>18<sup>th</sup> February 2020</b></p>			
		<p><b>Report Title:</b></p>	<p><b>Report From The Chair of the Board of Directors Finance &amp; Performance Committee</b></p>		
<p><b>Report Lead:</b></p>	<p>Manny Lewis Non-Executive Director Chair of the Finance &amp; Performance Committee</p>				
<p><b>Report Author(s):</b></p>	<p>Manny Lewis Non-Executive Director Chair of the Finance &amp; Performance Committee</p>				
<p><b>Report discussed previously at:</b></p>	<p>N/A</p>				
<p><b>Level of Assurance:</b></p>	<p><b>Level 1</b></p>	<p>✓</p>	<p><b>Level 2</b></p>	<p><b>Level 3</b></p>	

<b>Purpose of the Report</b>	
<p>This report is provided to the Council of Governors by the Chair of the Finance and Performance Committee. It is designed to highlight the work and key issues reviewed by the Committee during the period 01/02/2020 to 31/01/2021 from the Chair's perspective.</p> <p>The Committee is responsible for ensuring compliance with any mandatory regulatory guidance, relevant statutory requirements and contractual obligations.</p>	<p><b>Approval</b></p>
	<p><b>Discussion</b></p>
	<p><b>Information</b></p> <p align="right">✓</p>

<b>Recommendations/Action Required</b>
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none"> <li>Note the work of the Board of Directors Finance and Performance Committee undertaken during the period 1 February 2020 to 31 January 2021.</li> </ol>

<b>Summary of Key Issues</b>
<p>The attached report confirms:</p> <ul style="list-style-type: none"> <li>The purpose of the Committee</li> <li>The membership of the Committee</li> <li>The Committee met 7 times during the period 01/02/2020 - 31/01/2021</li> <li>Key issues which the Committee dealt with during the year</li> </ul> <p>As Chair of the Committee, in my opinion the Finance and Performance Committee has been fulfilling its terms of reference during the period 01/02/2020 to 31/01/2021</p> <p>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.</p>

<b>Relationship to Trust Strategic Objectives</b>	
<p>SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services</p>	<p>✓</p>
<p>SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts</p>	
<p>SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve</p>	<p>✓</p>

<b>Relationship to Trust Corporate Objectives</b>	
CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/ Planning Guidance	

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

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

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

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

**Supporting Documents and/or Further Reading**

Accompanying Report

**Lead**

**Manny Lewis**  
**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 highlight the work and key issues reviewed by the Committee during the period 01/02/2020 to 31/01/2021 from the Chair's perspective.

The Committee is responsible for ensuring compliance with any mandatory regulatory guidance, relevant statutory requirements and contractual obligations.

**2 Summary****2.1 Committee Purpose**

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

The duties of the Committee include:

- To consider in detail as necessary 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
- To scrutinise the risks (hotspots) 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

**2.2 Membership**

The Committee is comprised of:

- Two (2) Non-Executive Directors (one of whom to be the Chair and another the Vice Chair) – currently Manny Lewis as Chair and Nigel Turner as Vice Chair – Nigel Turner left in September 2020. Alison Davies became a member in September 2020.
- Chief Executive Officer
- Executive Chief Finance Officer

In attendance (as required):

- Non-Executive Director (Chair of Audit Committee)
- Chief Operating Officer
- Executive Medical Director
- Executive Nurse
- Director of ITT
- Executive Director of People & Culture
- Executive Director of Transformation & Strategy
- Other Directors/Officers
- Director of Compliance and Assurance/Trust Secretary

## 2.3 Review

The Committee met 7 times during the period 01/02/2020 - 31/01/2021.

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, Contractual Performance and the Trusts Financial Position.

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

### Performance Monitoring

- Performance Matters

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

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

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

The committee increasingly focussed on assurance on trajectories for recovery where hotspots arise.

Areas where performance was challenging through the year were:

- Timeliness of data entry
- CPA 12 month reviews
- Mandatory training
- Mental health inpatient capacity
- Waiting lists
- Out of area placements

### Workforce

- Recruitment and Retention

The Committee monitors workforce plans and the progress on plans to meet the continued challenge of the recruitment of staff. The Trust has a major transformation programme in place which is adding to these challenges with the recruitment to new posts supporting this programme. The Committee has seen improvement in recruitment but acknowledges there is still work to do. There is a detailed workforce plan of which progress is reported to the Committee routinely. The Quality Committee also monitors the possible impact to service quality of the use of agency staff. The national staff survey result for the Trust was also scrutinised, comparing year on year trends which have overall been positive.

The Trust has performed well to recruit effectively despite the pandemic and covid sickness levels have been managed supportively. A particular success has been the deployment of sufficient staffing levels into the vaccination centres whilst also supporting system colleagues facing unprecedented acute and A&E pressures.

- Bank & Agency

I am pleased to report the continued reduction in the use of Agency compared to last year despite covid related agency cover. It is also noted that there is more work to do to improve on this figure across the Trust and the overall level of temporary staffing including Bank staffing numbers.

### **Finance & Efficiency**

- Cost improvement plans in 19/20 were not achieved and that will be the case for 20/21 which is significantly affected by Covid. The COG will receive a separate presentation on CIP issues and this is based on a deep dive review of CIP performance undertaken by the committee. The committee also undertook a challenge session on pharmacy/drugs budgets in light of spiralling costs.
- The Trust has been operating within the adapted national financial regime during 20/21. During this time income and costs were fully matched for months 1-6 whilst during the second half of the financial year national allocations were in operation
- Capital planning, profiling and spend continues to be a significant challenge on which the committee is working with the Executive Chief Finance Officer to address for future years.
- Underlying cash management remains sound and includes an additional advanced payment received through the adapted financial regime.

### **2.4 Assurance**

In my opinion the Finance and Performance Committee has been fulfilling its terms of reference during the period 01/02/2020 to 31/01/2021

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 and through the BAF.

### **3. Action Required**

The Council of Governors is asked to:

- Note the work of the Board of Directors Finance and Performance Committee undertaken during the period 01/02/2020 to 31/01/2021.

### **Report prepared by:**

**Manny Lewis**  
**Non-Executive Director**  
**Chair of Finance and Performance Committee**

<p align="center"><b>SUMMARY REPORT</b></p>		<p align="center"><b>COUNCIL OF GOVERNORS PART 1</b></p>				<p align="right"><b>Agenda Item No: 6(d)</b></p>	
						<p align="right"><b>18 February 2021</b></p>	
<b>Report Title:</b>		<b>Freedom to Speak-Up Report 2021</b>					
<b>Report Lead:</b>		Sean Leahy, Executive Director of People & Culture					
<b>Report Author(s):</b>		Yogeeta Mohur, EPUT Principal Guardian for Freedom to Speak-Up					
<b>Report discussed previously at:</b>		N/A					
<b>Level of Assurance:</b>		<b>Level 1</b>		<b>Level 2</b>	<b>X</b>	<b>Level 3</b>	

<b>Purpose of the Report</b>		
This report provides the Council of Governors with an overview of the Freedom to Speak-Up Guardian Service in EPUT.	<b>Approval</b>	
	<b>Discussion</b>	
	<b>Information</b>	<b>X</b>

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

<b>Summary of Key Issues</b>
<p>EPUT's Freedom to Speak Up Principal and Local Guardians complement other arrangements already in place in the Trust for staff to raise concerns such as the Trust's Raising Concerns (Whistleblowing) Policy and Procedure.</p> <p>It is said that the Principal Freedom to Speak Up Guardian is a trusted pillar of support for NHS workers. They provide a route through which they speak up about any matter that could get in the way of delivering high-quality patient care, or that presents the workplace being the supportive caring environment that hard-working and caring staff should expect.</p> <p>The guardian role is not an easy role but a rewarding one. The expectation of the National Guardian Office (NGO) is high and broad, as patient safety and staff well-being is at its heart.</p> <p>The overall purpose of the Guardian Service is to:</p> <ul style="list-style-type: none"> <li>• Support the organisation in further developing a culture of openness and freedom for staff to raise concerns about patient safety and anything that gets in the way of delivering care as part of everyday practice.</li> <li>• Support staff to raise concerns about patient safety directly with their line manager/supervisor.</li> <li>• Work in partnership with managers where staff are unable to raise the patient safety concern themselves.</li> <li>• Escalate raised concerns that are not acted upon by managers with the Chief Executive.</li> <li>• Where concerns about patient safety raised by staff are not acted upon internally, the Principal Guardian is expected to take the matter externally to the National Guardian for investigation.</li> <li>• Provide training across the organisation on the raising concerns agenda.</li> </ul> <p>The attached report provides details of:</p> <ul style="list-style-type: none"> <li>• Activity and progress.</li> <li>• Concerns raised and themes noted.</li> <li>• Challenges.</li> <li>• Successes.</li> </ul>

- Activities planned in 2021.

**Relationship to Trust Strategic Objectives**

SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	x
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	x
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	

**Relationship to Trust Corporate Objectives**

CO1: To provide safe and high quality services during Covid19 Pandemic	x
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	x
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	x
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/ Planning Guidance	x

**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	x
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):	

**Which of the Trust Values are Being Delivered**

1: Open	x
2: Compassionate	x
3: Empowering	x

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

<b>Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan &amp; Objectives</b>	x
<b>Data quality issues</b>	N/A
<b>Involvement of Service Users/Healthwatch</b>	x
<b>Communication and consultation with stakeholders required</b>	N/A
<b>Service impact/health improvement gains</b>	x
<b>Financial implications:</b>	
<b>Capital £</b>	
<b>Revenue £</b>	

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

<b>Acronyms/Terms Used in the Report</b>			
MDP	Management and Development Programme.	TASI	Therapeutic and safe intervention.
OLM	Online Learning Mandatory	MST	Microsoft Teams

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

<b>Lead</b>
<b>Sean Leahy</b> Executive Director for People and Culture.

ESSEX PARTNERSHIP UNIVERSITY NHS FT

FREEDOM TO SPEAK UP GUARDIAN SERVICE

**1.0 PURPOSE OF REPORT**

This report provides the Council of Governors with an overview of the Freedom to Speak-Up Guardian Service in EPUT.

**2.0 EXECUTIVE SUMMARY**

**2.1 EPUT's Freedom to Speak Up Guardian Service**

I was elected and commenced in the role of EPUT's Principal Guardian in November 2019.

Since becoming the Trust's Principal Freedom to Speak Up Guardian, the role has become more relevant for staff who through fear or their health and safety have approached the platform. Initially in the pandemic, staff were approaching regarding concerns for shielding, as they felt they were not being allowed to do so, and also about redeployment issues, as well as not enough personal protective equipment (PPE). As the pandemic took a sharp rise, the issues regarding PPE and social distancing continued to be reported to Freedom to Speak Up. It soon became apparent that not just issues about PPE but a number of concerns started coming through regarding bullying and harassment.

The role of the guardian therefore has become very much about providing up to date information we have with the ever changing climate with the pandemic. I therefore found that attending silver command and return to workplace meetings also became quite important to keep abreast, as well as listening to all government guidelines which seems to be ever changing.

EPUT's vision for Freedom to Speak Up is 'Supporting compassion, openness and empowerment'. We aim to continue to grow the number of Local Guardians in the Trust. Due to the current pandemic it has been difficult to do so however this remains firmly on the agenda. We have had 2 new members of staff join us since May 2020. Unfortunately due to staff turnover as well as job changes and staff not feeling able to continue to commit to be a Local Guardian we have had staff who are no longer to be a guardian. At the time of writing this report the total number of Local Guardians is 10. We continue to promote the agenda and in doing so we encourage people to consider becoming a Local Guardian.

The Freedom to Speak Up Principal and Local Guardians complement other arrangements already in place in the Trust for staff to raise concerns such as the Trust Raising Concerns (Whistleblowing) Policy and Procedure. As previously noted the 'I'm Worried About' process changed in August 2019 and consequently concerns have been received by the Guardian Service which may be better addressed elsewhere. This remains the case and the Guardian Service are continuing to support, reassure and signpost to other departments as required.

Through other training programmes in the Trust, for example TASI/ personal safety, Clinical Risk and the Management Development Programme, we continue to raise awareness of Freedom to Speak up.

The overall purpose of the Guardian Service is to:

- Support the organisation in further developing a culture of openness and freedom for staff to raise concerns as part of everyday practice.
- Support staff to raise concerns about patient safety directly with their line manager/supervisor.
- Work in partnership with managers where staff are unable to raise concerns themselves.
- Escalate raised patient safety concerns that are not acted upon by managers with the Chief Executive.
- Where concerns raised by staff are not acted upon internally, the Principal Guardian is expected to take the matter externally to the National Guardian for investigation.
- Provide training across the organisation on the raising concerns agenda.

**2.2 Overview of activity/progress 1 April 2020 to date.**

- Training of new Local Guardians has continued.
- Continuation of meetings with Board representatives including the Non-Executive Director and Executive Director for the Freedom to Speak Up agenda.
- Continuation of the Communications strategy to raise awareness of the agenda in 2021/22 and beyond.
- Continuation of visits (MST) to services and teams in the Trust to develop/increase awareness of the Freedom to Speak up process and Guardian service, particularly those highlighted as 'hotspot' areas.
- Working closely with Organisational Development (OD) and Staff Engagement Teams.
- Leadership engagement representation.
- Working closely with education and training to identify gaps → closer engagement with TASI training. Due to the pandemic and with social distancing in place, it has not been possible to attend but this remains on the agenda.
- Principal Guardian attending EPUT's Learning oversight Sub Committee.
- Working with Estates and Facilities to ensure colleagues working in this area of the Trust are aware of the agenda.
- As part of Covid-19 attending silver command to discuss with senior leaders how the Guardians can support colleagues to continue to work and improve services and work experience for staff.
- Supporting the anti-bullying ambassadors in creating a better working experience for our workers.
- We continue to reflect with colleagues from learning from serious incidents meeting.

**2.3 Concerns Raised April 2020 – todate.**

From April 2020 until the 11<sup>th</sup> of Feb 2021, 174 concerns were raised with the Guardian Service (this does not include details of concerns raised through the Trust Whistleblowing process, but does include all concerns diverted from the previous 'I'm Worried About' system). The table below provides details of the method used to raise these:

<b>Method Used</b>	<b>Number</b>
Email/ F2SU intranet link	102
Telephone	72
Face to face	0

**2.4 Emerging Themes**

The following themes have been noted from the concerns raised from 1 April 2019 until the 11<sup>th</sup> of February 2021. Please note that individuals may have raised more than one issue as part of their 'raised concern':

<b>Concern Theme</b>	<b>No of concerns since April/May/June 2020</b>
Patient Safety/Quality	1
Staff Safety	9
Bullying/Harassment/Discrimination	15
Infrastructure/Environmental	3
Other	2
<b>Total</b>	<b>30</b>
	<b>No of concerns July/Aug/Sept 2020</b>
<b>Patient safety</b>	<b>4</b>
<b>Staff safety</b>	<b>8</b>
<b>Bullying and harassment</b>	<b>24</b>
<b>Infrastructure/Environmental</b>	<b>4</b>
<b>other</b>	<b>10</b>
<b>Total</b>	<b>50</b>
<b>From April 20 to October 2020</b>	<b>80</b>
	<b>No of concerns Oct/Nov/Dec/Jan/ 11th Feb21</b>
<b>Patient safety</b>	<b>6</b>
<b>Staff safety</b>	<b>20</b>
<b>Bullying/Harassment/Discrimination</b>	<b>38</b>
<b>Infrastructure/Environmental</b>	<b>16</b>
<b>Other</b>	<b>14</b>

## 2.5 Most common Themes.

Bullying and harassment remains the top theme reported since the report presented to the board. The law makes clear that all employees have the right to work in a safe environment. In conjunction with Human Resources, the Guardian Service supports staff members who feel they are being bullied and harassed. Sometimes people who use the Guardian Service do not wish to take things further, however the service has provided a platform where they feel they are being listened to. I will continue to encourage people to come forward to hear their stories so that issues get addressed and we can support each other in creating and maintaining a safe workplace, free from bullying, intimidation and harassment. With the Speak up Month of October and the fact that we have continued to raise awareness and meet different teams (via MST), this has resulted in a number of staff coming forward and make their concerns known.

The main professional background where concerns are raised from are nurses and support workers. As yet no concerns have been raised from Doctors. This is something that I am keen to look into and encourage in 2021/22. In addition, we will also look to recruit some Doctors as local guardians. I have been in contact with Dr Millind Karale and he is keen to support this and training has been set up already for our junior doctors to attend. In term of geography the concerns appear to be fairly spread out across the Trust, with no one area reporting more concerns than another. I will continue to identify areas where common themes occur in 2021/22 using other data to support this process.

With regards to the recording of those raising concerns who have protected characteristics, currently the only data collected is in respect of race and it is optional for people to do so or not. Again this is not an area showing any trends to report. Most reported issues have been from colleagues from the white British background although there have also been a number of issues reported by the BAME staff members and we have been working with our colleagues from HR as well as the BAME network to support individuals.

## 2.6 Challenges

As previously reported some of the challenges that exist in the Trust will not change, like the physical size of it and the task of getting around the Trust to continually increase visibility and awareness is ongoing. The recruitment of Local Guardians is a way of managing this challenge. In our speak up month we have had people making contact enquiring about being a freedom to speak up Guardian and we hope to train staff to support the agenda. Once business as usual resumes with the support of the Executive Director of People and Culture we plan to grow this number further in 2021/22. The recent regional meeting survey showed that other Trusts have between 10-20 local Guardians.

A continuing challenge in the process of raising concerns has been related to timings. Some managers/leaders have been very quick in responding and taking action when a concern has been raised, whilst for others it can be weeks before a response is received which can extend the process. This was highlighted at a leadership event in October 2019, and is a discussion point during the MDP sessions. It is an area which will continue to be monitored. If progress is slow the sense for staff raising concerns is that nothing has or will happen, and is a major deterrent for others to speak up. This is being reflected in our raising concern policy. We know that the pandemic has taken and changed our priorities however the Executive Director for People and Culture could not agree more with the National Office that now is a time more than before to listen to, acknowledge and deal with those concerns raised and give timely feedback. This is something we are working towards to make sure all concerns raised have had some feedback even if a resolution has not been obtained yet.

Culture change remains the biggest task which will be ongoing. It is noted that the majority of the concerns raised are done so anonymously which is an indication of how safe the staff feel in raising concerns. As noted reducing the time to respond to concerns will be an important aspect of tackling this. The new time frame for raising concern and getting feedback before escalating these concerns are now in place in the raising concerns (whistle-blowing policy). Where feedback is not being received in a timely manner, all efforts continue to be invested in following this up and escalating matters as required.

As noted in the report presented to Trust Board in November last year patient safety concerns are raised regularly during training sessions. As part of my clinical work, I have attended TASI training previously and also attended personal safety training. This is a great opportunity to meet people from different areas and have discussions around patients' safety. The aim is to continue to work with colleagues from other departments to ensure that we have this valuable opportunity to reflect on practice and learn from other people's experiences and continue to improve on the quality of service we deliver and allow our staff to express themselves and continue to promote the speaking up culture. The current pandemic does mean that we now deliver most sessions via MST and in some ways it has actually made these easier for people to attend and have a larger number of people at a time.

My clinical background also helps when dealing with delicate situations for example speaking with colleagues in distress and those who are stressed. I use all the skills acquired in my nursing career to support colleagues, assess the situation closely and sign post them to appropriate services as required.

