Cumbria, Northumberland, Tyne and Wear
NHS Foundation Trust

COUNCIL OF GOVERNORS GENERAL MEETING

COUNCIL OF GOVERNORS GENERAL MEETING

9 November 2023

14:00 GMT Europe/London

Trust Board Room and via Teams

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1. AGENDA

Darren Best, Chair

REFERENCES

Only PDFs are attached

1.1 WELCOME AND APOLOGIES FOR ABSENCE

Darren Best, Chair

2. DECLARATION OF INTEREST

Darren Best, Chair

3. MINUTES OF PREVIOUS MEETING HELD 14 SEPTEMBER 2023

Darren Best, Chair

REFERENCES

Only PDFs are attached

3. DRAFT Minutes CoG 14 September 2023 ka DRAFT.pdf

Cumbria, Northumberland, Tyne and Wear NHS Foundation Trust

Draft Minutes of the Council of Governors hybrid Meeting held in public
Thursday 14th September 2023 from 2pm – 4pm
Trust Board Room and via Microsoft Teams

Present:

Ken Jarrold	Chair
Fiona Grant	Service User Governor Adult Services
Tom Rebair	Deputy Lead Governor / Service User Governor Adult Services
Russell Bowman	Service User Governor Neuro Disability Services (online)
Jane Noble	Carer Governor Adult Services
Anne Carlile	Lead Governor / Carer Governor Adult Services
Fiona Regan	Carer Governor Autism Services
Jessica Juchau-Scott	Carer Governor Older People's Services (online)
Mary Laver	Public Governor North Tyneside
Ian Palmer	Public Governor South Tyneside (online)
Evelyn Bitcon	Public Governor Cumbria (North)
Wendy Pattison	Appointed Governor Northumberland County Council (online)
Ruth Berkley	Appointed Governor South Tyneside Council (online)
Jane Shaw	Appointed Governor North Tyneside Council
Victoria Bullerwell	Staff Governor Non-Clinical
Emma Silver Price	Staff Governor Non-Clinical
Thomas Lewis	Staff Governor Medical (online)
Claire Keys	Staff Governor Clinical
Yitka Graham	Appointed Governor Sunderland University (online)
Michelle Garner	Appointed Governor Cumbria University (online)
Shannon Fairhurst	Shadow Carer Governor Children and Young People's Services

In Attendance:

James Duncan	Chief Executive
Rajesh Nadkarni	Deputy Chief Executive / Executive Medical Director
Lynne Shaw	Executive Director of Workforce and Organisational Development
Ramona Duguid	Chief Operating Officer
Sarah Rushbrooke	Executive Director of Therapies, Nursing and Quality Assurance
Darren Best	Chair Designate / Non-Executive Director
David Arthur	Senior Independent Director / Non-Executive Director
Louise Nelson	Non-Executive Director (online)
Debbie Henderson	Director of Communications and Corporate Affairs / Company Secretary
Kirsty Allan	Corporate Governance Manager, Deputy Trust Secretary (minutes)
Jack Wilson	Corporate Engagement Assistant
Bev	Carer to Mary Laver

1. Welcome and apologies for absence

Ken Jarrold welcomed everyone to the meeting, and apologies for absence were received from:

Jamie Rickelton	Public Governor Gateshead
Karen Lane	Public Governor Newcastle/Rest of England and Wales
Maria Hall	Appointed Governor Gateshead Council
Kelly Chequer	Appointed Governor Sunderland City Council
Elaine Lynch	Appointed Governor Cumberland Council
Danny Cain	Staff Governor Non-Clinical
Doreen Chananda	Staff Governor Clinical
Julia Clifford	Appointed Governor iCan Health and Fitness CIC
Jacqui Rodgers	Appointed Governor Newcastle University
Rosie Lawrence	Shadow Carer Governor Learning Disability Services
Paula Breen	Non-Executive Director
Brendan Hill	Non-Executive Director
Michael Robinson	Non-Executive Director
Kevin Scollay	Executive Director of Finance and Digital

2. Declaration of Interest
None noted.

3. Minutes for approval
The minutes of the meeting held on 13 July 2023 were considered and approved.

Approved:
- **The minutes from the meeting held on the 13 July 2023 were approved as an accurate record.**

4. Matters arising not included on the agenda and Action Log

Item 11.05.2023 (8) – An update on arrangements for Governors to have a tour of St Nicholas Hospital site will be updated at November meeting.

Item 09.03.2023 (7) – Summary of EDI activity and involvement within localities will be provided at November meeting.

Business Items

5. Chair's Update

Ken Jarrold mentioned this being his last meeting of the Council of Governors after 54 years to the date joining the NHS as a National Administrative Trainee and explained his farewell message which was sited at the Board and Service User Reference Group will also be published in the Trust Bulletin this month.

Ken spoke of the sadness leaving the NHS in the worst condition in its history and CNTW being in more difficulty now than when joined in 2018 explaining in 54 years of working within the NHS has left an organisation in the worst position that he found it. Despite the challenges, Ken highlighted CNTW is the best organisation he has ever served which is explained in full within Kens farewell message. Ken expressed three things that have improved within his chairmanship with CNTW that is; involvement and the growth of the Peer Supporters movement, understanding of neurodiversity in all its aspects and in particular autism and thirdly we have learnt that CNTW cannot respond to the needs of the people we service by

ourselves with the need to work closer with Primary Care, Social are and the Third Sector and mentioned that the Trust retains a strong locality focus in our management arrangements and structures.

Ken mentioned within his career he has learned the things that he has tried to live by which are; service users and carers first, last and always and keep them in your minds and in your hearts, everyone has an important role but the most importantly our colleagues who care for service users and carers and particularly support workers of whom we rely so heavily on a very large part of direct service user and carer contact comes from support workers and we should not forget them and the Board and Managers are here to serve their colleagues, they are servants first. No bullying or harassment of any kind, what matters is who you are, what you do, what you say and how you behave towards others.

Ken referred to the Council of Governors and how important the Council is and why he has made the Council a priority in his time as Chair, when Foundation Trusts were established in 2004, less than 20 years since this form of NHS organisation came into being the Foundation Trust brought back a measure of democracy to the NHS both directly and indirectly. Directly because many Governors within the Council are elected by members and that's the most direct democracy we have within the NHS and indirectly because local authority councillors which most contributions were removed from health authorities in 1991 and not brought back until the official structure of the NHS until Foundation Trusts were established in 2004. Ken mentioned when joining CNTW in 2018 was impressed that he was appointed by Governors and not as he had been in his previous Trust as Chair by an interview committee posed as senior NHS people with no local involvement.

Resolved

- **The Council of Governors received the Chairs update.**

6. Chief Executive's Update

James Duncan commented on Ken Jarrold's commitment to the Council of Governors during his term as Chair and is the only Chair referred to as 'Chair of the Council of Governors and Board of Directors'. Governors are in a strong position within CNTW and this is testament to Ken and his leadership of the Council.

James mentioned that the very difficult decision that has been made on 23rd August 2023 to pause new referrals and transfers into the Northern Region Gender Dysphoria Service. James explained this does not mean the service is closed but, due to concerns of quality and safety for those people already on the pathway and waiting list, the decision to pause new referrals has been made. Conversations are ongoing with commissioners, NHS England regarding the future of gender services.

Jane Noble queried what support was available for people currently on the waiting list. James advised that the Trust continues to support people on the current waiting list but were engaged in discussions with NHS England regarding longer term service provision and clinical pathway.

Ramona Duguid stated that the primary source of referrals were from GPs and this included referrals to alternative services in the country. Ramona recognised that referral of people out of area was not ideal and referred to the quality impact assessment being undertaken to ensure the right clinical conversations are taking place in terms of support.

Rajesh Nadkarni also referred to discussions about how best to inform this work in terms of involving service users, carers, LGBT+ communities and third sector partners. In the meantime.

James Duncan highlighted Industrial action continues to take place in relation to medical colleagues and reassured Governors that the Trust's continues to have plans in place locally to minimise impact to services.

The NHS remains under significant pressure from a financial and performance perspective. A further update will be provided to the Council of Governors at a future meeting regarding actions to address these challenges from a Trust perspective.

James mentioned the staff excellence awards were due to take place on 29th September 2023 to recognise the remarkable work across the organisation.

Resolved

- **The Council of Governors received the Chief Executive's update**

7. Council of Governors Elections / Changes to the Council Composition

The paper provides notification and details of the forthcoming elections scheduled to take from October this year.

Section 5 refers to discussions which have taken place at the Governors' Steering Group regarding Governor involvement and attendance at meetings. As part of the annual review and following detailed discussion regarding the lack of involvement and attendance of the Public Governor for Northumberland, a recommendation was made to stand down Leyton Rahman from the post and include the position in the forthcoming elections.

Resolved:

- **Note the forthcoming Governor vacancies which will be included in the October Governor election process**

Approved:

- **To stand down Leyton Rahman as Public Governor for Northumberland and include this position in the upcoming elections taking the total to 11**

8. External Auditor - Mazars

David Arthur referred to the report which provided detail on the historical appointment process for the Trust's Auditors. Mazars were originally appointed as Trust Auditors in 2019 for a period of three years and extended their appointment for a further 12 months with a proposal to extend for a further 12 months to 31st May 2024.

David explained since Mazars appointment they have provided external audit services for CNTW, NTW Solutions and the Trust Charitable Funds. At the Audit Committee meeting held 26 July 2023 consideration was given to the performance of the External Audit service and the scope of the work being requested from Mazars in terms of quality of service and value for money and it was agreed that Mazars continue to provide high quality services within the

scope of agreed work and that there were no issues of concerns in terms of their performance or quality of work undertaken to date.