## 2.7 Successes

, The profile of the Freedom to Speak Up service has been raised significantly through the support of the Communications Team and the concerted effort during the National Speak up month in October.

We will continue to publish ‘you said we did’ for concerns raised, once business as usual resumes. These provide high level information on concerns raised and the action taken by the Trust to resolve them and detail the improvements put in place as a result. They can be located on the Freedom to Speak Up intranet page and are mentioned as part of my regular blog.

We have taken steps to set up a more robust communication structure for the Local Guardians as it was noted that this was required to provide support to one and another and to generally keep in contact. We communicate with each other through the Pando app as well as emails and now with MST.

We have recently updated the Freedom to speak up page as well making it more user friendly as well as having more information on our local guardians, giving individuals a choice to which guardian they want to approach.

I continue to have strong links with the Human Resources Team, subsequently if required I am able to signpost to further support systems in the Trust, these included the relevant HR process such the Grievance and Bullying and Harassment procedures.

We have plans to further develop awareness of freedom to speak up and developing OLM training for staff as well as making a more in depth induction on Freedom to speak up for our new starters including temporary workers. The link with the university is also there ensuring that our future colleagues start with the mind-set of having that speaking up culture. Dr Henrietta Hughes, our national Guardian speaks a lot of the Growth mind-set and starting a speaking up culture from the very beginning of ones career to help embed a culture where speaking up is as easy as ABC.

## 2.8 Feedback

Feedback from people who have used the Guardian Service is critical to the Freedom to Speak Up agenda and we will have to continue to create this culture of openness. Feedback is requested at the end of each quarter from people who have raised a concern. A survey link is sent asking the individual to answer two questions; ‘Given your experience, would you speak up again?’ and ‘Would you recommend to someone else to use the Freedom to Speak Up Guardian Service?’ Of the 80 individuals sent the survey link 25 people responded. The table provides the feedback given.

	<b>Given your experience, would you speak up again?</b>	<b>Would you recommend to someone else to use the Freedom to Speak Up Guardian Service?</b>
<b>2018/19</b>	Yes – 5 Maybe – 2 Don’t know – 1 No – 1 No response - 0	Yes – 7 Maybe – 1 Don’t know – 0 No – 1 No response - 0
<b>2019/20</b>	Yes – 11 Maybe – 3 Don’t know – 0 No – 1 No response - 2	Yes – 13 Maybe – 1 Don’t know – 1 No – 2 No response - 0

	<b>Given your experience, would you speak up again?</b>	<b>Would you recommend to someone else to use the Freedom to Speak Up Guardian Service?</b>
<b>April 2020 - Oct 2020</b>	Yes 21 May be 0 Don't know 0 No 4 No response 0	Yes 22 Maybe 0 Don't know 0 No 0 No response 0

The survey also provided the opportunity to provide written comments. The majority of comments reflected a positive experience of the service; however there were some responses from people who felt that nothing had changed for them. As noted in section 2.6 timeliness of response continues to play a huge part in staff feeling that something has changed for them as well as detailed responses from managers on how they looked into the matter and any actions taken. We will continue to survey people at the end of each quarter in.

I have had a lot of people who said that they would be happy to share their story of raising concerns.

Please note that the survey was completed for concerns raised until October last year. The next survey will be sent out in May 21. The verbal feedback that we get from people is very rewarding for us knowing that people feel heard when they most needed to talk and be listened to.

## **2.9 Conclusion**

As previously noted EPUT has good processes in place to manage concerns raised by staff and this service is an addition to the Raising Concerns (Whistleblowing) Policy and Procedure. The challenge is to continue to raise awareness and understanding of the Freedom to Speak Up process. As noted previously the key issue is culture, both of people feeling able to raise concerns and then managers to act on them in a timely manner.

The Trust continues to see areas of good practice with staff coming forward to raise issues and managers are listening and responding swiftly. We want to take the opportunity to share good practice and this learning across the organisation.

The Board will be aware that listening to and acting on concerns is key to the success of this initiative and it is pleasing that all concerns raised in 2019/20 have now been closed.

As noted the pandemic has unfortunately slowed some of our promotional work down, however as noted we continue to provide support to staff during this time.

## **2.10 Actions planned 2021/22:**

In 2021/22 the following have been identified as key items to be taken forward as part of the work plan:

1. Continue to take forward the Communications Plan to ensure awareness of the agenda at all levels with all staff Groups including greater use of social media.
2. Consider how specific training packages for all staff and managers can be rolled out.
3. Share learning from high functioning team cultures where raising a concern is everyday business.
4. Analyse the impact on patient safety by looking at other data, including employee relations.

5. Continue to learn from the F2SU Guardian network, and therefore improve and learn from best practice and case reviews.
6. Continue to work with other departments such as Training and Development, Staff Engagement and OD to increase messaging regarding the agenda.
7. Continue to build a virtual network for the Local Guardians to allow idea generation and sharing, learning, support and celebrating successes.
8. Continue to work with Teams, mainly leaders to encourage them to allow staff to thrive and continue to work not solely for their teams but for the wider organisation. This includes allowing staff to attend non mandatory training where it is identified that in doing so the staff member will benefit from this and improve quality of service we deliver.
9. Continue to work with managers to also recognise the wider organisation and the need to release staff for their involvement in networks to promote equality and fairness.
10. Continue to identify any hot spots areas so we are more aware of those and invest more time in supporting the staff from those areas.
11. Develop stronger links and relationships with the managers to promote the agenda of fairness and speaking up, encouraging a speaking up culture to be part of everyday practice.
12. Continue to be part of the exit interview process, not only to learn from constructive feedback but also positive experiences that staff have had and learn how we can continue to improve on those and reflect on areas we have not done so well and build action plans.

**3.0 ACTION REQUIRED:**

The Council of Governors is asked to:

1. Note the content of the report and consider recommendations for future actions.
2. Request any further information or action.

**Report prepared by:**

Yogeeta Mohur, EPUT Principal Freedom to Speak Up Guardian

**On behalf of:**

Sean Leahy, Executive Director of People and Culture

Agenda Item No: 7(a)

<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>		18 February 2021			
<b>Report Title:</b>		<b>Patient Safety Strategy Update</b>				
<b>Executive/Non-Executive Lead:</b>		Natalie Hammond, Executive Nurse				
<b>Report Author(s):</b>		Natalie Hammond, Executive Nurse				
<b>Report discussed previously at:</b>						
<b>Level of Assurance:</b>		<b>Level 1</b>	<b>X</b>	<b>Level 2</b>		<b>Level 3</b>

Purpose of the Report		
This report provides the Council of Governors: <ul style="list-style-type: none"> <li>• With an update on the development of the Trust's Inpatient Safety Strategy</li> <li>• With an overview of Governors feedback from a workshop in December 2020 and how this informed the version of the strategy that was agreed by Board in January 2021</li> </ul>	<b>Approval</b>	
	<b>Discussion</b>	X
	<b>Information</b>	X

Recommendations/Action Required
The Council of Governors is asked to: <ol style="list-style-type: none"> <li>1 Note the contents of the report</li> <li>2 Consider the role Council of Governors wishes to play in the ongoing work of the strategy</li> </ol>

### Summary of Key Issues

The draft Inpatient Safety Strategy, *Safety First, Safety Always*, has been presented to the Executive Team, Executive Safety Group and Quality Committee during November and early December where the seven strategic themes were accepted. Since early December, there has been widespread engagement with internal and external stakeholders from across the system and the roadmap for implementation and outcomes have been developed.

The supporting document presents the final version of our high-level strategy to improve safety at EPUT, that puts *Safety First, Safety Always*. The programme is now finalising the implementation plan and resourcing its delivery before commencing work.

As part of this engagement, Governors were invited to take part in a feedback session on 18<sup>th</sup> December and we thank those for their comments, suggestions and input. The table below outlines the key areas of discussion from the session and how this has been reflected in the strategy. Where suggestions have not been incorporated, we have offered an explanation.

You said...	We did...
There are some contextual issues – the strategy needs to focus on more than just inpatient services	We agree and have made this clearer in the strategy document. The strategy firstly sets out our priorities for inpatient safety, recognising that this is where the highest risk areas have been. However, the themes of the strategy will permeate the entire organisation and <i>Safety First, Safety Always</i> will be the single, recognisable banner for safety initiatives across all areas of the Trust. (See page 6 of strategy).
There needs to be a clearer commitment to co-production	This was a consistent area of feedback that was highlighted by external partners as well as Governors. We have reflected this by making specific reference to

	<p>areas where co-production will play a key role. We have also included the development of the Co-Production Framework as a dependency for the strategy – shown under the <i>Culture</i> theme and <i>Governance and Information</i> theme.</p>
<p>Is <i>enhancing</i> the right word for the <i>Enhancing Environments</i> theme? We need to focus on basic safety before we can enhance</p>	<p>Whilst we know there are some immediate priorities that must be completed, we are committing to the ambition of truly enhancing our environments. This theme and the work that will take place is not just about creating safe environments but creating spaces and assets that are suited person-centred support and best enable recovery for mental and physical health and wellbeing.</p>
<p>'<i>Safety First, Safety Always</i>' may give the impression that this has not been the case in the past. The messaging is important</p>	<p>We want this strategy to be the foundation that enables and empowers the workforce to take action where there are safety concerns and believe <i>Safety First, Safety Always</i>, can and will become a strapline to motivate and energise the workforce to do so. The ongoing work on a new Accountability Framework will also support this, by placing more authority for decisions with those delivering services.</p>
<p>What role have external partners had in this strategy?</p>	<p>During the first two weeks of January, we undertook a wide-ranging engagement process with external partners including CCGs, local authorities and stakeholders working at a regional level including integrated care systems and NHS England. This was a really informative process. The key takeaways included: the role of co-production, viewing safety at a system level, the need to link physical and mental health and recommendations for outcome measures. This feedback helped shape the final version of the strategy that has been agreed by Board.</p>
<p>There needs to be a clearer plan for ongoing engagement</p>	<p>We have reflected this in our high-level roadmap, including engagement with voluntary and community partners, Healthwatch and public engagement sessions. We believe COG can play a critical role in public understanding of patient safety and the work the Trust is doing on this strategy.</p> <p>We are also finalising an internal communication plan that will include virtual staff roadshows, Question &amp; Answer sessions and focussed sessions on each strategic theme of the strategy.</p>

**Next Steps**

1. Create programme governance arrangements and reporting structures to track progress and ensure we are delivering against agreed outcomes
2. Begin implementation and priority actions
3. Finalise communication plan to share with staff at all levels, partners, patients and carers

**Relationship to Trust Strategic Objectives**

SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	X
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	X
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	X

**Relationship to Trust Corporate Objectives**

CO1: To provide safe and high quality services during Covid19 Pandemic	X
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	X
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

**Which of the Trust Values are Being Delivered**

1: Open	X
2: Compassionate	X
3: Empowering	X

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

<b>Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan &amp; Objectives</b>	X
<b>Data quality issues</b>	
<b>Involvement of Service Users/Healthwatch</b>	X
<b>Communication and consultation with stakeholders required</b>	X
<b>Service impact/health improvement gains</b>	X
<b>Financial implications:</b>	TBC
<b>Capital £</b>	
<b>Revenue £</b>	
<b>Non Recurrent £</b>	
<b>Governance implications</b>	
<b>Impact on patient safety/quality</b>	X
<b>Impact on equality and diversity</b>	
<b>Equality Impact Assessment (EIA) Completed</b>	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	X
Representing the interests of Members and of the public	X
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	

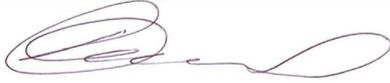
Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose or performing its other functions	
Approving amendments to the Trust's Constitution	
Another non-statutory responsibility of the Council of Governors (please detail):	

**Acronyms/Terms Used in the Report**


**Supporting Documents and/or Further Reading**

1. Inpatient Patient Safety Strategy: Safety First, Safety Always

**Lead**



**Natalie Hammond**  
**Executive Nurse**



Essex Partnership University  
NHS Foundation Trust

# Safety First, Safety Always.

2020 – 2023

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Our strategy for ensuring patient safety





# Foreword

Delivering high quality and safe care is our Trust's top priority. This strategy sets out our approach to ensuring *Safety First, Safety Always*.

Safety is challenging in any mental health setting, and this has been no exception for EPUT and its predecessors. We have been on a journey of improvement with patient safety and have made some good progress. On behalf of the whole Executive Team and the Trust Board, our thanks goes to all of our staff for the dedication they have shown in supporting this vital agenda.

This strategy sets out how we will continue our journey of improvement and take this to the next level of ambition. Included in this is our plan to provide consistently safe, good quality care that is person-centred and puts patients and families at the heart of everything we do. Themes of this strategy will run through the organisation like a golden thread and be supported by our new Accountability Framework and organisational culture. They belong to every member of staff. We all need to know them, own them and deliver them together.

We are committed to learning from our complaints, incidents, staff and patient feedback and will also take learning from the outcomes of national incident enquiries. We will also learn from the best of what happens nationally and globally, whether from exemplar healthcare providers or other innovative and high-risk sectors. We will use this learning to continuously review our actions and improve our outcomes. To ensure delivery we are committed to Trust-wide continuous quality improvement and are working to embed this within our culture.

Delivery of safe and high quality services relies upon having the right culture throughout the organisation. To support this, the Trust has adopted a 'just culture' philosophy. This has changed the way we think about patient safety and quality and is complemented by the new Patient Safety Incident Response Framework (PSIRF) for which the Trust is an early adopter. EPUT will be an exemplar for safety, quality



and innovation – this is no less than our patients, their families, our staff and partners deserve.

As we move through challenging times, we will balance our ambition for quality services, patient safety, productivity and efficiency with grassroots support and development. In this way we will aim to ensure that every member of our staff feels engaged, valued and empowered in helping to continuously drive us towards providing consistently outstanding care.

Whether you are a patient, carer, member of staff or anyone else with an interest in the quality and safety of local health care, we hope you find in this document a clear statement of our intent, a strong commitment to continuous improvement and an easy to follow road map of the next stages of our improvement journey.



**Paul Scott**  
Chief Executive



**Professor Natalie Hammond**  
Executive Nurse



**Alex Green**  
Chief Operating Officer



**Dr Milind Karale**  
Executive Medical Director



**Sean Leahy**  
Executive Director of People and Culture



**Trevor Smith**  
Chief Finance Officer and Resources Officer



**Nigel Leonard**  
Executive Director of Strategy and Transformation



# Our Strategy

7 Themes to ensure Safety First, Safety Always



## Our Ambition

EPUT will be an organisation that consistently places patient safety at the heart of everything we do. Over the three year life cycle of this strategy, we will embed this through a culture and mindset of *Safety First, Safety Always*.

This will show in everything we do and in all decisions that are made, from ward level to board level and builds upon the national NHS Patient Safety Strategy.

We will have got the balance right between a just and low blame culture and having zero tolerance for risks with patient safety.

EPUT will be recognised as one of the leading Trusts nationally for safety.

## Our priorities to achieve this ambition

Leadership

Culture

Continuous Learning

Wellbeing

Innovation

Enhancing Environments

Governance and Information

## Safety never stops and our continuous journey towards excellence will see...

- Patients, carers and families telling us they trust us to provide good quality, safe care
- A reduction in Patient Safety Incidents for Investigation (PSII) and readmissions
- Commissioners and partners having confidence in the quality of services we provide and that these are safe, effective and innovative
- Staff telling us that they have the skills, tools and time to do their jobs effectively and confidence in the Trust's commitment to providing quality and safe care
- Staff being attracted and retained by our culture of safety
- CQC reflecting the progress we have made



## ***Safety First, Safety Always: Our Strategy and Philosophy for Patient Safety***

This strategy firstly sets out our priorities for inpatient safety, recognising that this is where the highest risk areas have been. However, the themes of this strategy will permeate the entire organisation and *Safety First, Safety Always* will be the single, recognisable banner for safety initiatives across all areas of the Trust.





# 7 Themes for Improvement



**Leadership**



**Culture**



**Continuous Learning**



**Wellbeing**



**Innovation**



**Enhancing Environments**



**Governance and Information**

<p>Ensuring there is buy-in, ownership and accountability across the Trust for putting <i>Safety First, Safety Always</i> and delivery this through leadership at all levels – from ward to board</p>	<p>Creating a culture of accountability and ownership, where safety, quality and improvement is everyone’s responsibility</p>	<p>Establishing an approach to learning and development that is ongoing by sharing lessons, reflecting and empowering staff</p>	<p>Creating a working environment where staff feel safe, happy and empowered to provide the best quality of care</p>	<p>Facilitating and inspiring patient safety initiatives through new ways of working</p>	<p>Ensuring our buildings and estates support the <i>Safety First, Safety Always</i> agenda</p>	<p>Building the foundations for safety through governance, processes and availability of information that put safety first</p>
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# Leadership



We will be leaders in patient safety, advocating *Safety First, Safety Always*. Leadership in patient safety will take place at all levels of the Trust, ensuring patient safety is everyone's responsibility.

## We will do this by:

- Partnering with a leading quality improvement organisation to rapidly implement this strategy and urgently and systematically address required improvements
- Making patient safety visibly the top priority for the Trust, communicating this strategy to all staff and working with them to apply its principles to their roles
- Recruiting a Patient Safety Specialist to champion patient safety and drive the *Safety First, Safety Always* approach
- Incorporating the National Patient Safety Strategy as core business and becoming an exemplar implementation site
- Implementing Patient Safety Incident Response Framework (PSIRF) and using the thematic learning it generates to lead our approach to quality improvement
- Embedding safety improvement tools such as Safety WalkRounds and safety huddles

## Related strategies and policies

- Accountability Framework
- Organisational Development Framework
- Workforce Framework
- PSIRF

## Existing initiatives

- Leadership development pathways
- Chief Executive live sessions
- Early adopter of PSIRF



# Culture



We will continue to build on a Safety Culture incorporating the ‘just’ culture work to drive a strong patient and staff safety agenda. We will continue to pursue a working environment where staff are encouraged to report incidents and near misses and where anyone can raise concerns over standards of care.

## We will achieve this by:

- Continuing to create a ‘just’ culture, including a low blame environment where people can learn from mistakes
- Embedding safety huddles into everyday practice
- Ensuring a culture of co-production, so that patients, families and partner organisations are systematically involved in improving services
- Instilling a culture of reflective supervision and practice
- Using improvement tools to drive a culture of continuous learning and improvement, e.g. PDSA methodology
- Celebrating what goes right as well as learning from what’s gone wrong
- Embracing a culture of transparency and openness to learn from others through benchmarking, peer reviews and peer challenge

## Related strategies and policies

- Staff Engagement Framework
- Organisational Development Framework
- Workforce Framework
- Co-production Framework

## Existing initiatives

- ‘Just’ culture
- Reverse mentoring
- ‘Heroic efforts’ by staff shared on social media
- Quality Academy



# Continuous Learning



Safety and improvement are continuous processes and so is the learning that underpins them. We will view every event as an opportunity to learn and ensure lessons are shared across the trust and with partners, not just applied within the area in which an incident takes place.