Taken the above information into consideration the Council of Governors agreed to extend Mazars contract for a further 12 months based on the assurance provided from the Audit Committee in July. Governors will undertake a tender process for External Audit services commencing in October 2023 with a view to awarding a new contract from 1st June 2024.

Resolved:

- **Governors received and noted the External Auditor report.**

Approved:

- **Governors approved to Extend Mazars as the external auditor for the Trust for a further 12 months and a tender process for external auditor will commence in October 2023**

9. Non-Executive Director Recruitment Process

Darren Best mentioned with his forthcoming appointment as Chair on 1st October there is a need to recruit another Non-Executive Director and it is important that the trust commence the process to appoint into the vacant NED role as soon as possible to ensure continued balance on the Board of Directors.

Darren mentioned having reflected on the Trust's future journey and the implementation of the new Trust Strategy 'With you in mind', the challenges the NHS and wider health and care sector nationally, regionally, and locally, the current challenges facing the Trust in terms of the Trust's financial position, continual demand, workforce challenges and the need to reframe our care and support model as an organisation. It has been agreed by the Board of Directors, supported by the Governors Nomination Committee that an additional Non-Executive Director be appointed to the Board to represent the crucial voice of service users and carers.

Mary Laver asked for consideration to be given to the potential impact on benefits and allowances in relation to the lived-experience post.

Debbie Henderson explained that the Trust Constitution will need to be revised relating to the Board composition which is set out within the report.

Fiona Regan supported the move to include a Non-Executive Director with lived experience on the Board. Ruth Berkely also welcomed the proposal and referred to the importance of ensuring consideration to equality and diversity as part of the process.

Rajesh Nadkarni mentioned being fully supportive of the decision and supported the decision not to engage external recruitment support. Rajesh referred to equality and diversity particularly in the context of some of the cultural diverse communities and advertising the posts via non-traditional methods. Rajesh suggested utilising the support of the staff networks and their links with the third sector, voluntary sector and other agencies.

Governors agreed with the proposal to appointment the two additional Non-Executive Directors recognising the replacement Non-Executive Director will come from a public sector background, approved the amendment of the Trust Constitution and ensuring equality and diversity is considered as part of the process.

Received:

- **Governors received and noted the Non-Executive Director Recruitment Process**

Approved:

- **Governors formally approved the appointment process of two Non-Executive Directors and the change to the Trust Constitution.**

10. Governor service visit feedback – Sycamore visit 25th July 2023

Evelyn Bitcon referred to the service visit and was impressed by the new service with exceptional forward thinking and suggested a presentation to be had at a future Governors meeting. Evelyn also mentioned that this is a national service queried whether beds could be taken up by people from areas outside of the Trust's footprint. Ken Jarrold explained that the Trust do have patients referred from other areas. James Duncan mentioned the service operates in partnership with Tees, Esk and Wear Valley (TEWV) through a provider collaborative arrangement. James suggested bringing together as part of the update on Provider Collaboratives to be given at a future meeting.

Claire Keys queried whether the Trust is experiencing any issues with concrete that has been highlighted recently in the media with schools. James Duncan confirmed a comprehensive survey had been undertaken with no issues found however for assurance purposes the survey is being revisited.

Received

- **Governors received the Governor service visit feedback – Sycamore visit 25th July 2023**

11. Governor Questions

Tom Rebair referred to the recent Cumbria meeting which was a very positive meeting and said there is improvement needed but the Trust is working in the right direction. Evelyn Bitcon mentioned along with the Local Authority Governor and Voluntary Sector Governor for Cumbria, there was agreement to meet collectively to ensure ongoing engagement with each other.

Claire Keys mentioned recently spending six months as an inpatient within Cumbria and complimented the services. Ken Jarrold thanked Claire for the feedback which will be passed onto staff and explained that the unit is currently being upgraded to improve the environmental issues.

<u>Governor Feedback</u>

12. Feedback from Quality and Performance Committee

Anne Carlile mentioned there is more work to be done on Community Transformation and it was suggested groups are required to review waiting times.

Darren Best noted that waiting times remains a significant focus for the Committee and noted that the 27th September meeting will be his last meeting as Chair. Louise Nelson will take on the role of Chair from October.

13. Feedback from Audit Committee

David Arthur brought to the Governors attention work within Counter Fraud regarding Visa fraud allegations and a review of Trust recruitment processes has been undertaken with no issues of concern identified.

14. Feedback from Resource and Business Assurance Committee (RABAC)

Tom Rebair referred to the last meeting of the Committee which discussed the Trust's financial position and efficiency programme.

15. Feedback from Mental Health Legislation Committee

Fiona Grant provided an update from the last meeting which included recognition of the importance of Board and Governor understand of mental health legislation, use of legal terminology and definitions and it was agreed that this would be the focus on the Joint Board and Governor meeting in December.

16. Feedback from Provider Collaborative Committee
Fiona Regan mentioned the next meeting will be held on the 27th September and requested if any parents or service users could join and contribute to the aims of the committee.

17. Feedback from People Committee
Lynne Shaw noted that the Committee has aligned reporting with the Integrated Performance report and introduced staff stories to the meeting cycle.

18. Feedback from Charitable Funds Corporate Trustee Committee
Fiona Grant provided an update following the last meeting which focused on Charitable Funds Investment portfolio. Fiona mentioned that the Committee will be making enquiries of other capital investment organisations going forward. Louise Nelson mentioned the Committee are reviewing the two investment management funds to make sure they meet with the ethical requirements and the SHINE re-launch will be taking place in December.

Emma Silver Price mentioned the Committee discussed the bid review and as part of the development of the Committee will be reviewing how the application form is applied and further development.

Since the last committee Louise has been able to meet with other Charitable Fund Chairs throughout the North East and North Cumbria and will provide a further update at the next meeting.

19. Governors Nominations Committee
Ken Jarrold mentioned the last meeting reviewed the Non-Executive Directors Recruitment process which is highlighted in Item 9.

20. Group Update from the Governors Quality Group
Anne Carlile the next meeting will be taking place on 28th September 2023. Ken Jarrold urged Governors to attend this group when possible as it is a very good group which receives in-depth information on quality across the organisation.

21. Update from the Governors Steering Group
Ken Jarrold mentioned the Steering Group focussed on the upcoming Governor elections highlighted in Item 7 along with the normal business of setting the agenda for the Council.

22. Governors Governance Group
Debbie Henderson mentioned a recommendation will be made at the next meeting which will review the Terms of Reference for Governors' sub-groups as this group meets infrequently it will be proposed to stand this group down and combine within the Steering Group moving forward.

23. Update from NHS Providers Governor Advisory Committee (GAC)
Anne Carlile mentioned at the last meeting which took place on 5th July discussed the current format of the Committee, its role and the wish to develop a more inclusive way of working with Trusts and their Council of Governors in the future, therefore it was proposed and agreed the recommendation that the current GAC model will change from March 2024 to an extended roundtable approach to engagement which will allow greater reach bringing more representatives groups of Governors which will be flexible in terms of reaching out to groups of Governors by region.

24. Feedback from Governor External Events and Meetings
None to note.

25. Board of Directors meeting minutes (discussion by exception only)
Received for information.

26. Any Other Business
Kirsty Allan reminded the Council that there will be a Governors Induction open to all Governors as well as newly appointed which will be taking place on 15th September 1pm – 3:30pm.

Key Issues for discussion

<u>Transformation Programmes Update</u>

Ramona Duguid shared some key areas of work which have been focussing on across our programmes of work. Ramona mentioned what's important within transformation in terms of changing the way we do things is being clear around our purpose and how the programmes of work will link back to the Strategy.

Ramona set out the key programmes of work within Community Mental Health Transformation, urgent care and inpatients, child and young people and learning disabilities and autism and CEDAR Programme which is a significant piece of work in terms of secure services and children services from Ferndene perspective.

Ramona mentioned the work CNTW has been undertaking over the last few years is being clear about the things that we must do as CNTW in terms of community transformation but needs to be embedded within places and with partners.

Ramona talked about the new Model of Care in terms of the community transformation programme of work and provision of support services being much closer to colleagues within primary care.

Lynne Shaw referred to the 7 pioneering teams who will pilot initial work as part of community transformation and highlighted the importance of the right leadership support within these teams, underpinned by a clear organisational development approach and plan.

Ramona took the governors through the focus on urgent and inpatient programme with four key strands; Quality Framework for Inpatient Wards, Effective Inpatient Pathway, Inpatient Staffing, Crisis and PLT Model highlighted within the presentation.

Ken Jarrold mentioned the significance of the programmes of work in terms of tackling many of the most challenging issues the Trust is currently facing.

CQC Preparation

Due to timing constraints, this item will be deferred to a future meeting.

This was Ken Jarrold's last Council of Governors meeting and on behalf of the Council, Anne Carlile thanked Ken for all his work and fantastic Chairmanship and wished him a very happy and healthy retirement.

10. Date, time, and venue of the next meeting:
Thursday 9th November 2023, 2pm – 4pm.
Trust Board Room, St Nicholas Hospital and also via Microsoft Teams.

4. ACTION LOG AND MATTERS ARISING

Darren Best, Chair

REFERENCES

Only PDFs are attached

4. COG Action Log COG 09.11.23.pdf

Cumbria, Northumberland, Tyne and Wear NHS Foundation Trust

Council of Governors Meeting
Action Log as at 9th November 2023

RED ACTIONS – Verbal updates required at the meeting
GREEN ACTIONS – Actions are on track for completion (no requirement for discussion at the meeting)

Date/ Item No.	Agenda item	Action	By Whom	By When	Update/Comments
Actions outstanding					
		There are no current outstanding actions			
Completed actions					
11.05.2023 (8)	Changes to Council of Governors	Hearing loop to be sourced for future meetings	Jack Wilson	Complete	Ordered
11.05.2023 (8)	Changes to Council of Governors	Explore arrangements for a tour of St Nicholas Hospital site	Kirsty Allan	July 2023	Included within the Governor service visit schedule.
09.03.2023 (7)	EDI update	Summary of the EDI activity and involvement within localities to be included in the next EDI update	Lynne Shaw	14 September 2023	Agenda item – November meeting
13.07.2023 (8)	Audit Committee	Steering group to review governor representation on committees at August meeting	Debbie Henderson	September 2023	Discussed at Governor steering group – membership to be clarified following 2023 elections.

5. CHAIRS UPDATE

Darren Best, Chair

verbal update

6. CHIEF EXECUTIVE UPDATE

James Duncan, Chief Executive

verbal update

7. EXTERNAL AUDIT APPOINTMENT PROCESS

David Arthur, Audit Committee Chair and Non-Executive Director

REFERENCES

Only PDFs are attached

7a. External Audit re-tender DRAFT.pdf

7b.Appendix A - GovernWell.pdf

Name of meeting	**Council of Governors**
Date of Meeting	**Thursday 9th November 2023**
Title of report	**Tender Process – External Auditor**
Lead	**Debbie Henderson, Director of Communications and Corporate Affairs/ Trust Secretary**
Report author	**Kirsty Allan, Corporate Governance Manager / Deputy Trust Secretary**

Purpose of the report	
To note	
For assurance	**X**
For discussion	**X**
For decision	**X**

Strategic ambitions this paper supports (please check the appropriate box)	
1. Quality care, every day	X
2. Person-led care, when and where it is needed	
3. A great place to work	
4. Sustainable for the long term, innovating every day	X
5. Working with and for our communities	

Meetings where this item has been considered		**Management meetings where this item has been considered**	
Quality and Performance		Executive Management Group	
Audit	X	Business Delivery Group	
Mental Health Legislation		Trust Safety Group	
Remuneration Committee		Locality Operational Management Group	
Resource and Business Assurance			
Charitable Funds Committee			
Provider Collaborative/Lead Provider			
People			
CEDAR Programme Board			
Other/external (please specify)			

Does the report impact on any of the following areas *(please check the box and provide detail in the body of the report)*			
Equality, diversity and or disability		Reputational	X
Workforce		Environmental	
Financial/value for money		Estates and facilities	
Commercial		Compliance/Regulatory	X
Quality, safety and experience		Service user, carer and stakeholder involvement	

Board Assurance Framework/Corporate Risk Register risks this paper relates to
Compliance with statutory and regulatory requirements

Council of Governors

Thursday 9th November 2023

Tender Process – External Auditor

1. Executive Summary

Current best practice recommends a three-to-five-year period of appointment for External Audit Services. Our regulator, NHS Improvement recommends that Foundation Trusts undertake a market-testing exercise to appoint an auditor at leave once every five years. This does not preclude the re-appointment of the same external auditor.

In July 2023, Audit Committee members supported an executive recommendation to market test External Audit services through a re-tender exercise commencing October 2023 with a view to awarding a new contract from 1st June 2024 for the 2024/25 annual accounts and to extend Mazars contract for a further 12 months based on the assurance provided from the Audit Committee. This recommendation was agreed at the Council of Governors meeting on 14th September 2023.

This paper proposes the outline process to re-tender and appoint, roles and responsibilities of those involved and a timeframe to re-tender and award the contract.

Council of Governors must:

- Have ultimate oversight of the External Auditor appointment process and
- Agreed with the Audit Committee the selection criteria for appointing, re-appointing and removing external auditors.

2. Current Position

The proposal is that the existing contact between the Trust and Mazars will come to an end on 31st May 2024, subject to appointment of a new (or re-appointment of the same) external auditor.

Mazars will audit the annual accounts, quality accounts, charity accounts and NTW Solutions accounts relating to the 2023/24 financial year in line with continuing with a further 12 months of the 24 months extension. To note, the work to complete these audits will extend beyond June 2024.

The Trust therefore now needs to plan to re-tender external audit services effective from 1st June 2024 for the full 2024/25 annual accounts. The tender will cover the provision of external audit services, covering the audit of the Trust's financial statements, quality accounts and the annual accounts for the charity along with NTW Solutions accounts.

3. Roles and responsibilities of the Council of Governors

The National Health Service Act 2006 states that the Council of Governors must take the lead in agreeing with the Audit Committee the criteria for appointing, re-appointing and removing external auditors. The Governors chosen for the selection panel must have the relevant skills and knowledge to choose the right external auditor and monitor their performance, support will be provided to Governors by members of the Audit Committee.

The Audit Committee should make recommendations to the Council of Governors about the appointment, re-appointment and removal of the external auditor and approve the remuneration and terms of engagement of the external auditor.

While the Council of Governors is supported by the Audit Committee in running the process to appoint the external auditor, the Council of Governors has ultimate oversight of the appointment process.

In appointing and monitoring the External Auditor, the Council of Governors should ensure that the audit firm and audit engagement leader have an established and demonstrable standing within the healthcare sector and are able to show a high level of experience and expertise.

Selection Panel Membership

Selection Panel members will be agreed by the Audit Committee who will request that the Council of Governors appoint three governors to join the panel. It is important that those Governors can commit appropriate time including preparations and a full day to interview prospective auditors. This will be in addition to any training hours that may also be required.

As a minimum the selection panel must include the following members:

- Governors (mandatory minimum two, recommendation by Audit Committee is three)
- Procurement Lead
- Finance Lead
- Audit Committee Chair
- Audit Committee member

Due to the leadership role the Audit Committee undertakes throughout the re-tender process, it is seen as best practice that the Audit Committee Chair also chairs the selection panel chair provided, they have the relevant leadership qualities and fulfil all essential Selection panel person specification requirements.

'GovernWell' have also published a guide to Governors in their role of appointing the External Audit provider. Please refer to Appendix A attached.

4. Tender Framework

It is advised that the organisation utilise the Crown Commercial Services Audit & Assurance Services (A&AS) Framework (RM6188) to select a provider. Lot 2 of this agreement is for 'External Audit' services. The following 13 supplier are accredited under this agreement:

- ASM (B) LTD
- BDO LLP
- Beever and Struthers, Chartered Accountants & Business Advisors
- BRAMBLE HUB LIMITED
- CROWE U.K. LLP
- DELOITTE LLP
- ERNST & YOUNG LLP
- Grant Thornton UK LLP
- KPMG LLP
- Mazars LLP
- PKF LITTLEJOHN LLP
- PRICEWATERHOUSECOOPERS LLP
- RSM UK RISK ASSURANCE SERVICES LLP

To select a provider a 'further competition' should be conducted. This is effectively a tender exercise limited to the above suppliers.

To gauge supplier interest in this opportunity we could conduct an expressions of interest process prior to issuing tender documents.

Suggested timeline:

Invitations to tender issued	November 2023
Return invitations to tender responses	December 2023
Evaluating Bids	Mid December 2023
Presentation	Late January 2024
Finalise Scoring	Early February 2024
Notify Bidders	Early February 2024
Standstill Period (10 days)	Mid February 2024
Award service provider	Late February 2024
Contract Mobilisation	March - May 2024
Contract start date	1st June 2024

5. Process and Specification

To achieve the proposed timeline (below) the working group once established will approve the tender specification on behalf of the Council of Governors.

The lead time to re-tender is approximately six months, from issue of capability assessment to award of contract. However, the detailed pre-engagement process starts earlier to accommodate Audit Committee and Council of Governors engagement, to ensure their agreement with the proposed process and to establish the Selection Panel.

The contract cannot be awarded more that 3 months prior to its start date i.e., 1st March 2024 for a start date of 1st June 2024.

Additional time has been incorporated to take account of Council of Governors elections being undertaken October 2023 with the outcome to be received 1st December 2023. The Audit Committee and Council of Governors will need to be mindful of this when appointing to the selection panel.

6. Process and Draft Timetable

A detailed timetable has been developed working back from the contract award date of 1st June 2024. This will ensure sufficient time for the pre-tender, tendering and selection process and fitting within current dates for the future Audit Committee and Council of Governors meetings. The detailed timetable will be presented to the Council of Governors meeting on 11th January 2024

Key dates for both the Council of Governors and the Selection Panel are set out below to support planning and discussion about key impacts for Governors.

Key Dates – Full Council of Governors

Period	Process Description / Action Required

Nov 2023	Council of Governors – briefing on process, role of Governor, person specifications, draft timetable and confirmation of the selection panel members and agree final timetable.
Jan 2024	Council of Governors verbal update on progress from Governors in the selection panel.
TBC	Audit Committee / Council of Governors – Update to CoG on final specification (there is no currently agreed date for the CoG between April – December 2024) therefore this date needs to be agreed.
March 2024	Council of Governors – final approval by COG – presentation by selection panel.