## We will do this by:

- Developing a culture of continuous improvement so that the Trust becomes a learning organisation
- Encouraging reflective practice and observations through techniques such as Schwartz Rounds
- Empowering more managers with the skills and tools to undertake reflective supervisions with staff
- Creating a centre of excellence for training in supervision, clinical practice and collaborative learning
- Using 'collaboratives of learning'
- Promoting and living the 'just' culture principles
- Empowering staff with the skills to undertake Quality Improvement through training in a range of tools, e.g. PDSA, QSIR
- Learning from those with lived experience
- Using a structured feedback programme (such as 'I want great care') to provide feedback to our clinicians to continuously improve their performance

## Related strategies and policies

- Organisational Development Framework
- Workforce Framework
- PSIRF

## Existing initiatives

- Virtual 'Lunch and Learn' sessions attended by over 200 staff
- Reflective Practice
- Job transfer scheme
- Leadership development pathways
- Collaboratives of learning



# Wellbeing



Patient safety begins with a workforce who are happy, healthy, safe and equipped to do their job. We will ensure the wellbeing of staff so that they are best placed to provide care for patients, carers and families.

## We will do this by:

- Implementing Royal College of Psychiatrists' guidance on individual and organisational wellbeing
- Implementing ward dashboards and using insight into staffing levels, workloads, vacancies and absence rates to address risks to staff wellbeing
- Ensuring that staff consider the 'total wellbeing' of patients, including physical and mental health; this must include looking for early signs of deterioration in physical health, assessing these, monitoring and responding appropriately
- Ensuring staff are offered reflective learning and the opportunities to discuss their own health and wellbeing, without it necessarily becoming a formal management process
- Ensuring we support our staff after a Patient Safety Incident for Investigation (PSII)

## Related strategies and policies

- Staff Engagement Framework
- Workforce Framework
- Supervision and appraisal

## Existing initiatives

- Considering health and wellbeing in supervisions
- Introducing reflective practice into supervisions



# Innovation

We will trial new ways of working and new technologies to enhance patient safety. This includes, but is not limited to, digital innovations. We want to engage more with partners, patients, carers and families to improve services and, in turn, improve safety.

## We will do this by:

- Continuing to use EPUT Lab as a test bed for new innovations that can enhance patient safety, e.g. Oxehealth
- Using technology to reach the most relevant groups, e.g. apps for younger people
- Involving partners, patients and families in quality improvement and safety initiatives to provide insight from lived experience and build 'a patient safety system' as outlined in the national strategy
- Driving innovative practice through the Quality Academy and Quality Champions
- Learning lessons from small scale innovation trialed by Quality Champions that could be rolled out more widely
- Looking to unconventional examples outside of the healthcare sector for innovation, e.g. Great Ormond Street reached out to Formula 1 for process improvements



## Related strategies and policies

- IM&T Strategy
- Research Strategy
- Quality Improvement Framework

## Existing initiatives

- PSIRF
- EPUT Lab
- Oxehealth



# Enhancing Environments



As a mental health and community Trust, our estate is diverse, geographically spread and helps us deliver a wide range of services. Our buildings and the facilities within these are central to keeping patients and staff safe.

We will work to improve the standard and quality of our estate to ensure there is no risk to patient safety.

## We will do this by:

- Implementing CCQI and Royal College of Psychiatrists standards for inpatients wards
- Urgently addressing any outstanding security issues across the estate
- Ensuring that our physical environment supports good physical health as well as good mental health
- Enhancing environments for recovery, therapy and wellbeing
- Learning from people with lived experience to prioritise safety improvements in the estate, such as ligatures
- Incorporating best practice on physical environment considerations from relational security

## Related strategies and policies

- Suicide Prevention Strategy
- Estates Strategy
- Security Services Framework

## Existing initiatives

- Oxehealth
- Ligature reduction



# Governance and Information



The foundations of a safe organisation are built on solid governance, process and access to information. This will inform actionable areas for quality improvement, create an environment of responsible reporting and intelligence-led decision making.

## We will do this by:

- Using ward dashboards to track workforce, incidents and quality metrics, inform quality improvement and embed a culture of insight-led improvement ‘from ward to board’
- Embedding SBAR method of communication and relaying safety reports at shift handovers
- Ensuring that information is shared to prevent gaps in handovers between individual clinicals, teams and agencies
- Ensuring rigorous scrutiny of the implementation of this strategy through establishing an Executive Safety Group as well as using existing groups including Executive Team, Quality Committee and Trust Board
- Ensuring external involvement in, and oversight of, the strategy and its delivery by engaging patients, families and partner organisations

## Related strategies and policies

- Accountability Framework
- IM&T Strategy
- National NHS Patient Safety Strategy – Insight workstream
- Co-production Framework

## Existing initiatives

- Establishment of Executive Safety Group
- PSIRF implementation



# Five Key Outcomes

There is a long list of targets and trends that can be set to measure safety, many of which are already in place and being reported as part of national or regulatory requirements. There is an even greater number of supporting initiatives and evidence that can help to deliver and demonstrate safe care. This detail is provided in the Implementation Appendices to the strategy.

At the highest level, there are five key outcomes this strategy must deliver:

1. Patients and families feel safe in EPUT's care
2. Stakeholders have confidence that EPUT is a safe organisation
3. No preventable deaths
4. A reduction in Patient Safety Incidents for Investigation (PSII)
5. A reduction in self-harm



# Measuring Improvement: Five Key Outcomes

Outcome	Measure	Risks/Challenges	Level of Control (H/M/L)	Proxy Measures and Evidence
<b>Patients and families feel safe in EPUT's care</b>	An upward trend in the number of patients and families that say they feel safe in EPUT's care	<ul style="list-style-type: none"> <li>· Facts do not always change perceptions</li> <li>· Each experience will be individual and personal</li> </ul>	M	<ul style="list-style-type: none"> <li>· Anecdotal feedback</li> </ul>
<b>Stakeholders have confidence that EPUT is a safe organisation</b>	An upward trend in the confidence of commissioners and partners that EPUT is a safe organisation	<ul style="list-style-type: none"> <li>· Facts do not always change perceptions</li> <li>· Baseline to be established</li> </ul>	M	<ul style="list-style-type: none"> <li>· Anecdotal feedback</li> <li>· Increase in contracts awarded or extended</li> <li>· Nature of media coverage</li> </ul>
<b>No preventable deaths</b>	Zero instances of preventable deaths	<ul style="list-style-type: none"> <li>· Lack of patient co-operation</li> <li>· No standard definition of a preventable death</li> </ul>	M	<ul style="list-style-type: none"> <li>· 100% of patients have safety plans</li> <li>· 100% of inpatients have been involved in completing their safety plans</li> <li>· Suicide awareness training targets achieved</li> </ul>
<b>A reduction in Patient Safety Incidents for Investigation (PSII)</b>	A downward trend in the number of Patient Safety Incidents for Investigation (PSII)	<ul style="list-style-type: none"> <li>· We must not achieve this outcome as a consequence of under-reporting</li> </ul>	M	<ul style="list-style-type: none"> <li>· 100% of patients have safety plans</li> <li>· 100% of inpatients have been involved in completing their safety plans</li> </ul>
<b>A reduction in self-harm</b>	A downward trend in instances of self-harm	<ul style="list-style-type: none"> <li>· Lack of patient co-operation</li> <li>· We must not achieve this outcome as a consequence of under-reporting</li> </ul>	M	<ul style="list-style-type: none"> <li>· 100% of patients have safety plans</li> <li>· 100% of inpatients have been involved in completing their safety plans</li> </ul>



# Glossary of Acronyms

Acronym	Definition	Description
CCQI	College Centre for Quality Improvement	Part of the Royal College of Psychiatrists that works with mental health services to assess and improve the quality of care they provide
CQC	Care Quality Commission	The regulatory body for health and social care service providers
IM&T	Information Management and Technology	Relating to the Trust's Information Management and Technology Strategy
PCN	Primary Care Network	Groups of general practices who work together and more easily integrate with the wider health and care system
PDSA	Plan, Do, Study, Act	A cycle used for quality improvement projects
PSII	Patient Safety Incident for Investigation	The process followed when a patient safety incident occurs
PSIRF	Patient Safety Incident Response Framework	A national framework for responding to patient safety incidents, of which EPUT is an early adopter Trust
QSIR	Quality, Service Improvement and Redesign	A programme that focusses on improving services
SBAR	Situation, Background, Assessment, Recommendation	A method of communication to ensure safe handover of information



# Glossary of Terms

Term	Description
<b>Co-production</b>	The involvement and contribution of patients to the provision of health services as partners of the provider organisation
<b>EPUT Lab</b>	An EPUT run group that gives clinicians and providers the opportunity to present innovative ideas that can improve patient care
<b>Mental Health Data Service</b>	Brings together national data and information captured on clinical systems as part of patient care
<b>Oxehealth</b>	An innovation implemented by EPUT to support the monitoring of patient's vital signs and behaviours
<b>Reflective Practice</b>	A method of studying personal experiences to improve ways of working and learning
<b>Safety Huddles</b>	A short multidisciplinary briefing focussing on the most at risk patients. Effective safety huddles involve agreed actions, are informed by visual feedback of data and provide the opportunity to celebrate success in reducing harm
<b>Safety WalkRounds</b>	An informal method for leaders to talk with front-line staff about safety issues in the organisation and show support for staff-reported errors. A method of demonstrating commitment to building a culture of safety
<b>Schwartz Rounds</b>	A structured forum where all staff, clinical and non-clinical, come together regularly to discuss the emotional and social aspects of working in healthcare



<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>	<b>18 February 2021</b>			
<b>Report Title:</b>	<b>Council of Governors Strategic Discussions</b>				
<b>Report Lead:</b>	James Day, Interim Trust Secretary				
<b>Report Author(s):</b>	James Day, Interim Trust Secretary Chris Jennings, Assistant Trust Secretary				
<b>Report discussed previously at:</b>					
<b>Level of Assurance:</b>	<b>Level 1</b>	✓	<b>Level 2</b>		<b>Level 3</b>

<b>Purpose of the Report</b>		
This report presents a proposal for the Council of Governors to set the strategic direction of future Council of Governor Committee meetings.	<b>Approval</b>	✓
	<b>Discussion</b>	
	<b>Information</b>	

<b>Recommendations/Action Required</b>
The Council of Governors is asked to: <ol style="list-style-type: none"> <li>1 Note the contents of this report.</li> <li>2 Approve the proposal as set-out in this report.</li> </ol>

<b>Summary of Key Issues</b>
<p>One of the roles of the Council of Governors is to <i>“To provide feedback to the Board on the development of the strategic direction of the Trust, as appropriate”</i>. The CoG Agenda Task and Finish Group identified proposed changes to the Council agenda to reduce the regular governance items and create more time for strategic discussions.</p> <p>The Trust Secretary’s Office met with East London NHS Foundation Trust (ELFT) to identify any learning regarding Governors involvement in setting the strategic direction of the Council. One of the learning outcomes was to hold a session with Governors to identify subjects for including on the CoG agenda for future strategic discussions.</p> <p>Therefore, it is currently proposed the Joint Board Seminar Session planned for the 24 February 2021 is used as a session for the Council of Governors to discuss with the Board of Directors any areas of concern or interest. The intention is to use the session in two parts, with the first being an opportunity for Governors to contribute ideas in discussion for inclusion in the emerging future strategic direction of the Trust and asking Governors for thoughts and ideas that could be incorporated into the strategy. The second period will seek to identify a small number of key strategic items the Governors would particularly like to be included on their Council of Governors meeting agenda for the next 12-months as being of most interest to regularly revisit.</p> <p>There will also be an opportunity for Governors to reflect upon the safety strategy, and their part in its development and future success, and to potentially include up to three of the key areas for improvement as their regular items to revisit in their Council of Governors meetings.</p> <p>The Executive Director / Non-Executive Director lead for the identified areas will be asked to produce papers and information for discussion at future Council meetings, including providing updates on how Governor feedback has been used.</p> <p>The Trust will hold joint sessions over the 12-months period, inter alia to enable consideration of the position and to ensure the chosen themes remain relevant. New themes for the subsequent year will still be identified annually. The Council is free to decide to change their strategic theme at any point in the year.</p>

The Council of Governors is asked to approve the proposed process for identifying the strategic direction of the Council of Governors.

**Relationship to Trust Strategic Objectives**

SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	✓
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	✓

**Relationship to Trust Corporate Objectives**

CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

**Which of the Trust Values are Being Delivered**

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

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

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

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

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

**ESSEX PARTNERSHIP UNIVERSITY NHS FT**

Approving applications by the Trust to enter into a merger, acquisition, separation, dissolution	
Deciding whether the Trust's non-NHS work would significantly interfere with its principal purpose or performing its other functions	
Approving amendments to the Trust's Constitution	
Another non-statutory responsibility of the Council of Governors (please detail): <ul style="list-style-type: none"><li>To provide feedback to the Board on the development of the strategic direction of the Trust as appropriate</li></ul>	✓

**Acronyms/Terms Used in the Report**

CoG	Council of Governors	ELFT	East London Foundation Trust
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**Supporting Documents and/or Further Reading**

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**Lead**

**James Day**  
**Interim Trust Secretary**

		<b>Agenda Item No: 8(a)</b>			
<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>	<b>18 February 2021</b>			
<b>Report Title:</b>	<b>Trust Constitution Review</b>				
<b>Report Lead:</b>	James Day Interim Trust Secretary				
<b>Report Author(s):</b>	Chris Jennings, Assistant Trust Secretary				
<b>Report discussed previously at:</b>	CoG Governance Committee 25 January 2021				
<b>Level of Assurance:</b>	<b>Level 1</b>	✓	<b>Level 2</b>		<b>Level 3</b>

<b>Purpose of the Report</b>		
This report presents the Trust Constitution for approval.	<b>Approval</b>	✓
	<b>Discussion</b>	
	<b>Information</b>	

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

<b>Summary of Key Issues</b>
<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 2020. The review of the Trust Constitution requires approval by the Council of Governors and the Board of Directors.</p> <p>The Trust Constitution was reviewed by a Task and Finish Group (nine Governors, two NEDs, Assistant Trust Secretary and Interim Trust Secretary) held on the 11 January 2021. The group proposed a number of changes and / or queried existing clauses. John Coutts (NHS Providers) reviewed the proposals and queries identified, providing advice which was discussed by the CoG Governance Committee.</p> <p>The CoG Governance Committee considered the amended Trust Constitution on the 25 January 2021. The revised Trust Constitution is attached to this report for approval.</p> <p>Three key changes are proposed as follows:</p> <ul style="list-style-type: none"> <li>• <b>Staff Constituency (Section 8.0):</b> The elections held in 2020 highlighted an issue when a temporary member of staff tried to stand in the election for the staff constituency. It was noted that the constitution was vague in this area and therefore a new clause has been added as Section 8.1.3 <i>“For the avoidance of doubt solely permanent staff are eligible to be members of the staff constituency. Temporary Staff can be a member of a Public Constituency if the criteria is met.”</i></li> <li>• <b>Deputy Chief Executive Officer (Section 30.5):</b> The Governance Committee agreed to amend the wording for this section to <i>“The Board of Directors Remuneration and Nominations Committee, which comprises of all the Non-Executive Directors, shall appoint an Executive Director as the Deputy Chief Executive in line with agreed procedure”</i> This allows the CEO to implement a more flexible process, rather than appointing a single Executive Director, subject to approval by the BoD Remuneration &amp; Nominations Committee.</li> <li>• <b>Mergers etc. and Significant Transactions (Section 49.2):</b> The words <i>“unless it is a merger, acquisition, separation or dissolution”</i> have been added to differentiate between section 49.1 which requires more than half of the Governors to approve, rather than just those voting at the time, due to the higher risk nature of the decision.</li> </ul>

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

- **Election of Governors (Section 15.5):** It was agreed that in the event of a vacancy within the first 2-years of a Governors term of office, the Trust Secretary's Office would return to the results of the last election that took place in the constituency, which would better reflect the electorate at the time. There was a risk that there would be an imbalance in the terms of office served by Governors, depending on which Governor they replaced on the Council, however, this was accepted based on the benefits associated with reflecting the more recent electorate.
- **Annex 1: The Public Constituencies:** The Governance Committee reviewed the current composition of the Council with a view to amending the number of Governors representing West Essex & Hertfordshire and North East Essex. However, data and advice from NHS Providers suggested that the Council was fairly represented and therefore it was agreed no change was required at this time.
- **Model Election Rule 2014 Section 11.1(b) Declaration of Interest "whether the candidate is a member of a political party, and if so, which party":** The Governance Committee had discussed whether to remove this section as it was not relevant to an individual standing for election. However, it was agreed that it would be useful for the Trust to know if the Council was composed of a large number of individuals from the same political party and therefore the Committee agreed no change would be made to this statement.
- **Strategy Planning (Section 3.1.4):** The Committee considered removing the words "in any financial year" from the clause. However, it was agreed that the clause reflected the law as written in the Health & Social Care Act and therefore should not be changed.

The CoG Governance Committee agreed to make a recommendation to the Council of Governors to approve the reviewed and amended Trust Constitution.

#### Relationship to Trust Strategic Objectives

SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	✓
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	✓

#### Relationship to Trust Corporate Objectives

CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

#### Which of the Trust Values are Being Delivered

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

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

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

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

<b>Supporting Documents and/or Further Reading</b>
Trust Constitution

<b>Lead</b>
<b>James Day</b> <b>Interim Trust Secretary</b>

20210331

**Essex Partnership University NHS Foundation Trust**  
**Constitution**

Approved by Council of Governors **13<sup>th</sup> February 2020** and  
Board of Directors **25<sup>th</sup> March 2020**

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## 1. Interpretation and Definitions

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

organisation which consists of (inter alia) NHS Improvement, NHS England, Monitor and the NHSTDA;

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

<b>2. Name</b>
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- |  |
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| <p><b>2.1</b> The name of the foundation trust is Essex Partnership University NHS Foundation Trust (the Trust).</p> |
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<b>3. Principal Purpose</b>
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|--|
| <p><b>3.1</b> The principal purpose of the Trust is the provision of goods and services for the purposes of the health service in England</p> <p><b>3.2</b> The Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes</p> |
|--|

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

#### **4. Powers**

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

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

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

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

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

#### **7. Public Constituency**

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

referred to collectively as a Public Constituency

- 7.3 The minimum number of members in each Public Constituency is specified in Annex 1.

## **8. Staff Constituency**

- 8.1 An individual who is employed by the Trust under a contract of employment with the Trust may become or continue as a member of the Trust provided:

8.1.1 he is employed by the Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months; or

[8.1.2](#) he has been continuously employed by the Trust under a contract of employment for at least 12 months

[8.1.3](#) For the avoidance of doubt permanent staff are eligible to be members of the staff constituency. Temporary Staff can be a member of a Public Constituency if the criteria is met.

- 8.2 Individuals who exercise functions for the purposes of the Trust, otherwise than under a contract of employment with the Trust, may become or continue as members of the Staff Constituency provided such individuals have exercised these functions continuously for a period of at least 12 months. For the avoidance of doubt, this does not include those who assist or provide services to the Trust on a voluntary basis

- 8.3 Those individuals who are eligible for membership of the Trust by reason of the previous provisions are referred to collectively as the Staff Constituency

- 8.4 The Staff Constituency shall be divided into two descriptions of individuals who are eligible for membership of the Staff Constituency; each description of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency

- 8.5 The minimum number of members in each class of the Staff Constituency is specified in Annex 2.

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

- 9.1 An individual who is:

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

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

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

**10. NOT USED**

**11. NOT USED**

**12. Restriction on Membership**

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

**13. Annual Members' Meeting**

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

**14. Council of Governors – Composition**

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

**15. Council of Governors – Election of Governors**

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

**Commented [JC(EP2):** The Governance Committee agreed to the principle of going back to the latest election figures, with the acceptance that there is a risk of unfairness in relation to the term of office.