Key Dates – For Governors Appointed to the Selection Panel

Period	Process Description / Action Required
Nov 2023	Appoint Selection Panel (working group) Training to be provided to Governors of the Selection Panel (if needed) Selection panel to commence work on reviewing draft specification (making any necessary requirements)
Jan 2024	Council of Governors – verbal update on progress from Governors in the Selection Panel
Feb 2024	Bidder presentations – all selection panel members must be available to attend (date to be arranged)
March 2024	Evaluation meeting with Selection Panel – Panel to receive supplies analysis for all submissions from the bidders
May 2024	Council of Governors – final approval by Council of Governors – presentation by Selection Panel

7. Recommendation

Council of Governors are asked to:

- Note the requirement to re-tender and outline process, roles and Governor responsibilities
- Note the process to agree the External Auditor selection panel membership to achieve the required timeline.

Debbie Henderson
Director of Communications and Corporate Affairs

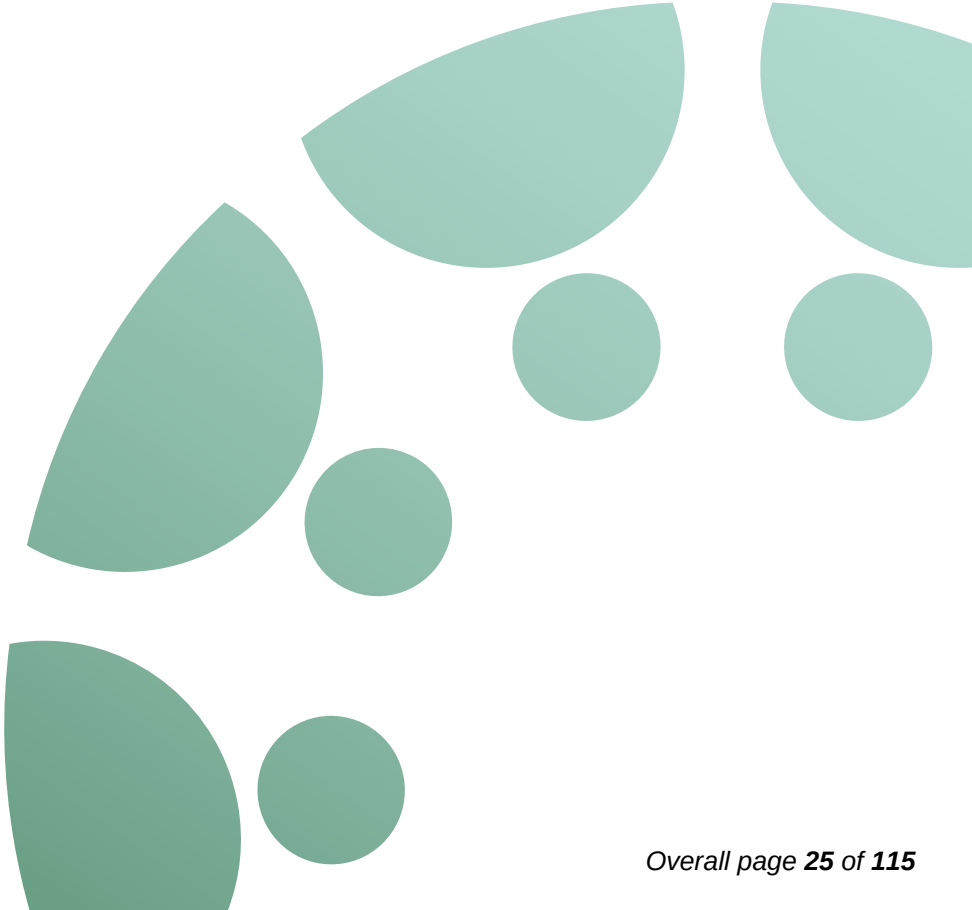
Kirsty Allan
Corporate Governance Manager / Deputy Trust Secretary

October 2023

GovernWell

A one stop training resource for foundation trust governors

Appointing the external auditor: a guide for governors



This guide provides governors and company secretaries with information about the governor role in appointing an external auditor. It brings together the relevant statutory requirements and procurement regulations, uses case studies from five foundation trusts to illustrate the different approaches that can be taken and provides a helpful glossary of common terms used when appointing the external auditor.

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BACKGROUND

An external audit is an examination of the annual financial statements of the foundation trust in accordance with specific rules by someone who is independent of the foundation trust. The external auditor performs the audit by examining and testing the information prepared by the foundation trust to support the figures and information it includes in its financial statements. In contrast, an internal audit provides the foundation trust with independent assurance that internal financial (and non-financial) processes and systems are working properly.

Foundation trusts will have contracts in place for the delivery of both external and internal audit. Both external and internal auditors report their work to the foundation trust's audit committee which is made up of nominated non-executive directors and is attended by the finance director. The audit committee is a committee of the board and therefore governors cannot be members. The audit committee uses the work of auditors to provide the board of directors with an independent and objective review of how the foundation trust manages its finances (financial governance), how it is structured to deliver its strategy (corporate governance) and how it manages its risks.

The audit committee is responsible for evaluating the performance of the foundation trust's external and internal auditors each year. It supports the council of governors to determine and deliver the process for appointing the external auditor every three to five years (depending on the length of contract used by the foundation trust). It is the council of governors who must meet and make the final decision on the appointment of the external auditor.

The external auditor addresses all its work to the council of governors. While there is no formal requirement for the external auditor to meet with or engage with governors typically external auditors present a report on their work to the council of governors often at the annual general meeting.

We would like to thank Suresh Patel at Mazars for putting this guidance together, and the five trusts which participated in providing case study information.

GLOSSARY AND ACRONYMS

Accountable

Foundation trusts are responsible to its membership and wider public for delivering its services in line with its licence from Monitor.

Audit Code for NHS foundation trusts (Audit Code)

Sets out the responsibilities of the external auditor as included in the NHS 2006 Act in relating to the external audit of a foundation trust.

External audit

Examination of a foundation trust's annual financial statements by someone independent of the foundation trust.

Financial statements

The foundation trust's annual accounts showing for a period of 12 months how much money it spent (and on what) and received (and from whom) and what it owns (including land, buildings and equipment) and what it owes to others.

Internal audit

Independent assurance on a foundation trust's internal financial (and some non-financial) processes and systems.

International Standards on Auditing (ISAs)

Common set of professional standards that all auditors must follow in delivering external audit to foundation trusts.

Invitation to tender (ITT)

The document that the foundation trusts issue to interested suppliers, outlining the foundation trust's detailed requirements for the external audit service.

Office of the Journal for the European Union (OJEU)

A daily publication advertising tender notices of the EU member states including invitations to tender and contract award notices.

Pre-qualification questions (PQQ)

A set of questions used by the foundation trust to establish minimum criteria that interested suppliers need to meet to progress to the next stage of the contracting process.

Procurement

The process by which foundation trusts buy goods and services.

Public Contracts Regulations

A legal framework that helps ensure that the process that public bodies follow to buy goods and services is conducted fairly and openly.

Standing Financial Instructions (SFIs)

Detail the financial responsibilities, policies and procedures adopted by the foundation trust.

Standing orders (SOs)

Internal rules that regulate the proceedings and business of the foundation trust and form part of its corporate governance arrangements.

Standstill period

A compulsory waiting period (10-15 days) between the decision to award a contract and the date on which the contract is signed in order to give unsuccessful bidders a chance to seek remedies if they were dissatisfied with the procurement process.

Statutory

Foundation trusts must adhere to requirements as laid out in the law, including the need to have an external auditor appointment at all times.

WHY IS THE APPOINTMENT OF THE EXTERNAL AUDITOR IMPORTANT FOR GOVERNORS?

The council of governors appoints the external auditor.

NHS foundation trusts are independent from central government and have greater control over decisions on the services they deliver. However they remain part of the NHS and are accountable to their members and the public through the council of governors. The external auditor plays an important role in this accountability structure, reporting to governors their independent opinion on the foundation trust's accounts and quality report. This is why the council of governors has the responsibility for appointment.

Typically, a small group representing the council of governors works with members of the audit committee to undertake the appointment process, but the final decision must be made by the council of governors.

Photographs courtesy of Will Stedman Photography

WHEN DO GOVERNORS APPOINT AN EXTERNAL AUDITOR?

Foundation trusts must have an external auditor in place at all times. This is a legal requirement under the 2006 NHS Act. There are four instances that will trigger the need for the appointment. In all four instances, trusts and governors need to be aware of timescales to ensure that they meet the requirement to have an external auditor in place at all times.

Depending on the procedure the foundation trust follows the appointment process can take between three and six months. In practice the audit committee of the foundation trust will be aware of the triggers and engage with governors appropriately.

Photographs courtesy of Will Stedman Photography

Table 1: Triggers for the external audit appointment

Trigger for external audit appointment	When and how should governors be notified
1. When Monitor authorises a new foundation trust. [see case study 2]	Shadow governors should be made aware of the need to appoint an external auditor by the trust board secretary (or equivalent).
2. When a FT's existing audit contract expires. [see case study 5]	The audit committee should inform the council of governors prior to the commencement of the final year of the contract.
3. If the audit committee recommends that the governors remove the existing auditor.	The audit committee will report annually on the performance of the auditor to the council of governors and can make recommendations for the removal of the auditor, where appropriate.
4. When the existing auditor resigns. [see case studies 1-4]	The audit committee or finance director should notify the council of governors immediately they become aware of the potential for the auditor to resign.

Monitor recommends that foundation trusts go through a competitive process for the appointment of the external auditor every 3-5 years. Typically this competitive process involves seeking quotes from interested audit firms on the quality of the work that they will perform and the price they will charge for delivering the services required by the foundation trust.

WHAT ARE THE RULES AND PROCEDURES GOVERNORS NEED TO BE AWARE OF?

Foundation trusts must follow the Public Contracts Regulations, a legal framework that helps ensure that public procurement (the process for buying goods and services) is conducted fairly and openly. The appointment of the external auditor involves the award of a contract for services between a foundation trust and an external audit provider, typically a firm of accountants. Foundation trusts follow internal rules and regulations known as Standing Orders (SOs) aimed at ensuring competition, transparency and consistency in all forms of procurement. SOs are often published on the foundation trust's website.

SOs will outline a foundation trust's approach to contracts of different values. Generally the higher the contract value the lengthier and more involved the process will be. Table 2 shows a typical contract, but you should check the rules set by your own trust.

Table 2: An example of the procurement required for a contract by value

Contract value	Procurement required
Less than £10,000	Written quote from nominated supplier
£10,000 – £50,000	Obtain at least two competitive quotes
More than £50,000	Advertise as a formal tendering process

The SOs will also include reference to European Union procurement rules which require foundation trusts to advertise in the Office of the Journal for the European Union (OJEU) where the estimated total contract value (over the duration of the contract) exceeds £173,934. Contracts for external audit services tend to exceed the OJEU threshold.

There are four procurement procedures for public sector tenders. These are outlined below.

Table 3: Procurement procedures explained

Type of procurement	Explanation
Open	This is where all interested suppliers are asked to return tenders by a set date. These are then evaluated and the contract is awarded
Restricted	This is a two-stage process. In the first stage, interested suppliers are asked to fill out a questionnaire and a short-list is drawn up. In the second stage, the shortlisted suppliers are invited to respond to an Invitation to Tender (ITT). The tenders are then evaluated and the contract awarded.
Competitive dialogue	This procedure is used for more complex procurements. After a selection process, the buyer negotiates with suppliers and invites chosen companies to put in a bid. Suppliers put in their tenders and the contract is awarded
Negotiated	In this procedure, the buyer enters into contract negotiations with one or more suppliers.

Typically, an external audit tender follows the restricted procedure to enable foundation trusts to remove ineligible suppliers from the evaluation stage of the process. The open and restricted procedures do not allow the foundation trust to negotiate with suppliers.

Foundation trusts can also use Framework Agreements for procuring external audit. These agreements involve a list of suppliers which have been pre-approved by the organisation who operates the Framework Agreement (typically a specialist service for buying professional services) as meeting a prescribed set of eligibility criteria (including those outlined in the Monitor's *Audit Code for NHS foundation trusts*).

WHAT DO GOVERNORS NEED TO KNOW ABOUT EXTERNAL AUDITORS?

The role of a foundation trust external auditor is outlined in Monitor's *Audit Code for NHS foundation trust* (*the Audit Code)*. Essentially the external auditor:

- gives the governors an independent opinion on the truth and fairness of the accounts;
- reports to governors if they have not been able to satisfy themselves that the foundation trust is using its resources economically, efficiently and effectively; and
- provides the governors with independent assurance on the foundation trust's annual quality report.

There is recognition that the external audit of a foundation trust is a specialist activity. As such, to be eligible for appointment a firm must:

1. be established in the United Kingdom and be approved by Monitor;
2. have an established and demonstrable standing within the healthcare sector and be able to show a high level of experience and expertise; and
3. have robust internal quality control procedures to monitor the compliance of the audit work with the *Audit Code* and the standards that govern external audit in the UK.

In practice there are a large number of firms which can meet criteria 1 and 3 but a smaller group who can also demonstrate that they meet criteria 2. The ability of a firm to demonstrate that they meet these criteria will often form part of the initial appointment process.

External auditors must undertake their work following a set of common standards known as International Standards on Auditing or ISAs. These standards include a requirement for the senior member of the team (referred to as the engagement partner or engagement lead) to limit the number of years that they spend auditing an individual foundation trust. Most firms adopt a policy of 5-7 years although ethical standards for auditors allow up to 10 years after which the firm is required to consider taking action to ensure it can continue to be objective and independent.

Photographs courtesy of Will Stedman Photography

WHAT ARE THE KEY STAGES OF THE APPOINTMENT PROCESS AND WHAT SHOULD GOVERNORS EXPECT?

Key stage of appointment process	Governors should expect to…
Decide on the appointment process	1. Be briefed by the foundation trust, typically by a combination of the chair of the audit committee, finance director, trust board secretary and procurement staff on the: • role of the external auditor; • scope of the external audit; • procurement rules and regulations; • timetable required to ensure that there is always an external auditor in place; and • procurement options which include: – the foundation trust's internal procurement team (see case studies 2 and 5); – use of an external procurement service (see case study 3); or – use of a procurement framework containing external audit firms who have already been confirmed as meeting the eligibility criteria (see case study 4). 2. Be asked by the foundation trust to nominate governors who have an interest in making the appointment. The code of governance enables the council of governors to delegate authority to the audit committee for undertaking the appointment process. However, the council of governors should take a lead in the process and typically will request the involvement of two governors to represent the council on an audit working group or panel. Other members of the working group typically include the chair of the audit committee, the finance director and procurement. However, the case studies illustrate that there is no mandated approach to the membership of the audit working group.

Key stage of appointment process	Governors should expect to…
Determine what the governors consider to be important considerations in appointing the external auditor	1. Be made aware that the work of an external auditor is determined by auditing standards that firms must comply with and the scope is prescribed by the *Audit Code*. The governors on the working group should expect to consider other criteria that they consider to be important for an external auditor. They should also expect to consider the relative weightings associated to each criterion to enable each returning tender to be evaluated on a consistent basis. This may be different for each trust, an example may be:

Criteria	% Weighting
Experience of the audit team	25
Quality of service delivery	15
Quality of communications	10
Added value offered	15
Fee competitiveness	20
Quality of engagement with council of governors	15
	100%

2. The working group may be involved or consulted on the drafting of the invitation to tender document which includes the tender criteria and weightings.

Key stage of appointment process	What governors should expect
Evaluate tenders received	1. Procurement and/or finance staff should provide an evaluation sheet to enable governors to score each of the tenders against the agreed tender criteria. 2. Finance directors and audit committee chairs will support governors if required. 3. Foundation trusts have the option of using the tender evaluation to determine a short list of firms who are then invited to make a presentation to the evaluation panel. Alternatively the foundation trust may elect to invite all firms responding to the ITT to make a presentation.

Key stage of appointment process	What governors should expect
Final evaluation of tenders	The working group should receive an analysis of their individually scored tenders and agree on a successful firm. A report will be drafted proposing the successful external auditor to the council of governors. It is the council of governors that makes the final decision.

Key stage of appointment process	What governors should expect
Recommendation to the council of governors	The council of governors should receive a report from the chair of the audit committee on the appointment process and the recommendation. The case studies show that the governors on the working group often jointly present the report to the council of governors. Once the council of governors makes the decision on the appointment of the external auditor, the rules relating to awarding contracts requires the foundation trust contact all of the firms involved in the process, including the successful firm, informing them of the decision and starting a ten day period (referred to as the standstill period) where unsuccessful firms can appeal against the decision. Following the ten days if no appeals have been received the foundation trust awards a contract to the successful firm. If the council of governors does not accept the recommendation the foundation trust must undertake the appointment process again, quickly, to ensure that the foundation trust has an external auditor in place at all times. There is no requirement for the foundation trust to publish details about the process it followed in appointing the external auditor. However, to promote transparency, foundation trusts can do so as part of reporting the work of the council of governors or the audit committee in its annual report.

Photographs courtesy of Will Stedman Photography

PROCESS FOR APPOINTMENT

Trigger

↓

Audit committee, finance or procurement engagement with council of governors to determine process to be followed

↓

Governors agree the appointment process

↓

Publish contract notice

↓

Receive requests from firms to participate

↓

Issue and then evaluate pre-qualification questionnaire (PQQ) (optional)

↓

Publish the invitation to tender (ITT)

↓

Supplier day – invite all interested suppliers to attend a meeting at the foundation trust for further information about the trust and its requirements (optional)

↓

Receipt of tenders

↓

Evaluate tenders and short list for presentation

↓

Presentation by tenderers

↓

Final evaluation

↓

Audit committee recommendation to council of governors

↓

Council of governors decision

↓

Winner notified

↓

Contract award

↓

Contract award notice

NHS FOUNDATION TRUST CASE STUDIES – APPOINTING THE EXTERNAL AUDITOR

* The resignation of the external auditor is very rare. However, in 2010 the government announced the abolishment of the audit commission who at the time provided external audit services to almost fifty per cent of all foundation trusts. As a result, the audit commission was required to resign its foundation trust appointments thereby triggering the need for the affected foundation trusts to seek new external auditors.

	Foundation trust	Trigger	Process supported by	Timescale	Governor involvement	Specific support provided to governors
1	North East Ambulance NHS Foundation Trust	Resignation of auditor*	Framework agreement	5 months	Two governors on an audit task and finish group. Lead governor made the recommendation to the council.	Monthly programme of updates included a session from the incumbent auditors.
2	Royal Free London NHS Foundation Trust	Resignation of auditor* and gaining foundation trust status	In-house	3 months	Two governors on audit sub-group of council of governors. Audit committee chair presented the recommendation to council with the two governors.	Nothing specific.
3	East London NHS Foundation Trust	Resignation of auditor*	External procurement service	7 months	Two governors involved in the process. Chair of audit committee made the recommendation to the council.	Informal and 1-2-1 support from foundation trust managers.
4	The Walton Centre NHS Foundation Trust	Resignation of auditor*	Framework agreement	6 months	Three governors formed a working group. Lead governors made recommendation to the council.	Presentation to council of governors on the role of external audit and briefings from the finance director and head of procurement.
5	Birmingham and Solihull Mental Health NHS Foundation Trust	Expiry of existing contract	In-house	6 months	Four governors established a working group. Working group presented the recommendation to the council.	Several sources of guidance provided to governors including a number of face to face sessions over a two week period and a meeting with the chair of audit of another foundation trust initiating the same process.