**16. Council of Governors – Tenure**

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

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

Governor again following a break of at least a Year

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

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

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

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

- 18.1** The general duties of the Council of Governors are:
- 18.1.1** to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
  - 18.1.2** to represent the interests of the members of the Trust as a whole and the interests of the public
- 18.2** Further provision as to the roles and responsibilities of the Council of Governors is set out in Annex 6
- 18.3** The Trust must take steps to ensure that Governors are equipped with the skills and knowledge they require in their capacity as such.

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

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

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

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

**21. NOT USED**

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

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

**23. Council of Governors – Travel Expenses**

- 23.1** The Trust may pay travelling and other expenses to Governors that are incurred in carrying out their duties at rates determined by the Trust. These expenses are to be disclosed in the Trust's annual report
- 23.2** Governors do not receive remuneration when undertaking their duties and

role as a Governor.

#### **24. Council of Governors – Further Provisions**

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

#### **25. Board of Directors – Composition**

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

**25.2** The Board of Directors is to comprise:

**25.2.1** a Non-Executive Chair

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

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

so that the number of Non-Executive Directors including the Chair shall always exceed the number of Executive Directors including the Chief Executive

**25.3** One of the Executive Directors shall be the Chief Executive

**25.4** The Chief Executive shall be the Accounting Officer

**25.5** One of the Executive Directors shall be the Finance Director

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

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

#### **26. Board of Directors – General Duty**

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

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

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

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

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

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

**29. NOT USED**

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

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

- 30.4 The Board of Directors shall, following consultation with the Council of Governors, appoint one of the Non-Executive Directors as the Senior Independent Director to act in accordance with Monitor's *NHS Foundation*

*Trust Code of Governance* (as may be amended and replaced from time to time) and the Trust's standing orders.

[30.5](#) The Board of Directors [Remuneration and Nominations Committee](#), which comprises of all the Non-Executive Directors, shall appoint ~~one of thean~~ Executive Director as the Deputy Chief Executive in line with agreed procedure.

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

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

**32. NOT USED**

**33. Board of Directors – Disqualification**

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

- 33.1** a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged
- 33.2** a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986)
- 33.3** a person 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
- 33.4** a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him

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

Committee covering health matters or of a Local Healthwatch Board or of a Health & Wellbeing Board

- 33.16** a person who is the spouse, partner, parent or child of a member of the Trust's Board of Directors
- 33.17** a person who has displayed aggressive or violent behavior at any NHS establishment or against any of the Trust's staff or persons exercising functions for the Trust
- 33.18** a person who fails to satisfy the requirements of the Regulated Activities Regulations
- 33.19** a person who has failed to sign and return to the Trust Secretary a statement in the form required by the Board of Directors confirming acceptance of the code of conduct for the Board of Directors
- 33.20** a person who has acted in a manner inconsistent with or who has failed to comply with the Trust's terms of authorisation, standing orders, standing financial instructions and/ or the code of conduct for the Board of Directors.

#### **34. Board of Directors – Meetings**

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

#### **35. Board of Directors – Standing Orders**

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

#### **36. Board of Directors – Conflicts of Interest of Directors**

- 36.1** The duties that a Director of the Trust has by virtue of being a Director include in particular:

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

36.9.3.1 by a meeting of the Board of Directors, or

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

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

**37. Board of Directors – Remuneration and Terms of Office**

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

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

**38. Registers**

The Trust shall have:

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

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

**38.3** a register of interests of Governors

**38.4** a register of Directors, and

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

**39. Admission to and Removal from the Registers**

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

**39.2** Each Director and Governor shall advise the Trust Secretary as soon as practicable of anything which comes to his attention or of which he is aware and which might affect the accuracy of the matters recorded in any of the registers referred to in paragraph 38.

**40. Registers – Inspection and Copies**

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

#### **41. Documents Available for Public Inspection**

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

- 41.2.5** a copy of any statement provided under section 65F(administrator's draft report) of the 2006 Act
- 41.2.6** a copy of any notice published under section 65F(administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA(Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act
- 41.2.7** a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act
- 41.2.8** a copy of any final report published under section 65I (administrator's final report) of the 2006 Act
- 41.2.9** a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act
- 41.2.10** a copy of any information published under section 65M (replacement of Trust special administrator) of the 2006 Act
- 41.3** Any person who requests a copy of or extract from any of the above documents is to be provided with a copy
- 41.4** If the person requesting a copy or extract is not a member of the Trust, the Trust may impose a reasonable charge for doing so.

<b>42. Auditor</b>
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- 42.1** The Trust shall have an auditor
- 42.2** The Council of Governors shall appoint or remove the auditor at a general meeting of the Council of Governors
- 42.3** The auditor shall comply with Schedule 10 of the 2006 Act in auditing the accounts of the Trust.

<b>43. Audit Committee</b>
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- 43.1** The Board of Directors shall establish a committee comprising Non-Executive Directors (at least one of whom has competence in accounting and/or auditing and recent and relevant financial experience) as an Audit Committee to perform such monitoring, reviewing and other functions as are appropriate
- 43.2** The Audit Committee as a whole shall have competence relevant to the NHS

sector.

#### **44. Accounts**

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

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

- 45.1** The Trust shall prepare an annual report and send it to Monitor
- 45.2** The Trust shall give information as to its forward planning in respect of each financial year to Monitor
- 45.3** The forward plan shall be prepared by the Directors
- 45.4** In preparing the forward plan, the Directors shall have regard to the views of the Council of Governors
- 45.5** Each forward plan must include information about:
  - 45.5.1** the activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes to carry on, and
  - 45.5.2** the income it expects to receive from doing so
- 45.6** Where a forward plan contains a proposal that the Trust carry on an activity of a kind mentioned in sub-paragraph 45.5.1 the Council of Governors must:
  - 45.6.1** determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Trust of its principal purpose or the performance of its other functions, and
  - 45.6.2** notify the Directors of the Trust of its determination

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

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

- 46.1** The following documents are to be presented to the Council of Governors at a general meeting of the Council of Governors:
- 46.1.1** the annual accounts
  - 46.1.2** any report of the auditor on them
  - 46.1.3** the annual report
- 46.2** The documents shall also be presented to the members of the Trust at the Annual Members' Meeting by at least one Board Director in attendance
- 46.3** The Trust may combine a meeting of the Council of Governors convened for the purposes of sub-paragraph 46.1 with the Annual Members' Meeting.

**47. Instruments**

- 47.1** The Trust shall have a seal
- 47.2** The seal shall not be affixed except under the authority of the Board of Directors.

**48. Amendment of the Constitution**

- 48.1** The Trust may make amendments of its constitution only if:
- 48.1.1** more than half of the members of the Council of Governors of the Trust voting approve the amendments, and
  - 48.1.2** more than half of the members of the Board of Directors of the Trust voting approve the amendments
- 48.2** Amendments made under sub-paragraph 48.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act
- 48.3** Where an amendment is made to the constitution in relation to the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust):

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

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

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

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

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

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

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

**Commented [JC(EP3):** Wording added to clarify difference between section 49.1 in relation to a significant transaction.

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

#### **50. Indemnities**

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

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

**ANNEX 1: THE PUBLIC CONSTITUENCIES**

(Paragraphs 7.1 and 7.3)

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

**ANNEX 2: THE STAFF CONSTITUENCY**

(Paragraph 8.4 and 8.5)

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

**ANNEX 3: NOT USED**

**ANNEX 4: COMPOSITION OF COUNCIL OF GOVERNORS**

(Paragraphs 14.2 and 14.3)

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

**ANNEX 4.1: NOT USED**

**ANNEX 5: THE MODEL ELECTION RULES**

(Paragraph 15.2)

**MODEL ELECTION RULES 2014**

**PART 1: INTERPRETATION**

1. Interpretation

**PART 2: TIMETABLE FOR ELECTION**

2. Timetable
3. Computation of time

**PART 3: RETURNING OFFICER**

4. Returning officer
5. Staff
6. Expenditure
7. Duty of co-operation

**PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS**

8. Notice of election
9. Nomination of candidates
10. Candidate's particulars
11. Declaration of interests
12. Declaration of eligibility
13. Signature of candidate
14. Decisions as to validity of nomination forms
15. Publication of statement of nominated candidates
16. Inspection of statement of nominated candidates and nomination forms
17. Withdrawal of candidates
18. Method of election

**PART 5: CONTESTED ELECTIONS**

19. Poll to be taken by ballot
20. The ballot paper
21. The declaration of identity (public and patient constituencies)

*Action to be taken before the poll*

22. List of eligible voters

23. Notice of poll
24. Issue of voting information by returning officer
25. Ballot paper envelope and covering envelope
26. E-voting systems

*The poll*

27. Eligibility to vote
28. Voting by persons who require assistance
29. Spoilt ballot papers and spoilt text message votes
30. Lost voting information
31. Issue of replacement voting information
32. ID declaration form for replacement ballot papers (public and patient constituencies)
33. Procedure for remote voting by internet
34. Procedure for remote voting by telephone
35. Procedure for remote voting by text message

*Procedure for receipt of envelopes, internet votes, telephone vote and text message votes*

36. Receipt of voting documents
37. Validity of votes
38. Declaration of identity but no ballot (public and patient constituency)
39. De-duplication of votes
40. Sealing of packets

**PART 6: COUNTING THE VOTES**

- STV41. Interpretation of Part 6
42. Arrangements for counting of the votes
43. The count
- STV44. Rejected ballot papers and rejected text voting records
- FPP44. Rejected ballot papers and rejected text voting records
- STV45. First stage
- STV46. The quota
- STV47. Transfer of votes
- STV48. Supplementary provisions on transfer
- STV49. Exclusion of candidates
- STV50. Filling of last vacancies
- STV51. Order of election of candidates
- FPP51. Equality of votes

**PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS**

- FPP52. Declaration of result for contested elections
- STV52. Declaration of result for contested elections

53. Declaration of result for uncontested elections

**PART 8: DISPOSAL OF DOCUMENTS**

54. Sealing up of documents relating to the poll  
55. Delivery of documents  
56. Forwarding of documents received after close of the poll  
57. Retention and public inspection of documents  
58. Application for inspection of certain documents relating to election

**PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION**

- FPP59. Countermand or abandonment of poll on death of candidate  
STV59. Countermand or abandonment of poll on death of candidate

**PART 10: ELECTION EXPENSES AND PUBLICITY**

*Expenses*

60. Election expenses  
61. Expenses and payments by candidates  
62. Expenses incurred by other persons

*Publicity*

63. Publicity about election by the corporation  
64. Information about candidates for inclusion with voting information  
65. Meaning of "for the purposes of an election"

**PART 11: QUESTIONING ELECTIONS AND IRREGULARITIES**

66. Application to question an election

**PART 12: MISCELLANEOUS**

67. Secrecy  
68. Prohibition of disclosure of vote  
69. Disqualification  
70. Delay in postal service through industrial action or unforeseen event

## PART 1: INTERPRETATION

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### 1. Interpretation

1.1 In these rules, unless the context otherwise requires:

“*2006 Act*” means the National Health Service Act 2006;

“*corporation*” means the public benefit corporation subject to this constitution;

“*Council of Governors*” means the Council of Governors of the corporation;

“*declaration of identity*” has the meaning set out in rule 21.1;

“*election*” means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the Council of Governors;

“*e-voting*” means voting using either the internet, telephone or text message;

“*e-voting information*” has the meaning set out in rule 24.2;

“*ID declaration form*” has the meaning set out in Rule 21.1; “internet voting record” has the meaning set out in rule 26.4(d);

“*internet voting system*” means such computer hardware and software, data other equipment and services as may be provided by the returning officer for the purpose of enabling voters to cast their votes using the internet;

“*lead Governor*” means the Governor nominated by the corporation to fulfil the role described in Appendix B to The NHS Foundation Trust Code of Governance (Monitor, December 2013) or any later version of such code.

“*list of eligible voters*” means the list referred to in rule 22.1, containing the information in rule 22.2;

“*method of polling*” means a method of casting a vote in a poll, which may be by post, internet, text message or telephone;

“*Monitor*” means the corporate body known as Monitor as provided by section 61 of the 2012 Act;

“*numerical voting code*” has the meaning set out in rule 64.2(b)

“*polling website*” has the meaning set out in rule 26.1;

“*postal voting information*” has the meaning set out in rule 24.1;

“*telephone short code*” means a short telephone number used for the purposes of submitting a vote by text message;

“*telephone voting facility*” has the meaning set out in rule 26.2;

“*telephone voting record*” has the meaning set out in rule 26.5 (d);

“*text message voting facility*” has the meaning set out in rule 26.3;

“*text voting record*” has the meaning set out in rule 26.6 (d);

“*the telephone voting system*” means such telephone voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by telephone;

“*the text message voting system*” means such text messaging voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by text message;

“*voter ID number*” means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting,

“*voting information*” means postal voting information and/or e-voting information

- 1.2 Other expressions used in these rules and in Schedule 7 to the NHS Act 2006 have the same meaning in these rules as in that Schedule.

## **PART 2: TIMETABLE FOR ELECTIONS**

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### **2. Timetable**

- 2.1 The proceedings at an election shall be conducted in accordance with the following timetable:

<b>Proceeding</b>	<b>Time</b>
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination forms to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.
Close of the poll	By 5.00pm on the final day of the election.

### **3. Computation of time**

3.1 In computing any period of time for the purposes of the timetable:

- (a) a Saturday or Sunday;
- (b) Christmas day, Good Friday, or a bank holiday, or
- (c) a day appointed for public thanksgiving or mourning,

shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.

3.2 In this rule, "bank holiday" means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

## **PART 3: RETURNING OFFICER**

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### **4. Returning Officer**

- 4.1 Subject to rule 69, the returning officer for an election is to be appointed by the corporation.
- 4.2 Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

### **5. Staff**

5.1 Subject to rule 69, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

### **6. Expenditure**

- 6.1 The corporation is to pay the returning officer:
  - (a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
  - (b) such remuneration and other expenses as the corporation may determine.

### **7. Duty of co-operation**

7.1 The corporation is to co-operate with the returning officer in the exercise of his or her functions under these rules.

## **PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS**

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### **8. Notice of election**

- 8.1 The returning officer is to publish a notice of the election stating:
- (a) the constituency, or class within a constituency, for which the election is being held,
  - (b) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,
  - (c) the details of any nomination committee that has been established by the corporation,
  - (d) the address and times at which nomination forms may be obtained;
  - (e) the address for return of nomination forms (including, where the return of nomination forms in an electronic format will be permitted, the e-mail address for such return) and the date and time by which they must be received by the returning officer,
  - (f) the date and time by which any notice of withdrawal must be received by the returning officer
  - (g) the contact details of the returning officer
  - (h) the date and time of the close of the poll in the event of a contest.

### **9. Nomination of candidates**

- 9.1 Subject to rule 9.2, each candidate must nominate themselves on a single nomination form.
- 9.2 The returning officer:
- (a) is to supply any member of the corporation with a nomination form, and
  - (b) is to prepare a nomination form for signature at the request of any member of the corporation,

but it is not necessary for a nomination to be on a form supplied by the returning officer and a nomination can, subject to rule 13, be in an electronic format.

### **10. Candidate's particulars**

- 10.1 The nomination form must state the candidate's:
- (a) full name
  - (b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic

communication), and

- (c) constituency, or class within a constituency, of which the candidate is a member.

#### **11. Declaration of interests**

11.1 The nomination form must state:

- (a) any financial interest that the candidate has in the corporation, and
- (b) whether the candidate is a member of a political party, and if so, which party,

and if the candidate has no such interests, the paper must include a statement to that effect.

#### **12. Declaration of eligibility**

12.1 The nomination form must include a declaration made by the candidate:

- (a) that he or she is not prevented from being a member of the Council of Governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution, and
- (b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

#### **13. Signature of candidate**

13.1 The nomination form must be signed and dated by the candidate, in a manner prescribed by the returning officer, indicating that:

- (a) they wish to stand as a candidate
- (b) their declaration of interests as required under rule 11, is true and correct, and
- (c) their declaration of eligibility, as required under rule 12, is true and correct.

13.2 Where the return of nomination forms in an electronic format is permitted, the returning officer shall specify the particular signature formalities (if any) that will need to be complied with by the candidate.

#### **14. Decisions as to the validity of nomination**

14.1 Where a nomination form is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:

- (a) decides that the candidate is not eligible to stand
- (b) decides that the nomination form is invalid
- (c) receives satisfactory proof that the candidate has died, or
- (d) receives a written request by the candidate of their withdrawal from candidacy.

14.2 The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:

- (a) that the paper is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election
- (b) that the paper does not contain the candidate's particulars, as required by rule 10
- (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11
- (d) that the paper does not include a declaration of eligibility as required by rule 12, or
- (e) that the paper is not signed and dated by the candidate, if required by rule 13.

14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.

14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.

14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

## **15. Publication of statement of candidates**

15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.

15.2 The statement must show:

- (a) the name, contact address (which shall be the candidate's postal address), and constituency or class within a constituency of each

candidate standing, and

(b) the declared interests of each candidate standing as given in their nomination form.

15.3 The statement must list the candidates standing for election in alphabetical order by surname.

15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the corporation as soon as is practicable after publishing the statement.

#### **16. Inspection of statement of nominated candidates and nomination forms**

16.1 The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.

16.2 If a member of the corporation requests a copy or extract of the statement of candidates or their nomination forms, the corporation is to provide that member with the copy or extract free of charge.

#### **17. Withdrawal of candidates**

17.1 A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

#### **18. Method of election**

18.1 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the Council of Governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.

18.2 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the Council of Governors, those candidates are to be declared elected in accordance with Part 7 of these rules.

18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be Council of Governors, then:

- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
- (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

## **PART 5: CONTESTED ELECTIONS**

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### **19. Poll to be taken by ballot**

- 19.1 The votes at the poll must be given by secret ballot.
- 19.2 The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.
- 19.3 The corporation may decide that voters within a constituency or class within a constituency, may, subject to rule 19.4, cast their votes at the poll using such different methods of polling in any combination as the corporation may determine.
- 19.4 The corporation may decide that voters within a constituency or class within a constituency for whom an e-mail address is included in the list of eligible voters may only cast their votes at the poll using an e-voting method of polling.
- 19.5 Before the corporation decides, in accordance with rule 19.3 that one or more e-voting methods of polling will be made available for the purposes of the poll, the corporation must satisfy itself that:
  - (a) if internet voting is to be a method of polling, the internet voting system to be used for the purpose of the election is:
    - (i) configured in accordance with these rules, and
    - (ii) will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system
  - (b) if telephone voting to be a method of polling, the telephone voting system to be used for the purpose of the election is:
    - (i) configured in accordance with these rules, and
    - (ii) will create an accurate telephone voting record in respect of any voter who casts his or her vote using the telephone voting system
  - (c) if text message voting is to be a method of polling, the text message voting system to be used for the purpose of the election is:

- (i) configured in accordance with these rules, and
- (ii) will create an accurate text voting record in respect of any voter who casts his or her vote using the text message voting system.

## **20. The ballot paper**

20.1 The ballot of each voter (other than a voter who casts his or her ballot by an e-voting method of polling) is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.

20.2 Every ballot paper must specify:

- (a) the name of the corporation,
- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency,
- (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,
- (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
- (g) the contact details of the returning officer.