Photographs courtesy of Will Stedman Photography

CASE STUDIES

For all five case studies the chair of the foundation trust audit committee made a recommendation to the council of governors on the firm to appoint as external auditor and in all case studies the council of governors accepted the recommendation.

Case studies 1-4

The resignation of the external auditor is very rare. However, in 2010 the government announced the abolishment of the audit commission who at the time provided external audit services to almost fifty per cent of all foundation trusts. As a result, the audit commission was required to resign its foundation trust appointments thereby triggering the need for the affected foundation trusts to seek new external auditors.

North East Ambulance Service NHS
NHS Foundation Trust

1. North East Ambulance NHS Foundation Trust (September 2012 appointment)

The foundation trust used an existing skills audit of their governors to enable the council of governors to quickly identify two governors to represent them on an audit task and finish group which managed the process. The audit task and finish group reported to the audit committee and its membership also included the audit committee chair, another NED, the finance director and head of procurement. The council of governors' monthly programme included a session on the role and duties of the external auditor.

The audit task and finish group considered the different procurement options available to the foundation trust and due to the time constraints it faced, agreed to use a framework agreement for external audit. This meant that the foundation trust had access to a list of audit firms which had already met the eligibility requirements outlined in the *Audit Code*.

The foundation trust still required interested firms to make a presentation to support their tender response.

Royal Free London NHS
NHS Foundation Trust

2. Royal Free London NHS Foundation Trust (September 2012 appointment)

The Royal Free London achieved foundation trust status on 1 April 2012 and owing to the inability of the incumbent to continue as external auditor the foundation trust was required to start the appointment process. The council of governors identified one governor with relevant experience and another governor volunteered to form a task and finish sub-group. The sub-group also included the chair of the audit committee, another NED, the finance director and deputy director of finance. The process which comprised a pre-qualification questionnaire, evaluation of responses to the ITT and a presentation from shortlisted firms was largely led by the finance director and deputy director of finance with regular engagement with the council of governors.

The governors represented on the task and finish sub-group were not directly involved in the pre-qualification evaluation but did evaluate the tenders and were part of the panel that received the presentations from invited firms. The governors were unable to use the accepted commercial practice of requesting 'best and final offers' after firms had submitted their proposals because of the restricted procedure used by the foundation trust.

East London NHS
NHS Foundation Trust

3. East London NHS Foundation Trust (April 2012 appointment)

The foundation trust was undertaking its second external audit appointment process in 2012. The audit committee chair and director of finance presented a report to the council of governors on their involvement in the process to appoint a new provider. The council of governors identified two governors to join a group to lead the process, which also included the chair of the audit committee, the deputy director of finance, the head of procurement and the director of governance. The two governors received informal and one-to-one support from foundation trust staff to help them to understand the role of external audit.

The foundation trust decided to use an external procurement service to facilitate the management of the tender process. Although the governors on the group had limited involvement in the pre-qualification questionnaire they did bring a focus on the quality agenda in the discussions on the tender specification. The governors were part of the evaluation panel receiving tenders and presentations from invited firms and again focused their questions on the quality agenda.

The Walton Centre NHS
NHS Foundation Trust

4. The Walton Centre NHS Foundation Trust (September 2012 appointment)

The foundation trust was required to start the appointment process following the inability of the incumbent to continue as external auditor. The director of corporate and research governance talked to the council of governors and outlined the role of external audit, the appointment process and the council agreed that the process be kept as simple as possible.

Three governors volunteered to join a working group to lead the process, including one governor with a financial background.

The working group was supported by briefings and information from the chair of the audit committee, the director of finance and procurement. The foundation trust used an existing procurement framework used by other public bodies for external audit so the working group had no involvement in the pre-qualification stage of the process.

The governors also requested that the foundation trust staff set the tender specification and evaluation criteria however the three governors did form the evaluation panel along with the chair of the audit committee. The director of finance and the director of corporate and research governance advised the panel but did not evaluate the tenders.

The governors felt that their involvement helped ensure the appointment of an external auditor who understood the foundation trust and had the requisite skills and experience to deliver a quality service.

Birmingham and Solihull NHS
Mental Health NHS Foundation Trust

5. Birmingham and Solihull Mental Health NHS Foundation Trust (November 2013 appointment)

The foundation trust began undertaking its second external audit appointment process in June 2013 as the existing three year contract was extended one year to include the financial year 2013/14. As such it had more time to plan and prepare for the role of the council of governors in the appointment process. It also had learning from the first appointment process. As a result the foundation trust invested significant time and resource into ensuring governors were supported and made sufficiently aware of the role and duties of the external auditor to enable them to discharge their responsibilities in making the appointment. The council of governors formed a working group comprising four governors with a variety of experience but none directly related to external audit.

The group received training and guidance throughout the process including access to guidance documents such as the HFMA audit committee handbook, discussions with the chair of the audit committee and presentations from the foundation trust's internal auditors on the role of external audit and from the chair of audit committee from another foundation trust going through the same process. The governors were instrumental in drafting the invitation to tender document including challenging the weightings and scoring of the evaluation criteria. The working group also decided on an evaluation panel which comprised the working group, the chair of the audit committee and the chief financial officer.

The governors focused on the non-technical aspects of the external audit function, particularly around the importance of effective working relationships between the auditor, foundation trust staff and the council of governors.

GovernWell

A one stop training resource for foundation trust governors

GovernWell is the national training programme for foundation trust governors run by the Foundation Trust Network. The programme aims to be a one-stop resource for governors to develop their knowledge and skills.

To find out more visit:

www.foundationtrustnetwork.org/governwell

MAZARS

Produced in partnership with Mazars – an international audit, accounting and advisory firm, working with foundation trusts and other UK public bodies.

8. COUNCIL OF GOVERNORS COMMITTEE AND SUB-GROUP TERMS OF REFERENCE ANNUAL REVIEW

Debbie Henderson, Director of Communications and Corporate Affairs

REFERENCES

Only PDFs are attached

8a. Governors' Nomco ToR Review November 2023.pdf

8b. Governors' Steering Group ToR Sept 23.pdf

8c. Terms of Ref CoG Quality Group updated August 2023.pdf

Council of Governors: Nomination Committee Terms of Reference November 2023

Group Name:	Governors' Nomination Committee
Group Type:	Statutory Sub-Committee of the Council of Governors
Timing and frequency	Meetings will be held on a quarterly basis, however, further meetings can be called at the request of the Chair
Group secretary	Corporate Affairs Office
Reporting arrangements	Verbal updates will be provided to the Council of Governors General meetings via the Chair. Formal reports on formal business will be presented to meetings of the full Council of Governors in line with delegated authority set out in these terms of reference.
Membership	
Chair	Meetings will be Co-Chaired by the Chair of the Council of Governors and Board of Directors and the Lead Governor.
Members	Chair of the Council of Governors and Board of Directors Lead Governor Two Service User and/or Carer Governors (one of which can be the Lead Governor) One appointed Governor One staff Governor Two additional Governor from any constituency Director of Communications and Corporate Affairs
Quorum	Four members to include the Chair and a minimum of three Governor members
Purpose	
As per the Trust Constitution, the Council of Governors shall establish a committee of its members to be called the Nominations Committee to discharge those functions in relation to the appointment and removal of the Trust Chair and Non-Executive Directors and their remuneration and allowances and other terms and conditions. The committee should comply with Monitor's 'Code of Governance' and Monitor's 'Your statutory duties: a reference guide for NHS FT Governors'. The primary purpose of the Nominations Committee is to lead the process for	

appointments, ensure plans are in place for orderly succession to the Board and oversee the development of a diverse pipeline for succession.

NB: When discussing issues relating to the Chairman of the Council of Governors and Board of Directors, the Committee will seek the views and involvement of the Senior Independent Director

Key Responsibilities

- Regularly review the structure, size, and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board regarding any changes to be considered relating to the Non-Executive Director cohort.
- To identify any missing skills on the Board, and to incorporate them into the job descriptions and person specifications for Chair and Non-Executive Director posts.
- To review and agree job descriptions and person specifications for all Chair and Non-Executive Director vacancies, taking into consideration the view of the Board.
- Agree the criteria and process for the recruitment and appointment of the Chairman of the Council of Governors and Board of Directors and other Non-Executive Directors (NEDs), taking into consideration the views of the Chief Executive and Board of Directors.
- To agree and recommend to the Council of Governors, the recruitment and selection arrangements for the Chairman and Non-Executive Director posts.
- To decide if external consultants should be appointed to assist in the recruitment process, to interview suitable agencies and to select accordingly.
- To agree the composition of the Interview Panel and other arrangements for the interview process for the Chair and Non-Executive Director posts.
- To agree and recommend to the Council of Governors, the re-appointment process for the Chairman and Non-Executive Directors who wish to stand for further terms of office.
- To recommend the appointment/re-appointment of the Chair and Non-Executive Directors to the Council of Governors
- Contribute to plans for orderly succession to the Board and the development of a diverse pipeline for succession, considering the challenges and opportunities facing the organisation, and the skills and expertise needed on the Board in the future.
- Regularly review the remuneration and terms and conditions for the Chair and Non-Executive Directors taking into consideration national legislation, regulation and guidance.
- Agree the criteria and process for the removal of the Trust Chair and Non-Executive Directors including agreeing the process for investigating any allegations made against the Chair and other Non-Executive Directors.
- Annually review the appraisal process and appraisal outcomes of the Chair and Non-Executive Directors and as such, keep under review their performance.