20.3 Each ballot paper must have a unique identifier.

20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

## **21. The declaration of identity (public and patient constituencies)**

21.1 The corporation shall require each voter who participates in an election for a public or patient constituency to make a declaration confirming:

- (a) that the voter is the person:
  - (i) to whom the ballot paper was addressed, and/or
  - (ii) to whom the voter ID number contained within the e-voting information was allocated,
- (b) that he or she has not marked or returned any other voting information

- in the election, and
- (c) the particulars of his or her qualification to vote as a member of the constituency or class within the constituency for which the election is being held

("declaration of identity")

and the corporation shall make such arrangements as it considers appropriate to facilitate the making and the return of a declaration of identity by each voter, whether by the completion of a paper form ("ID declaration form") or the use of an electronic method.

- 21.2 The voter must be required to return his or her declaration of identity with his or her ballot.
- 21.3 The voting information shall caution the voter that if the declaration of identity is not duly returned or is returned without having been made correctly, any vote cast by the voter may be declared invalid.

*Action to be taken before the poll*

## **22. List of eligible voters**

- 22.1 The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.
- 22.2 The list is to include, for each member:
- (a) a postal address, and,
  - (b) the member's e-mail address, if this has been provided
- to which his or her voting information may, subject to rule 22.3, be sent.
- 22.3 The corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

## **23. Notice of poll**

- 23.1 The returning officer is to publish a notice of the poll stating:
- (a) the name of the corporation

- (b) the constituency, or class within a constituency, for which the election is being held
- (c) the number of members of the Council of Governors to be elected from that constituency, or class with that constituency
- (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates
- (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post
- (f) the methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3
- (g) the address for return of the ballot papers
- (h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located
- (i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located
- (j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located
- (k) the date and time of the close of the poll
- (l) the address and final dates for applications for replacement voting information, and
- (m) the contact details of the returning officer.

#### **24. Issue of voting information by returning officer**

24.1 Subject to rule 24.3, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by post to each member of the corporation named in the list of eligible voters:

- (a) a ballot paper and ballot paper envelope
- (b) the ID declaration form (if required)
- (c) information about each candidate standing for election, pursuant to rule 61 of these rules, and
- (d) a covering envelope

("postal voting information").

24.2 Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-voting method of polling:

- (a) instructions on how to vote and how to make a declaration of identity (if required)
- (b) the voter's voter ID number
- (c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate
- (d) contact details of the returning officer

("e-voting information").

24.3 The corporation may determine that any member of the corporation shall:

- (a) only be sent postal voting information, or
- (b) only be sent e-voting information, or
- (c) be sent both postal voting information and e-voting information

for the purposes of the poll.

24.4 If the corporation determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the returning officer shall only send that information by e-mail.

24.5 The voting information is to be sent to the postal address and/ or e-mail address for each member, as specified in the list of eligible voters.

## **25. Ballot paper envelope and covering envelope**

25.1 The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.

25.2 The covering envelope is to have:

- (a) the address for return of the ballot paper printed on it, and

(b) pre-paid postage for return to that address.

25.3 There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer –

(a) the completed ID declaration form if required, and

(b) the ballot paper envelope, with the ballot paper sealed inside it.

## **26. E-voting systems**

26.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").

26.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as "the telephone voting facility").

26.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as "the text message voting facility").

26.4 The returning officer shall ensure that the polling website and internet voting system provided will:

(a) require a voter to:

(i) enter his or her voter ID number, and

(ii) where the election is for a public or [patient-staff](#) constituency, make a declaration of identity,

in order to be able to cast his or her vote;

(b) specify:

(i) the name of the corporation

(ii) the constituency, or class within a constituency, for which the election is being held

(iii) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency

(iv) the names and other particulars of the candidates standing for

election, with the details and order being the same as in the statement of nominated candidates

- (v) instructions on how to vote and how to make a declaration of identity
- (vi) the date and time of the close of the poll, and
- (vii) the contact details of the returning officer

- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election
- (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of:
  - (i) the voter's voter ID number
  - (ii) the voter's declaration of identity (where required)
  - (iii) the candidate or candidates for whom the voter has voted, and
  - (iv) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this, and
- (f) prevent any voter from voting after the close of poll.

26.5 The returning officer shall ensure that the telephone voting facility and telephone voting system provided will:

- (a) require a voter to
  - (i) enter his or her voter ID number in order to be able to cast his or her vote, and
  - (ii) where the election is for a public or patient constituency, make a declaration of identity
- (b) specify:
  - (i) the name of the corporation
  - (ii) the constituency, or class within a constituency, for which the election is being held
  - (iii) the number of members of the Council of Governors to be elected from that constituency, or class within that constituency
  - (iv) instructions on how to vote and how to make a declaration of identity
  - (v) the date and time of the close of the poll, and

(vi) the contact details of the returning officer

- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election
- (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
  - (i) the voter's voter ID number
  - (ii) the voter's declaration of identity (where required)
  - (iii) the candidate or candidates for whom the voter has voted, and
  - (iv) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this
- (f) prevent any voter from voting after the close of poll.

26.6 The returning officer shall ensure that the text message voting facility and text messaging voting system provided will:

- (a) require a voter to:
  - (i) provide his or her voter ID number, and
  - (ii) where the election is for a public or patient constituency, make a declaration of identity

in order to be able to cast his or her vote:

- (b) prevent a voter from voting for more candidates than he or she is entitled to at the election
- (d) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:
  - (i) the voter's voter ID number
  - (ii) the voter's declaration of identity (where required)
  - (ii) the candidate or candidates for whom the voter has voted, and
  - (iii) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this
- (f) prevent any voter from voting after the close of poll.

*The poll*

**27. Eligibility to vote**

- 27.1 An individual who becomes a member of the corporation on or before the closing date for the receipt of nominations by candidates for the election, is eligible to vote in that election.

**28. Voting by persons who require assistance**

- 28.1 The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.
- 28.2 Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

**29. Spoilt ballot papers and spoilt text message votes**

- 29.1 If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a "spoilt ballot paper"), that voter may apply to the returning officer for a replacement ballot paper.
- 29.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.
- 29.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she:
- (a) is satisfied as to the voter's identity, and
  - (b) has ensured that the completed ID declaration form, if required, has not been returned.
- 29.4 After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list ("the list of spoilt ballot papers"):
- (a) the name of the voter, and
  - (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
  - (c) the details of the unique identifier of the replacement ballot paper.
- 29.5 If a voter has dealt with his or her text message vote in such a manner that it cannot be accepted as a vote (referred to as a "spoilt text message vote"), that voter may apply to the returning officer for a replacement voter ID number.

- 29.6 On receiving an application, the returning officer is to obtain the details of the voter ID number on the spoiled text message vote, if he or she can obtain it.
- 29.7 The returning officer may not issue a replacement voter ID number in respect of a spoiled text message vote unless he or she is satisfied as to the voter's identity.
- 29.8 After issuing a replacement voter ID number in respect of a spoiled text message vote, the returning officer shall enter in a list ("the list of spoiled text message votes"):
- (a) the name of the voter, and
  - (b) the details of the voter ID number on the spoiled text message vote (if that officer was able to obtain it), and
  - (c) the details of the replacement voter ID number issued to the voter.

### **30. Lost voting information**

- 30.1 Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.
- 30.2 The returning officer may not issue replacement voting information in respect of lost voting information unless he or she:
- (a) is satisfied as to the voter's identity
  - (b) has no reason to doubt that the voter did not receive the original voting information
  - (c) has ensured that no declaration of identity, if required, has been returned.
- 30.3 After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list ("the list of lost ballot documents"):
- (a) the name of the voter
  - (b) the details of the unique identifier of the replacement ballot paper, if applicable, and
  - (c) the voter ID number of the voter.

### **31. Issue of replacement voting information**

- 31.1 If a person applies for replacement voting information under rule 29 or 30 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 29.3 or

30.2, he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.

- 31.2 After issuing replacement voting information under this rule, the returning officer shall enter in a list (“the list of tendered voting information”):
- (a) the name of the voter
  - (b) the unique identifier of any replacement ballot paper issued under this rule
  - (c) the voter ID number of the voter.

**32. ID declaration form for replacement ballot papers (public and patient constituencies)**

- 32.1 In respect of an election for a public or patient constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity.

*Polling by internet, telephone or text*

**33. Procedure for remote voting by internet**

- 33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.
- 33.2 When prompted to do so, the voter will need to enter his or her voter ID number.
- 33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.
- 33.4 To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.
- 33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

**34. Voting procedure for remote voting by telephone**

- 34.1 To cast his or her vote by telephone, the voter will need to gain access to the

telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.

- 34.2 When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.
- 34.3 If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.
- 34.4 When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the candidate or candidates, for whom he or she wishes to vote.
- 34.5 The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

**35. Voting procedure for remote voting by text message**

- 35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.
- 35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.
- 35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

*Procedure for receipt of envelopes, internet votes, telephone votes and text message votes*

**36. Receipt of voting documents**

- 36.1 Where the returning officer receives:
  - (a) a covering envelope, or
  - (b) any other envelope containing an ID declaration form if required, a ballot paper envelope, or a ballot paper,before the close of the poll, that officer is to open it as soon as is practicable; and rules 37 and 38 are to apply.
- 36.2 The returning officer may open any covering envelope or any ballot paper

envelope for the purposes of rules 37 and 38, but must make arrangements to ensure that no person obtains or communicates information as to:

- (a) the candidate for whom a voter has voted, or
- (b) the unique identifier on a ballot paper.

36.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

### **37. Validity of votes**

37.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.

37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to:

- (a) put the ID declaration form if required in a separate packet, and
- (b) put the ballot paper aside for counting after the close of the poll.

37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, he or she is to:

- (a) mark the ballot paper "disqualified"
- (b) if there is an ID declaration form accompanying the ballot paper, mark it "disqualified" and attach it to the ballot paper
- (c) record the unique identifier on the ballot paper in a list of disqualified documents (the "list of disqualified documents"), and
- (d) place the document or documents in a separate packet.

37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.

37.5 Where the returning officer is satisfied that rule 37.4 has been fulfilled, he or she is to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.

37.6 Where the returning officer is not satisfied that rule 37.4 has been fulfilled, he

or she is to:

- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”
- (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents, and
- (c) place the document or documents in a separate packet.

**38. Declaration of identity but no ballot paper (public and patient constituency)<sup>1</sup>**

- 38.1 Where the returning officer receives an ID declaration form if required but no ballot paper, the returning officer is to:
- (a) mark the ID declaration form “disqualified”
  - (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper, and
  - (c) place the ID declaration form in a separate packet.

**39. De-duplication of votes**

- 39.1 Where different methods of polling are being used in an election, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.
- 39.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election he or she shall:
- (a) only accept as duly returned the first vote received that was cast using the relevant voter ID number, and
  - (b) mark as “disqualified” all other votes that were cast using the relevant voter ID number
- 39.3 Where a ballot paper is disqualified under this rule the returning officer shall:
- (a) mark the ballot paper “disqualified”
  - (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper
  - (c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents

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<sup>1</sup> It should not be possible, technically, to make a declaration of identity electronically without also submitting a vote.

- (d) place the document or documents in a separate packet, and
- (e) disregard the ballot paper when counting the votes in accordance with these rules.

39.4 Where an internet voting record, telephone voting record or text voting record is disqualified under this rule the returning officer shall:

- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) "disqualified"
- (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents
- (c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and
- (d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

#### **40. Sealing of packets**

40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning officer is to seal the packets containing:

- (a) the disqualified documents, together with the list of disqualified documents inside it
- (b) the ID declaration forms, if required
- (c) the list of spoilt ballot papers and the list of spoilt text message votes,
- (d) the list of lost ballot documents
- (e) the list of eligible voters, and
- (f) the list of tendered voting information

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

## PART 6: COUNTING THE VOTES

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### STV41. Interpretation of Part 6

STV41.1 In Part 6 of these rules:

“*ballot document*” means a ballot paper, internet voting record, telephone voting record or text voting record.

“*continuing candidate*” means any candidate not deemed to be elected, and not excluded,

“*count*” means all the operations involved in counting of the first preferences recorded for candidates, the transfer of the surpluses of elected candidates, and the transfer of the votes of the excluded candidates,

“*deemed to be elected*” means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

“*mark*” means a figure, an identifiable written word, or a mark such as “X”,

“*non-transferable vote*” means a ballot document:

(a) on which no second or subsequent preference is recorded for a continuing candidate,

or

(b) which is excluded by the returning officer under rule STV49,

“*preference*” as used in the following contexts has the meaning assigned below:

(a) “first preference” means the figure “1” or any mark or word which clearly indicates a first (or only) preference,

(b) “next available preference” means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and

(c) in this context, a “second preference” is shown by the figure “2” or any mark or word which clearly indicates a second preference,

and a third preference by the figure “3” or any mark or word which clearly indicates a third preference, and so on,

“*quota*” means the number calculated in accordance with rule STV46,

“*surplus*” means the number of votes by which the total number of votes for any candidate (whether first preference or transferred votes, or a combination of both) exceeds the quota; but references in these rules to the transfer of the surplus means the transfer (at a transfer value) of all transferable ballot documents from the candidate who has the surplus,

“*stage of the count*” means:

- (a) the determination of the first preference vote of each candidate,
- (b) the transfer of a surplus of a candidate deemed to be elected, or
- (c) the exclusion of one or more candidates at any given time,

“*transferable vote*” means a ballot document on which, following a first preference, a second or subsequent preference is recorded in consecutive numerical order for a continuing candidate,

“*transferred vote*” means a vote derived from a ballot document on which a second or subsequent preference is recorded for the candidate to whom that ballot document has been transferred, and

“*transfer value*” means the value of a transferred vote calculated in accordance with rules STV47.4 or STV47.7.

## **42. Arrangements for counting of the votes**

42.1 The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

42.2 The returning officer may make arrangements for any votes to be counted using vote counting software where:

- (a) the Board of Directors and the Council of Governors of the corporation have approved:
  - (i) the use of such software for the purpose of counting votes in the relevant election, and
  - (ii) a policy governing the use of such software, and
- (b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

### **43. The count**

43.1 The returning officer is to:

- (a) count and record the number of:
  - (iii) ballot papers that have been returned, and
  - (iv) the number of internet voting records, telephone voting records and/or text voting records that have been created, and
- (b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.

43.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.

43.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

### **STV44. Rejected ballot papers and rejected text voting records**

STV44.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced
- (b) on which the figure "1" standing alone is not placed so as to indicate a first preference for any candidate
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty

shall be rejected and not counted, but the ballot paper shall not be rejected by reason only of carrying the words "one", "two", "three" and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.2 The returning officer is to endorse the word "rejected" on any ballot paper which under this rule is not to be counted.

- STV44.3 Any text voting record:
- (a) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate
  - (b) on which anything is written or marked by which the voter can be identified except the unique identifier, or
  - (c) which is unmarked or rejected because of uncertainty

shall be rejected and not counted, but the text voting record shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

- STV44.4 The returning officer is to endorse the word “rejected” on any text voting record which under this rule is not to be counted.

- STV44.5 The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule STV44.3.

**FPP44. Rejected ballot papers and rejected text voting records**

- FPP44.1 Any ballot paper:
- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced
  - (b) on which votes are given for more candidates than the voter is entitled to vote
  - (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
  - (d) which is unmarked or rejected because of uncertainty

shall, subject to rules FPP44.2 and FPP44.3, be rejected and not counted.

- FPP44.2 Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

- FPP44.3 A ballot paper on which a vote is marked:

- (a) elsewhere than in the proper place
- (b) otherwise than by means of a clear mark
- (c) by more than one mark

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP44.4 The returning officer is to:

- (a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and
- (b) in the case of a ballot paper on which any vote is counted under rules FPP44.2 and FPP 44.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

FPP44.5 The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings:

- (a) does not bear proper features that have been incorporated into the ballot paper
- (b) voting for more candidates than the voter is entitled to
- (c) writing or mark by which voter could be identified, and
- (d) unmarked or rejected because of uncertainty

and, where applicable, each heading must record the number of ballot papers rejected in part.

FPP44.6 Any text voting record:

- (a) on which votes are given for more candidates than the voter is entitled to vote
- (b) on which anything is written or marked by which the voter can be identified except the voter ID number, or
- (c) which is unmarked or rejected because of uncertainty

shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.

FPP44.7 Where the voter is entitled to vote for more than one candidate, a text

voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

- FPP448 A text voting record on which a vote is marked:
- (a) otherwise than by means of a clear mark
  - (b) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the text voting record is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

- FPP44.9 The returning officer is to:
- (a) endorse the word “rejected” on any text voting record which under this rule is not to be counted, and
  - (b) in the case of a text voting record on which any vote is counted under rules FPP44.7 and FPP 44.8, endorse the words “rejected in part” on the text voting record and indicate which vote or votes have been counted.

- FPP44.10 The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:
- (a) voting for more candidates than the voter is entitled to
  - (b) writing or mark by which voter could be identified, and
  - (c) unmarked or rejected because of uncertainty

and, where applicable, each heading must record the number of text voting records rejected in part.

**STV45. First stage**

- STV45.1 The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.
- STV45.2 The returning officer is to then count the number of first preference votes given on ballot documents for each candidate, and is to record those numbers.
- STV45.3 The returning officer is to also ascertain and record the number of valid ballot documents.

**STV46. The quota**

- STV46.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.
- STV46.2 The result, increased by one, of the division under rule STV46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as “the quota”).
- STV46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.

**STV47. Transfer of votes**

- STV47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub-parcels so that they are grouped:
- (a) according to next available preference given on those ballot documents for any continuing candidate, or
  - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- STV47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule STV47.1.
- STV47.3 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.1(a) to the candidate for whom the next available preference is given on those ballot documents.
- STV47.4 The vote on each ballot document transferred under rule STV47.3 shall be at a value (“the transfer value”) which:
- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
  - (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being

made to two decimal places (ignoring the remainder if any).

- STV47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:
- (a) according to the next available preference given on those ballot documents for any continuing candidate, or
  - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- STV47.6 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.5(a) to the candidate for whom the next available preference is given on those ballot documents.
- STV47.7 The vote on each ballot document transferred under rule STV47.6 shall be at:
- (a) a transfer value calculated as set out in rule STV47.4(b), or
  - (b) at the value at which that vote was received by the candidate from whom it is now being transferred
- whichever is the less.
- STV47.8 Each transfer of a surplus constitutes a stage in the count.
- STV47.9 Subject to rule STV47.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.
- STV47.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:
- (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
  - (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.

STV47.11 This rule does not apply at an election where there is only one vacancy.

**STV48. Supplementary provisions on transfer**

STV48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:

- (a) The surpluses determined in respect of two or more candidates are equal, the transferable ballot documents of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
- (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballot documents of the candidate on whom the lot falls shall be transferred first.

STV48.2 The returning officer shall, on each transfer of transferable ballot documents under rule STV47:

- (a) record the total value of the votes transferred to each candidate
- (b) add that value to the previous total of votes recorded for each candidate and record the new total
- (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
- (d) compare:
  - (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
  - (ii) the recorded total of valid first preference votes.

STV48.3 All ballot documents transferred under rule STV47 or STV49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.

STV48.4 Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule STV47 or STV49 for which candidate the next preference is recorded, the returning officer shall

treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

**STV49. Exclusion of candidates**

STV49.1 If:

- (a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule STV50, one or more vacancies remain to be filled,

the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV49.12 applies, the candidates with the then lowest votes).

STV49.2 The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule STV49.1 into two sub-parcels so that they are grouped as:

- (a) ballot documents on which a next available preference is given, and
- (b) ballot documents on which no such preference is given (thereby including ballot documents on which preferences are given only for candidates who are deemed to be elected or are excluded).