Review date

Previous review date: November 2022
Review Date: November 2023

Council of Governors: Steering Group Terms of Reference
September 2023

Group Name:	Governors' Steering Group
Group Type:	Standing Group of the Council of Governors
Timing and frequency	Meetings will be held bi-monthly
Group secretary	Corporate Affairs Office
Reporting arrangements	Verbal updates will be provided to the Council of Governors General meetings via the meeting Chair
Membership	
Chair	Chairman of the Council of Governors and Board of Directors
Members	• Lead Governor • Deputy Lead Governor • On representative from the Service User Governor constituency (may include Lead or Deputy Governor) • One representative from the Carer Governor constituency (may include Lead or Deputy Lead Governor) • Three additional Governors from any other constituency • ~~One representative from each of the Governor Committees and groups~~ • ~~One representative from each of the Governor Constituencies (if not covered within the above)~~
In attendance	• Director of Communications and Corporate Affairs • Corporate Governance Manager • Corporate Engagement~~Governance~~ Assistant ~~Officer~~
Quorum	Four members to include the Chairman and a minimum of three Governor members
Purpose	
To keep under review the work of the Council of Governors, ensuring that the Council of Governors continues to fulfil its statutory duties, and receive appropriate assurance on the organisations planning, development, and key risks.	

Officer Attendance and Support
• Director of Communications and Corporate Affairs, Corporate Governance Manager and/or Corporate Governance Officer
Key Responsibilities
• To support the Chair on matters for inclusion in the agenda of Council of Governor General meetings and/or topics for discussion at Engagement Sessions. • To coordinate and progress the work of Governor Committees and Groups established by the Council of Governors. • To be responsible for ~~the~~ community ~~membership~~ engagement and Governor development strategy and ensure that the Council of Governors communicates appropriately with its membership. • To review any proposals from the Governors Governance Group in relation to good governance and internal controls associated with the Council of Governors and the Trust constitution. • To review any issues with regard to the effective functioning of the Council of Governors and report any recommendations on actions to be taken to the full Council of Governors for approval.
Review date
Previous review date: October 2022~~October 2021~~ Review Date: September 2023~~October 2022~~3

Council of Governors
Quality Sub-Group
Terms of Reference

Purpose
The group provides a specific focus on quality of care and will add value to what already exists within the Trust, reporting directly to the Council of Governors on quality issues and making recommendations. Quality in this context explores the clinical effectiveness, safety, carer and patient experience of our services.
Membership
Membership of the Group will be comprised of: • Two Public Governors • Two Service User Governors • Two Carer Governors • One Staff Governor Whilst the core membership is shown above, all members of the Council of Governors are encouraged to attend meetings. Other members can be co-opted to the group for specific projects. Membership of the Group will be approved by the Council of Governors by approval of these Terms of Reference.
Other Officers Attendance
• Deputy Director, Commissioning and Quality Assurance (or deputy) • Director, Communications and Corporate Affairs (or deputy) • Other officers may attend at the request of the Chair
Chair and Deputy Chair(s)
A Governor nominated by the Group and approved by the majority of the Group, will Chair the meetings.
Quorum
A minimum of four members are required to be in attendance for the meeting to be deemed quorate. This must include at least one Public Governor, at least one Service User Governor and at least one Carer Governor.
Frequency of Meetings
Meetings will be held on a bi-monthly basis.
Reporting

Minutes (or draft minutes) of the meetings will be submitted to the Council of Governors meetings and Quality and Performance Committee
Key Responsibilities
1. **Quality Accounts** - Contribute to the development of the Trust Quality Account and ensure that the published Quality Account accurately reflects the experience of Trust service users and carers. The Group will also provide a statement for inclusion on the Quality Account on behalf of the full Council of Governors. 2. **Quality Priorities** - In recognition of the value of Governor involvement in Quality Accounts, it is felt that this could be strengthened by the group considering and supporting the annual Quality Priorities. The group would look to understand and be actively involved in selected priorities and could make recommendations to support leads to achieve the priorities. 3. Receive assurance from Trust representatives on progress of achieving the Trust's Quality Priorities. 4. Other specific quality agenda areas identified by the Council of Governors. 5. The Group will maintain a relationship with the Trust Quality and Performance Committee via representatives attending the Q&P Committee. **NB:** it should be noted that this Group is not an appropriate route to raise individual issues. For advice on highlighting issues please contact the Director of Communications and Corporate Affairs.
Review Date
August 2023

9. SYSTEM WORKING AND COLLABORATION : ROLE OF FT COUNCIL OF GOVERNORS UPDATE

Debbie Henderson, Director of Communications and Corporate Affairs

REFERENCES

Only PDFs are attached

9a. System working and collaboration - role of FT COG.pdf

9b. Appendix 1 Addendum System working and collaboration role FT COG.pdf

Name of meeting	**Council of Governors**
Date of Meeting	**Thursday 9th November 2023**
Title of report	**System Working and Collaboration: Role of Foundation Trust Councils and Governors**
Lead	**Debbie Henderson, Director of Communications and Corporate Affairs/ Trust Secretary**
Report author	**Kirsty Allan, Corporate Governance Manager / Deputy Trust Secretary**

Purpose of the report	
To note	
For assurance	**X**
For discussion	
For decision	

Strategic ambitions this paper supports (please check the appropriate box)	
1. Quality care, every day	X
2. Person-led care, when and where it is needed	
3. A great place to work	
4. Sustainable for the long term, innovating every day	X
5. Working with and for our communities	X

Meetings where this item has been considered	
Quality and Performance	
Audit	
Mental Health Legislation	
Remuneration Committee	
Resource and Business Assurance	
Charitable Funds Committee	
Provider Collaborative/Lead Provider	
People	
CEDAR Programme Board	
Other/external (please specify)	

Management meetings where this item has been considered	
Executive Management Group	
Business Delivery Group	
Trust Safety Group	
Locality Operational Management Group	

Does the report impact on any of the following areas *(please check the box and provide detail in the body of the report)*			
Equality, diversity and or disability		Reputational	X
Workforce		Environmental	
Financial/value for money		Estates and facilities	
Commercial		Compliance/Regulatory	X
Quality, safety and experience		Service user, carer and stakeholder involvement	

Board Assurance Framework/Corporate Risk Register risks this paper relates to
Compliance with statutory and regulatory requirements

Council of Governors

Thursday 9th November 2023

System Working and Collaboration:
Role of Foundation Trust Councils of Governors

1. Introduction

On 27th October 2022, NHS England published an addendum to what had originally been a Monitor publication Your statutory duties: A reference guide for NHS Foundation Trust Governors (the guide for Governors). The addendum is titled System Working and Collaboration: Role of Foundation Trust Councils of Governors and follows the formal establishment of Integrated Care Systems as part of the Health and Care Act 2022.

The purpose of this report is to provide the Council of Governors with an overview of the Addendum and any implications for the Trust, together with an assessment of the Trust's current position against the various requirements set out in the Addendum.

2. Background

The Guide for Governors has been in place since August 2013 and clearly there has been a range of significant developments in the intervening period. The NHS Long Term Plan was published in 2019 and set out an ambition to develop new ways of working based on principles of co-design and collaboration. The importance of different parts of the health and care system working together in the best interest of patients and the public was starkly demonstrated during the COVID-19 pandemic.

A key milestone in developing collaborative working was the establishment of Integrated Care Systems (ICSs) across England bringing health and care organisations together to deliver priorities for the system including compliance with the triple aim of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources. The Health and Care Act 2022 removed legal barriers to collaboration and integrated care and put ICSs on a statutory footing in the Summer of 2022.

The Addendum document (appendix A) supplements existing guidance for NHS Foundation Trust Governors and explains how the existing legal duties of Councils of Governors support system working and collaboration. It should be noted that there has been no change to the statutory duties of Councils of Governors and that the Addendum only applies to a Council of Governors' role within its own Foundation Trust's governance structure. The Addendum does not relate to the governance of Integrated Care Boards.

Key points of the Addendum are:

- It is based on existing statutory duties set out in the National Health Service Act 2006.

- It incorporates the principles of the ICS Design Framework.

- It supports collaboration between organisations and the delivery of better joined up care.

- Councils of Governors are required to form a rounded view of the interests of the 'public at large'.

- It includes updated considerations for the statutory duties of Council of Governors

- It is only relevant to a Council of Governors' role within its own Foundation Trust's governance structure.

- The Addendum does not relate to the governance of Integrated Care Boards

3. Assessment against Addendum Requirements

As stated earlier, the Addendum only applies to a Council of Governors' role within its own Foundation Trust's governance structure. Council of Governors will need to be assured that the Foundation Trust Board has considered the consequences of decisions on other partners within their system, and the impact on the public at large.

The Addendum provides clarity on the three statutory duties that will be most affected by the transition to system working together with additional considerations for each duty that reflect the new context that Trusts are operating in. The three duties are:

- **Holding the Non-Executive Directors to account** – and recognising that the Trust's success will increasingly be judged against its contribution to the objectives of the ICS

- **Representing the interests of Trust members and the public** – to support collaboration between organisations and the delivery of better, joined up care, Councils of Governors are required to form a rounded view of the interests of the 'public at large'. This includes the population of the local system of which the Foundation Trust is part. No organisation can operate in isolation, and each is dependent to a greater or lesser extent on the effort of others.