STV49.3 The returning officer shall, in accordance with this rule and rule STV48, transfer each sub-parcel of ballot documents referred to in rule STV49.2 to the candidate for whom the next available preference is given on those ballot documents.

STV49.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.

STV49.5 If, subject to rule STV50, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballot documents, if any, which had been transferred to any candidate excluded under rule STV49.1 into sub-parcels according to their transfer value.

STV49.6 The returning officer shall transfer those ballot documents in the sub-

parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are deemed to be elected or are excluded).

- STV49.7 The vote on each transferable ballot document transferred under rule STV49.6 shall be at the value at which that vote was received by the candidate excluded under rule STV49.1.
- STV9.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- STV49.9 After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule STV49.1.
- STV49.10 The returning officer shall after each stage of the count completed under this rule:
- (a) record:
    - (i) the total value of votes, or
    - (ii) the total transfer value of votes transferred to each candidate
  - (b) add that total to the previous total of votes recorded for each candidate and record the new total
  - (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
  - (d) compare:
    - (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
    - (ii) the recorded total of valid first preference votes.
- STV49.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules STV47.5 to STV47.10 and rule STV48.
- STV49.12 Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of

votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.

- STV49.13 If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest:
- (a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
  - (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

**STV50. Filling of last vacancies**

STV50.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.

STV50.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.

STV50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

**STV51. Order of election of candidates**

STV51.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule STV47.10.

STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.

STV51.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at

which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.

STV51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

**FPP51. Equality of votes**

FPP51.1 Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

**PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS**

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**FPP52. Declaration of result for contested elections**

- FPP52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:
- (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the Council of Governors from the constituency, or class within a constituency, for which the election is being held to be elected,
  - (b) give notice of the name of each candidate who he or she has declared elected:
    - (i) where the election is held under a proposed constitution pursuant to powers conferred on Essex Partnership University NHS Foundation Trust by section 33(4) of the 2006 Act, to the Chairman of the NHS Trust, or
    - (ii) in any other case, to the Chairman of the corporation; and
  - (c) give public notice of the name of each candidate whom he or she has declared elected.
- FPP52.2 The returning officer is to make:
- (a) the total number of votes given for each candidate (whether elected or not), and

- (b) the number of rejected ballot papers under each of the headings in rule FPP44.5
- (c) the number of rejected text voting records under each of the headings in rule FPP44.10

available on request.

**STV52. Declaration of result for contested elections**

- STV52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:
- (a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected
  - (b) give notice of the name of each candidate who he or she has declared elected:
    - (i) where the election is held under a proposed constitution pursuant to powers conferred on Essex Partnership University NHS Foundation Trust by section 33(4) of the 2006 Act, to the Chairman of the NHS Trust, or
    - (ii) in any other case, to the Chairman of the corporation, and
  - (c) give public notice of the name of each candidate who he or she has declared elected.

- STV52.2 The returning officer is to make:
- (a) the number of first preference votes for each candidate whether elected or not
  - (b) any transfer of votes
  - (c) the total number of votes for each candidate at each stage of the count at which such transfer took place
  - (d) the order in which the successful candidates were elected, and
  - (e) the number of rejected ballot papers under each of the headings in rule STV44.1
  - (f) the number of rejected text voting records under each of the headings in rule STV44.3

available on request.

**53. Declaration of result for uncontested elections**

- 53.1 In an uncontested election, the returning officer is to as soon as is

practicable after final day for the delivery of notices of withdrawals by candidates from the election:

- (a) declare the candidate or candidates remaining validly nominated to be elected
- (b) give notice of the name of each candidate who he or she has declared elected to the Chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

## **PART 8: DISPOSAL OF DOCUMENTS**

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### **54. Sealing up of documents relating to the poll**

54.1 On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets:

- (a) the counted ballot papers, internet voting records, telephone voting records and text voting records
- (b) the ballot papers and text voting records endorsed with "rejected in part"
- (c) the rejected ballot papers and text voting records, and
- (d) the statement of rejected ballot papers and the statement of rejected text voting records

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

54.2 The returning officer must not open the sealed packets of:

- a) the disqualified documents, with the list of disqualified documents inside it
- (b) the list of spoilt ballot papers and the list of spoilt text message votes
- (c) the list of lost ballot documents, and
- (d) the list of eligible voters

or access the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage.

54.3 The returning officer must endorse on each packet a description of:

- (a) its contents
- (b) the date of the publication of notice of the election

- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

**55. Delivery of documents**

55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 56, the returning officer is to forward them to the chair of the corporation.

**56. Forwarding of documents received after close of the poll**

56.1 Where:

- (a) any voting documents are received by the returning officer after the close of the poll, or
- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement voting information are made too late to enable new voting information to be issued,

the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the Chairman of the corporation.

**57. Retention and public inspection of documents**

57.1 The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the Board of Directors of the corporation, cause them to be destroyed.

57.2 With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

57.3 A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

**58. Application for inspection of certain documents relating to an election**

58.1 The corporation may not allow:

- (a) the inspection of, or the opening of any sealed packet containing:

- (i) any rejected ballot papers, including ballot papers rejected in part
  - (ii) any rejected text voting records, including text voting records rejected in part
  - (iii) any disqualified documents, or the list of disqualified documents
  - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
  - (v) the list of eligible voters, or
- (b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage

by any person without the consent of the Board of Directors of the corporation.

58.2 A person may apply to the Board of Directors of the corporation to inspect any of the documents listed in rule 58.1, and the Board of Directors of the corporation may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

58.3 The Board of Directors of the corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to:

- (a) persons
- (b) time
- (c) place and mode of inspection
- (d) production or opening

and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

58.4 On an application to inspect any of the documents listed in rule 58.1 the Board of Directors of the corporation must:

- (a) in giving its consent, and
- (b) in making the documents available for inspection

ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established:

- (i) that his or her vote was given, and
- (ii) that Monitor has declared that the vote was invalid.

## **PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION**

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### **FPP59. Countermand or abandonment of poll on death of candidate**

- FPP59.1 If at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:
- (a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and
  - (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.
- FPP59.2 Where a new election is ordered under rule FPP59.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.
- FPP59.3 Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.
- FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.
- FPP59.5 The returning officer is to:
- (a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,
  - (b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and
- ensure that complete electronic copies of the internet voting records telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.
- FPP59.6 The returning officer is to endorse on each packet a description of:

- (a) its contents
- (b) the date of the publication of notice of the election
- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP59.4 to FPP59.6, the returning officer is to deliver them to the Chairman of the corporation, and rules 57 and 58 are to apply.

**STV59. Countermand or abandonment of poll on death of candidate**

STV59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

- (a) publish a notice stating that the candidate has died, and
- (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that:
  - (i) ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
  - (ii) ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

STV59.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

**PART 10: ELECTION EXPENSES AND PUBLICITY**

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*Election expenses*

**60. Election expenses**

60.1 Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be

questioned in an application made to Monitor under Part 11 of these rules.

## **61. Expenses and payments by candidates**

61.1 A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:

- (a) personal expenses
- (b) travelling expenses, and expenses incurred while living away from home, and
- (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

## **62. Election expenses incurred by other persons**

62.1 No person may:

- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
- (b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.

62.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 63 and 64.

### *Publicity*

## **63. Publicity about election by the corporation**

63.1 The corporation may:

- (a) compile and distribute such information about the candidates, and
- (b) organise and hold such meetings to enable the candidates to speak and respond to questions,

as it considers necessary.

63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, must be:

- (a) objective, balanced and fair
- (b) equivalent in size and content for all candidates
- (c) compiled and distributed in consultation with all of the candidates standing for election, and
- (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

63.3 Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

#### **64. Information about candidates for inclusion with voting information**

64.1 The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.

64.2 The information must consist of:

- (a) a statement submitted by the candidate of no more than 250 words
- (b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility (“numerical voting code”), and
- (c) a photograph of the candidate.

#### **65. Meaning of “for the purposes of an election”**

65.1 In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s electoral prospects; and the phrase “for the purposes of a candidate’s election” is to be construed accordingly.

65.2 The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

## **PART 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES**

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### **66. Application to question an election**

- 66.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to Monitor for the purpose of seeking a referral to the independent election arbitration panel ( IEAP).
- 66.2 An application may only be made once the outcome of the election has been declared by the returning officer.
- 66.3 An application may only be made to Monitor by:
- (a) a person who voted at the election or who claimed to have had the right to vote, or
  - (b) a candidate, or a person claiming to have had a right to be elected at the election.
- 66.4 The application must:
- (a) describe the alleged breach of the rules or electoral irregularity, and
  - (b) be in such a form as the independent panel may require.
- 66.5 The application must be presented in writing within 21 days of the declaration of the result of the election. Monitor will refer the application to the independent election arbitration panel appointed by Monitor.
- 66.6 If the independent election arbitration panel requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- 66.7 Monitor shall delegate the determination of an application to a person or panel of persons to be nominated for the purpose.
- 66.8 The determination by the IEAP shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.
- 66.9 The IEAP may prescribe rules of procedure for the determination of an application including costs.

## **PART 12: MISCELLANEOUS**

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### **67. Secrecy**

67.1 The following persons:

- (a) the returning officer
- (b) the returning officer's staff

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to:

- (i) the name of any member of the corporation who has or has not been given voting information or who has or has not voted,
- (ii) the unique identifier on any ballot paper,
- (iii) the voter ID number allocated to any voter,
- (iv) the candidate(s) for whom any member has voted.

67.2 No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter or the voter ID number allocated to a voter.

67.3 The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

### **68. Prohibition of disclosure of vote**

68.1 No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

### **69. Disqualification**

69.1 A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is:

- (a) a member of the corporation
- (b) an employee of the corporation
- (c) a Director of the corporation, or
- (d) employed by or on behalf of a person who has been nominated for election.

**70. Delay in postal service through industrial action or unforeseen event**

70.1 If industrial action, or some other unforeseen event, results in a delay in:

- (a) the delivery of the documents in rule 24, or
- (b) the return of the ballot papers

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll by such period as he or she considers appropriate.

## **51. ANNEX 6: ADDITIONAL PROVISIONS – COUNCIL OF GOVERNORS**

(Paragraphs 17.3, 18.2 and 24.1)

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

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

#### **1.1 General Duties**

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

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

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

- 2.1.5 to decide the remuneration of Non-Executive Directors and the Chair and to approve changes to the remuneration, allowances and other terms of office for the Chair and the Non-Executive Directors having regard to the recommendations of the Remuneration Committee of the Council of Governors
- 2.1.6 to approve the appointment of the Chief Executive of the Trust
- 2.1.7 to approve the criteria for the appointment, removal and reappointment of the auditor
- 2.1.8 to appoint, remove and reappoint the auditor, having regards to the recommendation of the Audit Committee

### **3.1 Strategy Planning**

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

accordance with the 2006 Act and the constitution

- 3.1.8 to receive the Trust's annual accounts, any report of the auditor on them, and the annual report at a general meeting of the Council of Governors

#### **4.1 Representing Members and the Public**

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

(Paragraphs 17.3 and 24.1)

#### **4. Eligibility to be a Governor**

- 4.1 A person may not become a Governor of the Trust, and if already holding such office will immediately cease to do so, if:
  - 4.1.1 he is a Director of the Trust, or a director of another health service body
  - 4.1.2 he is the spouse, partner, parent or child of a member of the Board of Directors for the Trust
  - 4.1.3 he is the subject of a disqualification order made under the Company Directors Disqualification Act 1986
  - 4.1.4 he is subject to a Sexual Offenders Order under the Sexual Offences Act 2003
  - 4.1.5 he is included in any barred list established under the Safeguarding Vulnerable Adults Act 2006 or any equivalent list maintained under the laws of Scotland or Northern Ireland

- 4.1.6 he is undergoing a period of disqualification from a statutory health or social care register
- 4.1.7 he has been disqualified from being a member of a relevant authority under the provisions of the Local Government Act 2000
- 4.1.8 he has been dismissed, otherwise than by reason of redundancy or ill health, from any paid employment with a health service body
- 4.1.9 he is a vexatious complainant as determined in accordance with the Trust's complaints procedure
- 4.1.10 within 5 years prior to his nomination for election or appointment to the Council of Governors, he has had his office of Governor terminated for the reasons set out in paragraphs 5.1.4 – 5.1.9 of this Annex 6.

(Paragraph 17)

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

5.1 A person holding office as a Governor shall cease to do so if:

he resigns by notice in writing to the Trust Secretary

in the case of an elected Governor, he ceases to be member of the area of the constituency or class of the constituency by which he was elected

- 5.1.1 in the case of an appointed or partnership Governor, the appointing organisation terminates the appointment of the individual
- 5.1.2 he consistently and unjustifiably fails to attend the meetings of the Council of Governors in line with the Governor attendance policy as agreed by the Council of Governors
- 5.1.3 he has refused without reasonable cause to undertake any training which the Trust requires all Governors to undertake
- 5.1.4 he has failed to sign and deliver to the Trust Secretary a statement in the form required confirming acceptance of the code of conduct for Governors
- 5.1.5 he has committed a serious breach of the code of conduct for Governors or fails to abide by the Council of Governors standing orders
- 5.1.6 he has acted in a manner detrimental to the interests of the Trust

- 5.1.7 he has expressed opinions which are incompatible with the values of the Trust
  - 5.1.8 he is incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs
  - 5.2 Governors who are to be removed under any of the grounds set out in paragraph 5.1 above (with the exception of sub-paragraph 5.1.1 – 5.1.3) above shall be removed from the Council of Governors by a resolution approved by the majority of the remaining Governors present and voting
  - 5.3 There shall be a working group/committee of the Council of Governors whose function shall be to:
    - 5.3.1 receive and consider concerns about the conduct of any governor and/or
    - 5.3.2 consider whether there are grounds to remove a Governor from office
- and to make recommendations to the Council of Governors. Membership of the working group/committee shall be determined from time to time
- 5.4 If the Council of Governors receives a complaint in writing about any Governor or is asked to consider whether an individual is eligible to become or remain a Governor, the working group shall investigate the matter and make a recommendation to the Council of Governors, which may include a recommendation that a Governor is removed from office pursuant to paragraph 5.2 above
  - 5.5 The Council of Governors may decide that whilst the working group is carrying out its investigation, the Governor concerned shall be suspended from office. Suspension is a neutral act and any decision to suspend the Governor concerned shall not be seen as an indicator of, or have any bearing on, the eventual recommendation of the working group
  - 5.6 If the Council of Governors decides to terminate a Governor's tenure of office pursuant to paragraph 5.2 above, the Governor may apply in writing to the Council of Governors within seven (7) days of the date of the decision, for the decision to be referred to an independent assessor

- 5.7 The decision of the Council of Governors to terminate the tenure of office of the Governor concerned shall not take effect until the later of:
- 5.7.1 seven (7) days after the date of decision; or
  - 5.7.2 where the Governor applies for the decision to be referred to an independent assessor in accordance with paragraph 5.6 above, the date on which the independent assessor determines the matter
- 5.8 The Governor shall be suspended from office (if he/ she has not already been suspended from office pursuant to paragraph 5.5 above) with effect from the date of the Council of Governors' decision until the later of the two dates set out in paragraph 5.7 above
- 5.9 On receipt of an application under paragraph 5.6 above the Council of Governors and the applicant Governor will co-operate in good faith to agree on the appointment of the independent assessor. If the parties fail to agree on the identity of the independent assessor within twenty-one (21) days of the date upon which the application is received by the Council of Governors, then the Council of Governors shall request the Chartered Institute of Arbitrators to nominate an independent assessor
- 5.10 The independent assessor will consider the evidence and conclude whether the decision to remove the Governor was reasonable or otherwise
- 5.11 The independent assessor's decision will be binding on the parties. If the independent assessor finds that the decision of the Council of Governors to remove the governor was not reasonable, the decision of the Council of Governors will be rescinded
- 5.12 The Trust shall bear the independent assessor's costs unless the independent assessor determines that such costs shall be shared between the Trust and the Governor.

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

(Paragraph 19.1 and 20)

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

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

(Paragraph 35)

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

## ANNEX 9 – FURTHER PROVISIONS

(Paragraph 49)

### 1. SIGNIFICANT TRANSACTIONS

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

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

(Paragraphs 6.2 and 12.4)

## **2. TERMINATION OF MEMBERSHIP**

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

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

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

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

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

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

2.1.5 he dies

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

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

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

(Paragraphs 13 and 46)

### **1. Interpretation**

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

### **2. General Information**

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

### **3. Attendance**

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

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

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

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

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

**6. Setting the Agenda**

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

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

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

**8. Chair's Ruling**

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

**9. Voting**

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

**10. Suspension of Standing Orders**

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

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

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

**12. Record of Attendance**

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

**13. Minutes**

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

**14. Quorum**

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

<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>		18 February 2021			
<b>Report Title:</b>		<b>Changes to the Council of Governors and Membership of its Committees</b>				
<b>Report Lead:</b>		Chris Jennings, Assistant Trust Secretary				
<b>Report Author(s):</b>		Chris Jennings, Assistant Trust Secretary				
<b>Report discussed previously at:</b>		CoG Governance Committee 25 January 2021				
<b>Level of Assurance:</b>		<b>Level 1</b>	✓	<b>Level 2</b>		<b>Level 3</b>

<b>Purpose of the Report</b>		<b>Approval</b>	
<ul style="list-style-type: none"> <li>To note the changes to the composition of the Council of Governors.</li> <li>To note the current vacancies for sub-committees of the Council of Governors.</li> <li>To note the attendance at Council of Governor Committee meetings (Appendix 1) and any action taken as part of the Monitoring of Governor Attendance procedure.</li> </ul>	<b>Discussion</b>		
	<b>Information</b>		✓

<b>Recommendations/Action Required</b>
The Council of Governors is asked to: <ol style="list-style-type: none"> <li>Note the contents of this report.</li> <li>Volunteer for membership of CoG Sub-Committees.</li> </ol>

<b>Summary of Key Issues</b>
<p><b>Composition</b></p> <p>Cllr. Mark Durham, Appointed Governor, Essex County Council joined in replacement of Cllr. Bob Massey.</p> <p>David Rolph, Public Governor, North East Essex &amp; Suffolk had previously resigned due to ill health. The next individual on the list for the election was offered the position. However, following acceptance the individual turned down the role due to changes to their work shift pattern. There are no further individuals listed for the election and therefore there is now a vacancy for North Essex &amp; Suffolk constituency.</p> <p>Sam Rakusen, Public Governor, Essex Mid &amp; South resigned. Ian Plunkett has accepted the position.</p> <p><b>Committee Membership</b></p> <p>Following the completion of the Governor elections, all returning Governors agreed to re-join sub-committees. Details of the sub-committees were provided to new Governors as part of the induction programme and numerous requests made for volunteers to join these sub-committees. There has been some uptake, however, there are still vacancies across the majority of sub-committees:</p> <ul style="list-style-type: none"> <li>Governance Committee (1 x vacancy)</li> <li>Membership Committee (2 x vacancies)</li> <li>Training &amp; Development Committee (2 x vacancies)</li> <li>Nominations Committee (2 x vacancies)</li> </ul> <p>Some Governors will be attending the next sub-committee members as observers to see if it is a meeting that would like to join as a full member.</p>

Governors are asked to volunteer to become members of the above sub-committees.

**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 1.

- **Cllr. Laurie Burton:** The Lead Governor sent an email line with Stage One: Informal process. No response was received and therefore a formal letter has now been sent by the Interim Trust Secretary in accordance with Stage Two of the Monitoring Governor Attendance procedure.
- **Diane Fairchild:** The Lead Governor sent an email in line with Stage One: Informal process of the Monitoring Attendance Procedure. The reason provided for non-attendance was due to pressures caused by the Covid-19 pandemic and it was agreed that Diane would complete the relevant forms with a view to joining the Council meeting when it was possible. The forms have been sent by the Trust Secretary's Office.

**Relationship to Trust Strategic Objectives**

SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	✓
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	✓

**Relationship to Trust Corporate Objectives**

CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

**Which of the Trust Values are Being Delivered**

1: Open	✓
2: Compassionate	
3: Empowering	✓

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

<b>Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan &amp; Objectives</b>					
<b>Data quality issues</b>					
<b>Involvement of Service Users/Healthwatch</b>					
<b>Communication and consultation with stakeholders required</b>					
<b>Service impact/health improvement gains</b>					
<b>Financial implications:</b>	<b>Capital £</b> <b>Revenue £</b> <b>Non Recurrent £</b>				
<b>Governance implications</b>	✓				
<b>Impact on patient safety/quality</b>					
<b>Impact on equality and diversity</b>					
<b>Equality Impact Assessment (EIA) Completed</b>	<table border="1" style="display: inline-table; vertical-align: middle;"> <tr> <td>YES/NO</td> <td>If YES, EIA Score</td> </tr> <tr> <td></td> <td></td> </tr> </table>	YES/NO	If YES, EIA Score		
YES/NO	If YES, EIA Score				

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

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

<b>Supporting Documents and/or Further Reading</b>
Appendix 1: Council of Governors Meeting Attendance

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

Governor	Notes	22 May 2020		12/06/2020 (Extra-Ordinary)		23 September 2020		02 December 2020		16/12/2020 (Extra-Ordinary)	Meetings Attended	Total No of Meetings
		Part 1	Part 2	Part 1	Part 2	Part 1	Part 2	Part 1	Part 2	Part 2		
Brian Arney		v	v	v	v	v	v	v	v	v	4.5	4.5
David Bamber	Until June 2020	v	v	v	v	NR	NR	NR	NR	NR	2	2
Roy Birch	Until June 2020	S	S	S	S	NR	NR	NR	NR	NR	0	2
Keith Bobbin		A	A	v	A	v	v	A	A	v	2	4.5
Lara Brooks	From September 2020					v	v	v	v	A	2	2.5
Laurie Burton		v	v	v	v	x	x	x	x	x	2	4.5
Peter Cheng		v	v	v	v	v	v	v	v	v	4.5	4.5
Dianne Collins		A	A	v	v	v	v	A	A	v	2.5	4.5
Mark Dale		v	v	v	v	A	A	v	v	v	3.5	4.5
Jared Davis	From September 2020					v	v	v	x	x	1.5	2.5
Jim Dean		v	v	v	v	A	A	NR	NR	NR	2	3
Pippa Ecclestone		v	v	v	v	v	v	v	v	v	4.5	4.5
Marianne Evans		v	v	A	A	A	A	v	v	A	2	4.5
Diane Fairchild	From August 2020					x	x	x	x	x	0	2.5
Paula Grayson		v	v	v	v	v	v	v	v	v	4.5	4.5
Ruth Jackson		A	A	A	A	v	v	NR	NR	NR	1	3
Emmanuel Jessa	From September 2020					v	v	x	x	v	1.5	2.5
John Jones		v	v	v	v	v	v	v	v	v	4.5	4.5
Jean Juniper	From September 2020					v	v	v	v	A	2	2.5
Gillian Lock-Bowen		v	v	v	v	NR	NR	NR	NR	NR	2	2
Bob Massey	From August 2020 - November 2020					v	v	NR	NR	NR	1	1
Pam Madison	From October 2020					NR	NR	v	v	v	1.5	1.5
Nosi Murefu		A	A	A	v	v	A	A	A	x	1	4.5
Sam Rakusen	Until December 2020	v	v	v	v	v	x	x	x	x	2.5	4.5
Tracy Reed		v	v	v	v	v	v	v	v	v	4.5	4.5
Tanya Robertson	Until September 2020	x	x	x	x	x	x	NR	NR	NR	0	3
David Rolph	From September 2020 - November 2020					v	v	NR	NR	NR	1	1
Elizabeth Rotherham	From September 2020					A	A	v	x	v	2	2.5
Stuart Scrivener	From November 2020					NR	NR	v	v	v	1.5	1.5
Kate Shilling		v	v	x	x	v	x	v	x	x	2	4.5
Sue Shinnick		v	v	v	v	v	v	x	x	A	3	4.5
David Short	From September 2020					v	v	v	v	v	2.5	2.5
Clive Travis	Until June 2020	x	x	x	x	NR	NR	NR	NR	NR	0	2
Michael Waller		v	v	v	v	A	A	v	x	v	3	4.5
Paul Walker	From September 2020					A	A	v	v	v	1.5	2.5
Matt Webster	From October 2020					NR	NR	v	x	x	0.5	1.5
Clive White	Until June 2020	v	v	v	v	NR	NR	NR	NR	x	2	2
Andy Wood	Until June 2020	v	A	v	v	NR	NR	NR	NR	NR	1.5	2
Judith Woolley		v	v	v	v	v	v	v	v	v	4.5	4.5
Alex Zihute	Until June 2020	v	v	A	A	NR	NR	NR	NR	NR	1	2

Key	
Attended	v

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



The initial thoughts were again to have a theme as opposed to a specific service related topic. The Membership committee discussed briefly the idea of new beginnings, forward looking and drawing on positivity as we enter a new season and financial year.

Any suggestions or ideas for the next meeting can be sent via the Membership Committee or via [Tina.Bixby@nhs.net](mailto:Tina.Bixby@nhs.net)

**Relationship to Trust Strategic Objectives**

SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	✓
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	

**Relationship to Trust Corporate Objectives**

CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

**Which of the Trust Values are Being Delivered**

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

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

<b>Impact on CQC Regulation Standards, Commissioning Contracts, new Trust Annual Plan &amp; Objectives</b>			
<b>Data quality issues</b>			
<b>Involvement of Service Users/Healthwatch</b>	✓		
<b>Communication and consultation with stakeholders required</b>			
<b>Service impact/health improvement gains</b>			
<b>Financial implications:</b>			
<b>Capital £</b> <b>Revenue £</b> <b>Non Recurrent £</b>			
<b>Governance implications</b>	✓		
<b>Impact on patient safety/quality</b>			
<b>Impact on equality and diversity</b>			
<b>Equality Impact Assessment (EIA) Completed</b>	<table border="1"> <tr> <td>YES/NO</td> <td>If YES, EIA Score</td> </tr> </table>	YES/NO	If YES, EIA Score
YES/NO	If YES, EIA Score		

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

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

**Acronyms/Terms Used in the Report**

N/A		
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**Supporting Documents and/or Further Reading**

Appendix 1 – Feedback Evaluation December 2020
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**Lead**

<p><b><i>Tina Bixby</i></b>  <b>Assistant Trust Secretary</b></p>
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**Evaluation of the Virtual Your Voice Event Held on 9<sup>th</sup> December 2020**

Attendees: 25	Feedback Forms completed: 12
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Scale: 1 Strongly Disagree	2 Disagree	3 Neutral	4 Agree	5 Strongly Agree	
	1	2	3	4	5
<b>Short Mindfulness session – did you enjoy this?</b>		1		5	3

Scale: 1 Strongly Disagree	2 Disagree	3 Neutral	4 Agree	5 Strongly Agree	
	1	2	3	4	5
<b>Impact on our Dementia Services</b> Was the presentation useful and easy to understand?			1	4	6

Scale: 1 Strongly Disagree	2 Disagree	3 Neutral	4 Agree	5 Strongly Agree	
	1	2	3	4	5
<b>111 (Mental Health option 2)</b> Was the presentation useful and easy to understand?		1		3	5

Scale: 1 Strongly Disagree	2 Disagree	3 Neutral	4 Agree	5 Strongly Agree	
	1	2	3	4	5
<b>Crisis Cafes (Southend)</b> Was the presentation useful and easy to understand?			2	4	4

Questions		
<b>What did you think about the meeting?</b>	Useful	8
	Inspiring	2
	Welcoming	3
	Engaging	4
	Worthwhile	7
	Enjoyable	2
	Dull	1

Question:	Feedback Provided
<p><b>How did you find the Your Voice meeting being held via a live event?</b></p>	<ul style="list-style-type: none"> <li>• It felt that I was being spoken at and not part of a meeting.</li> <li>• Adequate.</li> <li>• Very Good as have regular meeting via Teams and Zoom.</li> <li>• I felt it worked very well, the speakers were prepared and the quality was good.</li> <li>• It went well, but missed opportunity to mix with other people at the meeting. But given the current circumstances it is far better to do it this way than have nothing.</li> <li>• Fine as love event, first Your Voice meeting I have attended so no knowledge of events previously.</li> <li>• Helpful because I have been having a very busy day.</li> <li>• Helpful in present circumstances and shame none previously.</li> <li>• Very good update of services and informative.</li> </ul>
<p><b>Would you like more meetings to be held on Teams or would you still prefer the meetings to be held in a public venue when social distancing allows?</b></p>	<ul style="list-style-type: none"> <li>• I appreciate that large meeting can be difficult to control but I believe that there is a mute all facility for the chair. This meeting felt cold and not interactive and therefore left me just sitting and being spoken to and not truly part of the meeting.</li> <li>• Both formats could be usefully employed.</li> <li>• I prefer Zoom as can participate better.</li> <li>• A mix of both would be good. There is an aspect of being in the room that is motivating however for ease of space and time, holding virtual meets are better.</li> <li>• Would you like more meetings to be held on Teams or would you still prefer the meetings to be held in a public venue when social distancing allows? See above, in person meetings enable more informal mixing with other people.</li> <li>• Might be good to have a mixture of events to allow for networking.</li> </ul>

	<ul style="list-style-type: none"> <li>• They fulfil different functions. This was valuable in terms of involving volunteers and staff in the Trust. When we meet face-to-face, I talk to FT members and members of the public as well as gaining information.</li> <li>• Very happy to have virtual meetings; when we're able to return to attending meetings in person will be important to have learnt lessons; see next box.</li> <li>• For trust wide meetings, perfect. For local constituency, in public.</li> <li>• Think it is always good to engage but Teams is as good a platform at the moment.</li> </ul>
<p><b>Any other comments about the meeting and/or suggestions for improvement?</b></p>	<ul style="list-style-type: none"> <li>• Mindfulness session: could see no purpose in this.</li> <li>• Dementia services: some information but felt it concentrated more on the North rather than the whole service.</li> <li>• 111 Option 2: Speaker was more concerned about telling us of his own interactions and problems and not so much about what option 2 is and the way it works.</li> <li>• Crisis cafes: Good introduction to them and what services they are providing.</li> <li>• Video: Having watched it through I have to question its purpose and what message was it trying to give to the viewer. It appeared to be NHS staff going about their duties, there was nothing to say they were going through a pandemic. If you view it again look at it from the public perception and not as a member of staff with the knowledge of what you are trying to convey.</li> <li>• The meeting helps me to build up a better picture about personnel and functions of the various facilities.</li> <li>• I found it very interesting really easy to access and understand through Teams today.</li> <li>• I have been involved in Mental Health issues over many years and am well aware that things can go wrong very quickly. I have been the main person for mental health issues with Police, Social Care and other agencies.</li> <li>• I really enjoyed it, I learned and listened. I liked the mindfulness session but perhaps this could have been at the end of the meeting.</li> </ul>

- As a carer I would like to see implementation of work being done to support carers.
- I am really pleased we held the meeting, understanding that it took a good deal of organising and people kindly being prepared to present. It was worth doing. Many thanks.
- When we reach 'new normal' need meetings to be able to be attended both in person and virtually to maximise accessibility so attendees can decide which methods suit them best.
- Only minor blip was with the video but very small.
- What I heard from the speakers was very reassuring and realistic. As an ex service user I could relate to many issues from the public governor. The brown DWP envelope arriving and upsetting nerves and increasing pre-existing anxiety.

I attend teaching sessions with doctors at Cambridge about the PIP postcode lottery being unfair and chaotic. The DWP Process is designed to 'kill' people or just stop them applying for a benefit they are rightly entitled to claim.

The Courts and legal system that hears tribunals are also in chaos. Doctors and clinicians get bogged down having to support their patients/ service users when their skills should and could be applied better direct. The DWP ignore medical evidence especially mental health disorders which are NOT treated on a par with physical disability.

In summary today's meeting was short but covered good points. However, there is still so much to do with the Governments financial systems : DWP/ESA/SDA/ PIP/Universal Credit and the like . These systems are in chaos as the right software to make finance more efficient has not been invested in for years since WWII. A 30 page form could be reduced to 10.

I mention these issues as I wasn't able to see all participants today. I only saw and heard one at a time. Had I have had the chance I would have stated the above.

I enjoyed the video. It is inspiring indeed. A good film to end the meeting with.

I was a volunteer for NEPFT (EPUT) for 4

	<p>years and I am thankful that that involvement has enabled me to work with Cambridge as a paid volunteer. I truly hope EPUT reimbursement policies change in the future.</p> <p>I would be happy to attend a meeting if required to talk to the Board and impart the knowledge that I gained over 17 arduous years in systems that are killing people's hope and ruining lives.</p>
<p><b>What was your main reason for attending today?</b></p>	<ul style="list-style-type: none"> <li>• I am a new governor anxious to learn as much as possible about the Trust.</li> <li>• Insight into how things are being run, as I am keen to share my knowledge and looking perhaps to become a Governor.</li> <li>• Information and knowledge gathering.</li> <li>• I find it useful to be informed about what might be happening in the services, I have recently been involved in some work re provider collaborative for secure services in the east, so like to keep up to date with services offered.</li> <li>• First Your Voice event attended as a new Governor.</li> <li>• I want the Your Voice meetings to be effective for FT members and the public. I arrived back in time to join in and there was sufficient time before my next webinar.</li> <li>• As Chair of South Woodham Ferrer's Health &amp; Social Care Group to keep up to date with EPUT.</li> <li>• Chairing the meeting as a staff Governor.</li> </ul>
<p><b>What topics would you like to see covered at future meetings?</b></p>	<ul style="list-style-type: none"> <li>• More information about progress at individual facilities.</li> <li>• Has the roll out for the Covid vaccine been successful?</li> <li>• With the care homes now a priority, how are they coping, and is the Death rate slowed down.</li> <li>• How can we be assured that the Covid figures and being accurately recorded.</li> <li>• How can we enhance Mental Health services?</li> <li>• I have always been aware of the working of</li> </ul>

	<p>EPUNFT but was to engrossed with Town and District Council and mayoral duties. Now this is no longer the case I am looking to enhance my personal agenda.</p> <ul style="list-style-type: none"> <li>• Support around MH and families</li> <li>• SEND</li> <li>• Anything relating to carers, and any initiatives to provide support to service users in Chelmsford. At meeting the sanctuary sites at Southend, Braintree and Thurrock were discussed, why nothing in Chelmsford.</li> <li>• Working with partners for the benefit of service users and carers. I feel the need for an update on the work of our volunteers as well.</li> <li>• Clear information about the way EPUT fits in the patient pathway of mental illness and coverage of all community aspects so we get joined up picture of way mental health services operate for patients as they may travel from mild/community to moderate/still in community to moderate + severe in acute EPUT care. So how a patient may start with their GP, use CCG mental health services and go on to acute care, fully appreciating patients may often go straight to acute mental health care.</li> </ul>
<p><b>Where did you find out about this meeting?</b></p>	<ul style="list-style-type: none"> <li>• Email</li> <li>• Trust Secretary</li> <li>• Email invitation</li> <li>• EPUT members email</li> </ul>

<p><b>SUMMARY REPORT</b></p> <p><b>COUNCIL OF GOVERNORS PART 1</b></p>		<p><b>Agenda Item No: 8(d)</b></p>				
		<p><b>18 February 2021</b></p>				
<p><b>Report Title:</b></p>		<p><b>Council of Governors Sub-Committees Terms of Reference</b></p>				
<p><b>Report Lead:</b></p>		<p>Chris Jennings, Assistant Trust Secretary</p>				
<p><b>Report Author(s):</b></p>		<p>Chris Jennings, Assistant Trust Secretary</p>				
<p><b>Report discussed previously at:</b></p>		<p>N/A</p>				
<p><b>Level of Assurance:</b></p>		<p><b>Level 1</b></p>	<p>✓</p>	<p><b>Level 2</b></p>	<p></p>	<p><b>Level 3</b></p>

<p><b>Purpose of the Report</b></p>		
<p>This report provides the Terms of Reference for three CoG sub-committees for annual review.</p>	<p><b>Approval</b></p>	<p>✓</p>
	<p><b>Discussion</b></p>	<p></p>
	<p><b>Information</b></p>	<p></p>

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

<p><b>Summary of Key Issues</b></p>
<p>The Terms of Reference for three Council of Governors (CoG) sub-committees are due for annual review and have been considered by the relevant sub-committees. Previously, the revised Terms of Reference would have been included in the assurance report before the Committee. However, the CoG Agenda Task and Finish Group agreed to reduce these reports to an annual assurance report and therefore these terms of references are presented in a single report for consideration and approval.</p> <p><b>CoG Governance Committee</b></p> <p>The CoG Governance Committee reviewed its terms of reference at its meeting on the 25 January 2021 and agreed the following amendments:</p> <ul style="list-style-type: none"> <li>• Section 5.11 added the statement “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”.</li> </ul> <p>The CoG Governance Committee agreed to a recommendation to the Council of Governors to approve its terms of reference with the above amendments.</p> <p><b>CoG Remuneration Committee</b></p> <p>The CoG Remuneration Committee reviewed its terms of reference at its meeting on the 1 February 2021 and agreed the following amendment:</p> <ul style="list-style-type: none"> <li>• Section 5.3 amended to “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”. This is to reflect the current process of using the remuneration framework published by NHSE/I.</li> </ul> <p>The CoG Remuneration Committee agreed a recommendation to the Council of Governors to approve its terms of reference with the above amendment.</p> <p><b>CoG Training &amp; Development Committee</b></p> <p>The CoG Training &amp; Development Committee reviewed its terms of reference at its meeting on the 18 January 2021 and agreed the following amendments:</p>

- Section 5.12 amended to “As appropriate, facilitate a system for Governors to support Governors and to help build relationships and ensure team building” to clarify the Committees remit and allow flexibility in developing a system outside of the “buddy” system model.
- Section 10 reduced quorum from four to three to ensure quorum can be achieved when Committee membership is not fully subscribed.

The CoG Training & Development Committee agreed a recommendation to the Council of Governors to approve its terms of reference with the above amendments.

Each sub-committee also amended its Terms of Reference to change the frequency of reporting to the Council of Governors to a minimum of annually, in-line with the outcome of the CoG Agenda Task and Finish Group.

**Relationship to Trust Strategic Objectives**

SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	✓
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	

**Relationship to Trust Corporate Objectives**

CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

**Which of the Trust Values are Being Delivered**

1: Open	✓
2: Compassionate	
3: Empowering	✓

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

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

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

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

<b>Supporting Documents and/or Further Reading</b>
Appendix 1: CoG Governance Committee Terms of Reference
Appendix 2: CoG Remuneration Committee Terms of Reference
Appendix 3: CoG Training & Development Committee Terms of Reference

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

## ESSEX PARTNERSHIP UNIVERSITY NHS FT

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

**Overall Purpose of Committee**

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

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

- |                             |   |
|-----------------------------|---|
| <b>1 Name of Committee:</b> | <b>Governance Committee</b>   |
| <b>2 Chair:</b>             | 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.   |
| <b>3 Reporting to:</b>      | The Council of Governors (Council)  |
| <b>4 Authority:</b>         | <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> |
| <b>5 Functions:</b>         | <p><b>General Duties:</b></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 of at the Council of Governors and agree action to be taken in line with the Council of Governors Monitoring of Attendance procedure.
- 5.1~~2~~<sup>4</sup> To carry out other task relating to its functions as required from time to time by the Council.

#### **Monitoring of Effectiveness:**

- 5.1~~3~~<sup>2</sup> 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

5.143 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 ~~after each meeting 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

**14 Frequency of Review:**

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

**15 Next Review Date:**

February 202~~19~~20 (annually).

**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.**

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

information as necessary and expedient to the fulfilment of its functions

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

**5 Functions:**

**General Duties:**

- 5.1 Recommend to the Council the appropriate remuneration level for the Chair and Non-Executive Directors based on the time commitment, roles and responsibilities
- 5.2 Adhering to all relevant legislation and regulations, seek to establish levels of remuneration which are sufficient to attract, retain and motivate the Chair and Non-Executive Directors of the quality and with the skills and experience required to lead the Trust successfully without paying more than is necessary for this purpose and at a level which is affordable for the Trust
- 5.3 In making recommendations to the Council, the Committee will:
  - review any appropriate guidance and / or frameworks published by NHSE/I, benchmarking against other NHS Foundation Trusts and other reputable sources to ensure the Trust remains competitive.
  - ~~benchmark the remuneration and allowances of the Chair and Non-Executive Directors relative to other NHS Foundation Trusts and other comparable organisations~~
  - 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 **after ~~each meeting~~ 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, Feburary 2021

**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 20224

**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.**

- |                             |  |
|-----------------------------|--|
| <b>1 Name of Committee:</b> | <b>Council of Governors Training &amp; Development Committee</b>   |
| <b>2 Chair:</b>             | <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 &amp; Development Committee Chair, the remaining members present will elect one of their number to chair the meeting.</p>   |
| <b>3 Reporting to:</b>      | The Council of Governors (Council)   |
| <b>4 Authority:</b>         | <p>4.1 The Training &amp; 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**
- 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 **2022**

Agenda Item No: 8(e)

<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>		18 February 2021			
<b>Report Title:</b>	<b>Council of Governors Observation of Board Standing Committees Procedure</b>					
<b>Report Lead:</b>	James Day, Interim Trust Secretary					
<b>Report Author(s):</b>	Chris Jennings, Assistant Trust Secretary					
<b>Report discussed previously at:</b>	N/A					
<b>Level of Assurance:</b>	<b>Level 1</b>	✓	<b>Level 2</b>		<b>Level 3</b>	

**Purpose of the Report**

This report provides a procedure for Governors to observe at Board of Director Standing Committees for approval as a pilot for a six-month period.	<b>Approval</b>	✓
	<b>Discussion</b>	
	<b>Information</b>	

**Recommendations/Action Required**

The Council of Governors is asked to:

- 1 Note the contents of this report.
- 2 Approve the Council of Governors Observation of Board Standing Committees procedure for implementation as a six-month pilot.

**Summary of Key Issues**

One of the statutory duties of the Council of Governors is to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, including ensuring that the Board of Directors acts so that the Trust does not breach the terms of its license. (Constitution, Annex 6, s1.1.1)

There are a number of arrangements already in place to support Governors in fulfilling this duty. However, in order to further assist Governors in their role a procedure has been developed (and attached to this report) to provide Governors with an opportunity to observe the proceedings of Board of Director Standing Committees in accordance with specific requirements set-out in the procedure. The procedure has been developed to strike an appropriate balance between enabling the Council of Governors to better hold NEDs to account for the performance of the Board of Directors and not altering the dynamic of the Standing Committees.

The Council of Governors is asked to approve the attached procedure with a view that it is implemented as a six-month pilot. Following the pilot, the process will be reviewed to determine its success and make any required amendments to the procedure.

**Relationship to Trust Strategic Objectives**

SO1: Continuously improve service user experiences and outcomes through the delivery of high quality, safe, and innovative services	✓
SO2: To be a high performing health and care organisation and in the top 25% of community and mental health Foundation Trusts	✓
SO3: To be a valued system leader focused on integrated solutions that are shaped by the communities we serve	

**Relationship to Trust Corporate Objectives**

CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	

CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

**Which of the Trust Values are Being Delivered**

1: Open	✓
2: Compassionate	
3: Empowering	

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

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

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

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

**Acronyms/Terms Used in the Report**

CoG	Council of Governors		
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**Supporting Documents and/or Further Reading**

Council of Governors Observation of Board Standing Committees Procedure
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**Lead**

<b>James Day, Interim Trust Secretary</b>
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# ESSEX PARTNERSHIP UNIVERSITY NHS FT Council of Governors

## Council of Governors Observation of Board Standing Committees

<b>VERSION NUMBER</b>	001
<b>KEY CHANGES FROM PREVIOUS VERSION</b>	n/a
<b>AUTHOR</b>	Trust Secretary
<b>CONSULTATION GROUPS</b>	Council of Governors
<b>IMPLEMENTATION DATE</b>	February 2021
<b>AMENDMENT DATE(S)</b>	
<b>LAST REVIEW DATE</b>	February 2021
<b>NEXT REVIEW DATE</b>	September 2021
<b>APPROVAL BY COUNCIL OF GOVERNORS</b>	

### SUMMARY

This document provides the procedure for members of the Council of Governors observing Standing Committees of the Board of Directors.

**ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST**

**Council of Governors  
Observation of Board Standing Committees**

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**ESSEX PARTNERSHIP UNIVERSITY NHS FOUNDATION TRUST**

**Council of Governors  
Observation of Board Standing Committees**

**1.0 INTRODUCTION**

- 1.1. One of the statutory duties of the Council of Governors is to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, including ensuring that the Board of Directors acts so that the Trust does not breach the terms of its license. (Constitution, Annex 6, s1.1.1)
- 1.2. There are a number of arrangements already in place to support Governors in fulfilling this duty. However, in order to further assist Governors in their role a procedure has been developed to provide Governors with an opportunity to observe the proceedings of Board of Director Standing Committees in accordance with specific requirements set-out in the procedure.
- 1.3 The procedure has been developed to strike an appropriate balance between enabling the Council of Governors to better hold NEDs to account for the performance of the Board of Directors and not altering the dynamic of the Standing Committees. It is expected that the Chair of each committee will develop a good working relationship with the assigned Governors.

**2.0 GENERAL PRINCIPLES**

- 2.1 The provisions set-out in this procedure will apply to Part 1 meetings of the following Standing Committees of the Board:
  - Audit Committee
  - Charitable Funds Committee
  - Finance & Performance Committee
  - People, Innovation & Transformation (PIT) Committee
  - Quality Committee
- 2.2 The Board of Directors Remuneration and Nomination (RemNom) Committee is predominantly a Part 2 Committee and therefore has not been included in the list.
- 2.3 Governors will have “observer” status at the meetings. As such, they will not participate in discussions. Further information on observer etiquette is included in a section below.
- 2.4. No more than one Governor will attend each Standing Committee meeting.
- 2.5. For the purposes of continuity, the same nominated Governors will be assigned to each Committee for a period of at least 12-months and other Governors will not be permitted to attend in their place or in addition. Governors will normally be assigned to a maximum of *one* Standing Committee to ensure there is a good diversity of Governors observing Standing Committees. Governors will be prioritized for Committees based on their skills, experiences and interests.

- 2.6. The process for nominating Governors will be completed every 12-months, which will include changing the observers for each Standing Committee to ensure all Governors are given the opportunity to attend different meetings. The Board of Directors reserves the right to amend or remove the arrangements set-out in this procedure if it becomes necessary to do so.
- 2.7 The Governors observing the Standing Committee meetings will do so representing the Council of Governors as a whole and not their individual constituencies or any other role they may hold.
- 2.8 The Governors assigned to observe each Standing Committee will receive the agenda and papers for the respective meetings at the same time as the members of the Committee. The agenda and papers must be treated as confidential and not shared with anyone else without the written agreement of the Trust Secretary.
- 2.9 The Governors assigned to observe each Standing Committee should report to the Council of Governors to provide assurance in relation to the performance of the Standing Committee / NED. Governors may disclose information discussed at the Standing Committee to the Council of Governors to assist in widening governors knowledge of the performance of the Board of Directors, unless the Chair of the Committee identifies that the information discussed must not be disclosed.
- 2.10 This procedure will be implemented as a pilot for a six-month period before being reviewed to see if it has been successful and if any changes are required. The procedure will then be reviewed each year for effectiveness.

### **3.0 PROCESS FOR GOVERNORS OBSERVING STANDING COMMITTEES**

#### **Nominations Process**

- 3.1. The Trust Secretary's Office will circulate a form to all Governors requesting self-nomination to become an observer on a Standing Committee. This will include the Terms of Reference for each Committee. Governors should complete the form indicating which Standing Committees they would like to observe for the next 12-month period.
- 3.2. The form will ask Governors to provide a short (250 words) paragraph indicating why they would wish to observe the Committee and what skills / experiences they may have related to the Committees remit. If the Governor chooses more than one Standing Committee on the form, the paragraph should indicate which Committees would be preferable to assist in the assignment process.
- 3.3. Once the deadline for nominations has expired the Trust Secretary will review the forms and assign Governors to Standing Committees based on the forms received. The aim would be to ensure all Governors are assigned to at least one Standing Committee if possible.
- 3.4. Where a Standing Committee is over-subscribed, the Trust Secretary will assign Governors based on the short paragraph provided as part of the form. The Trust Secretary may also give priority to Governors that have not observed Standing Committees previously.

- 3.5. The Trust Secretary will hold a “reserve list” of Governors who are not assigned to a Standing Committee for use where an assigned Governor leaves the position within the 12-month period.
- 3.6. The Trust Secretary reserves the right to not include a Governor on the reserve list if the Governor has not sufficiently met the skills / knowledge requirements of the Standing Committee.
- 3.7. If a Standing Committee is over-subscribed, but another Standing Committee has a space, the Trust Secretary will contact any unsuccessful Governors and offer the observation position to them. The Trust Secretary may ask the Governor to re-submit a nomination form if the existing form does not provide sufficient information.
- 3.8. The Chair and the Chief Executive Officer (CEO) will reserve the right to make changes to this process or withdraw the protocol if it is deemed necessary to do so.

### **Attendance at the Committee**

- 3.9. The Nominated Governor will receive invitations and paperwork, including Terms of Reference for the Standing Committee for which they are the assigned observer at the same time as other members of the Committee. The Chair of the Committee should identify and inform Governors of any papers that should not be disclosed outside of the Committee meeting.
- 3.10. The Chair of the Committee will introduce the Nominated Governor and explain their role at the first meeting attended.
- 3.11. The Nominated Governor will be required to declare at the start of the meeting any interests they might have related to any of the agenda items. The Chair of the Committee will decide whether the Governor should be required to withdraw from the meeting while that item is discussed.
- 3.12. The Nominated Governor will be recorded on the minutes of the meetings as “In Attendance” and will not be asked to contribute or vote on any items for discussion.
- 3.13. If the Nominated Governor is not able to attend the meeting, they should provide any apologies to the Chair of the Committee.

### **Post-Meeting**

- 3.14. The Nominated Governor will be required to produce informal feedback to be provided to the Chair of the Trust following each Committee meeting using the form provided. The Nominated Governor can provide a general update at each Governor Informal meeting.
- 3.15. The Nominated Governor will be required to produce a formal report for the Council of Governors on an annual basis as part of the assurance process for each Standing Committee.

- 3.16. The Chair should include any informal feedback received throughout the year as part of the annual appraisal process for NEDs.
- 3.17. Nominated Governors will be provided with a short form to help keep notes and focus on the areas pertinent to their role as a member of the Council of Governors.

#### **4.0 WITHDRAWAL PROCESS**

- 4.1 Governor Observers may be removed as an observer if any of the following are breached:
- 4.1.1 the Governor attempts to become involved in the operation of the meeting or influence any decisions being made by the Committee.
  - 4.1.2 the Governor makes use of any information discussed at the Committee to influence action to be taken outside of the meeting.
  - 4.1.2 the Governor discloses any discussions where they have specifically been informed not to do so
  - 4.1.3 the Governor behaves in a way that breaches the Code of Conduct and / or causes disruption to the meeting.
  - 4.1.4 the Governor fails to attend two meetings in a row without due cause.
  - 4.1.5 the Governor fails to declare an interest in an item for discussion and it is subsequently found that there is a conflict that was known to the Governor.
- 4.2. In the event that the Governor is removed as an observer for breaching any of the above conditions, the Governor will be prevented from observing any Standing Committees in the future. Their place on the Committee will be offered to any Governor that had applied and not been successful or opened to other Governors if there are none.
- 4.3 If there are a number of breaches of the above, the Chair and the Chief Executive Officer may suspend this procedure for further discussion with the Council of Governors.
- 4.4. The Chair and the Chief Executive Officer reserve the right to withdraw the procedure for further discussion.

**END**

<b>SUMMARY REPORT</b>	<b>COUNCIL OF GOVERNORS PART 1</b>	<b>18 February 2021</b>				
<b>Report Title:</b>	<b>Lead and Deputy Lead Governor Update</b>					
<b>Report Lead(s)</b>	John Jones, Lead Governor and Pippa Ecclestone, Deputy Lead Governor					
<b>Report Author(s):</b>	John Jones, Lead Governor and Pippa Ecclestone, Deputy Lead Governor					
<b>Report discussed previously at:</b>						
<b>Level of Assurance:</b>	<b>Level 1</b>	✓	<b>Level 2</b>		<b>Level 3</b>	

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

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

<b>Summary of Key Issues</b>
The report attached provides information in respect of: <ul style="list-style-type: none"> <li>• Our role as your Lead and Deputy Lead Governor</li> <li>• The Regional Network of Lead Governors</li> <li>• Provider collaborative for the New Care Models</li> <li>• Member Engagement</li> <li>• Patient Forums</li> <li>• Integrated Care</li> <li>• Governors as Observers at Board Standing Committees.</li> <li>• Consulted on FT to FT merger</li> <li>• Meeting with the Chair</li> </ul>

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

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

**Relationship to Trust Corporate Objectives**

CO1: To provide safe and high quality services during Covid19 Pandemic	
CO2: To support each system in the delivery of all phases of the Covid19 Reset and Recovery Plans	
CO3: Deliver our people agenda for 2020/21 with adjustments in line with the Covid19 response	
CO4: To embed Covid19 changes into business as usual and update all Trust strategies and frameworks to reflect Covid19 Reset and Recovery and new NHSE/I Planning Guidance	

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

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

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

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

**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
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Lead



**John Jones**  
**Lead Governor**

**Pippa Ecclestone**  
**Deputy Lead Governor**

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

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

**2 Summary****2.1 Background**

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

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

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

**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 4<sup>th</sup> December 2020 and had 12 attendees.

**2.3.1 Provider Collaborative for the New Care Models**

We received a presentation about the Provider Collaborative. Summary points included:

The presentation set out some of the legislation on the collaboratives, and what is being done locally.

- The collaborative will be responsible for managing the budget and patient pathway for specialised mental health, learning disability and autism care for people who need it in their local area, covering adult low and medium secure, CAMHS tier 4 and adult eating disorder services. Such collaboratives are part of the NHS Long Term Plan, and the recent ICS documents also mention collaboratives as part of the future NHS architecture.
- Because there is a bigger and more strategic role for collaboratives, the East of England are setting up a management team for all specialist collaboratives through a single hub.
- The collaborative is accountable to NHSE/I for decisions made and the quality of care provided. Services will be commissioned by the collaborative. The collaborative will have more freedom vs the contractually bound process previously, and by pooling financial risk across the partnership to better manage

losses as well as allocation of surpluses.

- 6 Trusts are involved across the East of England who are working together to understand needs of patients and carers. Workforce availability and development is a challenge, so by setting up new collaborative service for eating disorders, for example, this group will help manage that challenge.
- Key milestones have been developed, including submission of the application in December and consideration of the commercial case in Jan 21. It was commented that there will be financial challenges in this region to be addressed.
- A range of services will be provided, some currently in scope and other requiring further consideration.
- The governance arrangements for the collaborative involves an Executive comprising the 6 Chief Executives of participating Trusts, strong specialist psychiatrist representation; a Steering Group and a Transformation and Commissioning Team.
- Each clinical design group has an advisory group of patients and carers, with the plan to develop a Stakeholder Council.

There will be a strong link between the collaboratives and ICS partners, with joint working on care pathways in primary, secondary and tertiary care. This will help the better management of high risk patients/patients at risks of relapse.

### **2.3.2 Member Engagement**

With the extensive use of virtual facilities for meetings discussions were held on how this might be extended to members in an attempt to gain greater involvement. At one FT Governors have taken on surveying patients on a particular 'hot' topic and in another cards with a QR code have been distributed to encourage members and potential members to find out more and answer the question as to 'What do I get out of it?'

### **2.3.3 Patient Forums**

At one MH Trust a Patient Participation Forum, which developed from a previous group that wasn't working well, where 16 patients, who were interviewed and selected, have sat on the forum for 2 years. Two governors sit on the Forum as observers. Issues raised are taken to the next CoG meeting for discussion. The Forum is now in its 3rd year, and is finding its stride. It is considered to be a good forum for hearing feedback and discussing ideas.

### **2.3.4 Integrated Care**

- One LG raised the NHSE/I and NHSP papers recently published, which outline that statutory enablers be required to deliver integrated care and deliver the shift from an 'illness' service to a 'health/wellness' service.
- The group discussed how Lead Governors can share our thoughts, so that in our respective Trusts we can provide some similar level of constructive challenge from governors. Whatever governance structure is put in place in ICSs should have both public accountability and increased NED accountability.
- It was commented that some Trusts have had discussions, e.g. at meetings with the NEDs, to bring some strength into the decision-making at ICS level. It was agreed that the documents raise many questions to answer, but the timeline for response is tight.

### **2.3.5 Governors as Observers at Board Sub-Committees**

The majority of those present have successfully negotiated this issue and have found it particularly useful given that Board meetings are now held virtually and this has lessened the informal interaction with Directors. There has been no adverse reaction from NEDs to this change, and in a couple of cases it has been welcomed particularly with advance questions sent in by the Observer Governor being considered

## 2.4 Consulted on FT to FT merger

I can report that I was consulted by the Lead Governor of a Trust outside our region which is currently in the pre-merger position and who wanted to understand the difficulties and solutions which may occur.

## 2.5 Meeting with Chair

The scheduled meeting with the Chair to discuss and adjust the Agenda for this meeting was held virtually on 9 February 2021. Additionally, we raised other issues which as Governors we felt should be aired with the Chair. We are grateful for the open and receptive way in which these meetings are conducted.

## 2.6 Other Matters

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

May we also thank colleagues for their co-operation with the Trust as we attempt to carry on using a virtual meeting process. We recognise that this is not ideal as so much is achieved by networking at Council and by the usual non-verbal communication, which is lost in a virtual meeting. However, we recognise that this is the best way to maintain contact and involvement with Governors. We are also grateful for the assistance given by the Trust Secretary's Office during these difficult times. Their patience and understanding is a real credit to them all.

## 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  
18 February 2021

Pippa Ecclestone  
Deputy Lead Governor  
Public Governor  
18 February 2021