- **Taking Decisions on Significant Transactions** – in the context of due process including consideration of the 'public at large' and impact on partners within the ICS.

The Addendum also includes suggested approaches to support better working between the Council of Governors and the Board together with examples of means of communication and engagement.

As assessment of the updated considerations for Council of Governors set out in the Addendum has been undertaken with outcomes detailed in (Appendix 2).

4. Next Steps

The self-assessment and associated outcomes at Appendix 2 represent the starting point for work to develop Council of Governors understanding and practice to satisfy the various requirements and the entries in red font are proposed developments for the Council to consider.

The Corporate Governance Team are working regionally with colleagues from across the North East and North Cumbria Integrated Care System to look to standardise constitutional and governance arrangements, where possible, to support the effectiveness of system working in respect of this on Governor roles.

6. Recommendation

Council of Governors is recommended to:

- Receive for information the following document included (Appendix 1) – System Working and Collaboration: Role of Foundation Trust Councils of Governors.

- Receive the report and note the outcomes of an assessment against the requirements of the NHS England publication, System Working and Collaboration: Role of Foundation Trust Councils' (Appendix 2)

Debbie Henderson
Director of Communications and Corporate Affairs

Kirsty Allan
Corporate Governance Manager / Deputy Trust Secretary

October 2023

Appendix 2 – Assessment against Addendum Requirements

Updated considerations	Potential Implications for CNTW	Assessment	RAG
1. The Council of Governors has a duty to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors			
The success of an individual foundation trust will increasingly be judged against contribution to the Integrated Care System and therefore performance must be seen in the context of openness to collaboration.	Adherence to these principles will be largely demonstrated through the papers received, and the challenge by Governors at Council of Governors meetings.	• The CoG receives regular updates from the Chair and Executive Directors on the Trusts involvement in collaborative working • Governors should continue to hold NEDs to account in the context of the system as a whole and the 'public at large'. • Observation of Board meetings by Governors is a good opportunity to observe Director challenge in practice. • Review the CoG cycle of reporting to ensure that information on System strategy, plans and performance is providing to the CoG. • Consider scheduling at the joint Board and CoG or CoG Engagement Session strategy / development session with a focus on collaboration and partnership working.	**GREEN**
Consideration should be given to how Board decision making complies with the triple aim duty (better health and wellbeing; better quality of services; and sustainable use of resources) as well as reducing health inequalities in access, experience and outcomes.	Consideration of the triple aim duty needs to be incorporated in reports to the COG and included on the cycle of reporting.	• The Performance update presented to the COG meeting includes some elements relating to the triple aim duty but content needs to be further developed. • In relation to health inequalities these will be included in the IPR/performance report.	**AMBER**
The statutory duties of the COG have not changed, and the relationship of the COGs remain with their own Board, the ICB or any other part of the system(s) their Trust operates in.	The role of the COG in terms of the ICB and system relationship requires further clarity.	• Whilst the guidance states that the statutory duties have not changed, the role of the COGs within systems is not yet clear and the Trust continues to work with the ICB and NENC ICB to understand the emerging roles within the new system. • While the COG is well established a self-assessment of effectiveness in discharging its statutory duties has been recently undertaken, a further review would be beneficial.	**AMBER**
2. Representing the interests of Trust members and the public			

Each ICB will build a range of engagement approaches and this will be supported by continuation of existing FT duties relating to patient and public involvement including the role of Governors.	Current COG role to continue.	• The COG is well established with active Membership and Engagement which has enhanced dramatically post COVID. • Current activity includes members' events, Governor participation in external events and Governor Elections as well as participation in NED and Governor service visits.	**GREEN**
Governors are not restricted to representing a narrow selection of the public served by the Foundation Trust and are required to take into account the interests of the 'public at large' (including population of the local systems).	While the COG composition covers a wide geographical area, which reflects service provision of a specialist trust, the concept and practically of taking into account the 'public at large' will need to be explored further.	• Current Council of Governors composition covers a wide geographical area. • Governors will need to consider the implications of the 'public at large' requirement to both their individual roles and their collective role as a Council of Governors. Consider whether this should be the subject for the Governor Steering Group to look at removal of services and have 7 compositions with 7 seats in each except for voluntary and University.	**AMBER**
There is no expectation that the way Governors undertake the engagement duty should materially change, however COGs should be assured that their Trust is engaging widely.	The COG should consider how it is assured about the scope and breadth of Trust engagement across the system.	• The Council of Governors has Appointed Governor representation across a wide range of stakeholder organisations. • Verbal update have been provided, usually by the CEO and Deputy CEO on ICS developments and partner collaboration. • Need to consider how reporting to CoG on Trust system engagement can be enhanced (i.e., via Director of Communications and Corporate Affairs and developing work around involvement from a system-perspective)	**AMBER**
Governors will need to consider interests beyond their own ICS, working with their Board to consider how to represent the interest across other ICSs.	The COG already has a wide reach to reflect the nature of the services of a Specialist Trust.	• The Council of Governors has representation from Newcastle and the Rest of England and Wales. • Governors will need to work with the Board, through the Chair to consider the practicalities of how to represent the interests of the public across different ICSs.	**AMBER**
3. Taking decisions on significant transactions, acquisitions, separations and dissolutions			

Governors need to be assured that the process undertaken by the Board in reaching its decision was appropriate, and that interests of the 'public at large' were considered.	The concept of 'public at large' needs to be further explored.	• While not significant transactions, the COG receives updates on system developments and the Trusts role in service and pathway developments. • Significant transactions etc, by their nature would only happen infrequently and would likely be subject to nationally prescribed processes.	**GREEN**
Transaction proposals need to demonstrate a clear case for change, and in the new NHS ways of working this may mean the COGs may need to consent to decisions that benefit broader public interest while not have immediate benefit for the Trust.	The COG will need to have an understanding of the broader system implications in decision making.	• Requirement noted. As detailed above, such developments will be infrequent. • The system architecture, roles and decisions making are still developing and the means of reporting progress to COG will need to be considered.	**GREEN**

Classification: Official

Publication reference: PR2077

NHS England

Addendum to Your statutory duties – reference guide for NHS foundation trust governors

System working and collaboration: role of foundation trust councils of governors

27 October 2022

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Equality and health inequalities statement

Promoting equality and addressing health inequalities are at the heart of NHS England's values. Throughout the development of the policies and processes cited in this document, we have:

- Given due regard to the need to eliminate discrimination, harassment and victimisation, to advance equality of opportunity, and to foster good relations between people who share a relevant protected characteristic (as cited under the Equality Act 2010) and those who do not share it; and
- Given regard to the need to reduce inequalities between patients in access to, and outcomes from healthcare services and to ensure services are provided in an integrated way where this might reduce health inequalities.

About this document

This addendum supplements existing guidance for NHS foundation trust governors and explains how the legal duties of foundation trust councils of governors support system working and collaboration.

Key points

- This addendum is based on the existing statutory duties in the 2006 Act, and the principles regarding collaboration and system working in the June 2021 Integrated care systems: design framework.
- To support collaboration between organisations and the delivery of better, joined-up care, councils of governors are required to form a rounded view of the interests of the 'public at large'.
- Updated considerations are set out in respect to the following legal duties of councils of governors: holding the non-executive directors to account, representing the interests of trust members and the public, and approving significant transactions, mergers, acquisitions, separations or dissolutions.
- This addendum only applies to a council of governors' statutory role within its own foundation trust's governance.

Action required

- NHS England expects councils of governors to act in line with the principles in this addendum.

Other guidance and resources

- Integrated care systems: design framework
- Working together at scale: guidance on provider collaboratives
- The wider suite of Integrated care systems: guidance

1. Introduction

This addendum to NHS England's Your statutory duties: A reference guide for NHS foundation trust governors (the guide for governors), originally published by Monitor, explains how the duties of NHS foundation trust councils of governors support system working and collaboration, and provides examples of good practice. It supplements (rather than replaces) the guide for governors, and the two documents should be used in conjunction.

The guide for governors lays out the statutory duties of NHS foundation trust councils of governors, as provided by the National Health Service Act 2006 (the 2006 Act) and amended by the Health and Social Care Act 2012. It is written for councils of governors (rather than trust boards). The legislation applies to councils of governors as a whole, not individual governors. Councils have no powers of delegation, so they can only take decisions in full council.

There is no change to the statutory duties for councils of governors, as outlined in the 2006 Act. For more details on any of the NHS foundation trust councils of governors' statutory duties and powers, please refer to the legislation or contact your trust secretary.

This addendum is based on the statutory duties in the 2006 Act and the principles regarding collaboration and system working in the June 2021 Integrated care systems: design framework and the Health and Care Act 2022. NHS England expects councils of governors to act in line with the principles in this addendum.

This addendum only applies to a council of governors' role **within its own foundation trust's governance**. It does not relate to the governance of the boards of integrated care boards (ICBs).

1.1 What has changed and why?

Background

A great deal has changed since the guide for governors was last updated in August 2013. With the publication of the NHS Long Term Plan (a 10-year plan outlining the

future of the NHS) in January 2019, the NHS set out its ambition to develop new ways of working based on the principles of co-design and collaboration.[1]

These principles are not new to the NHS, as 'working together for patients' has been a core part of the NHS Constitution since 2012. However, the importance of different parts of the health and care system working together in the best interests of patients and the public has been starkly demonstrated during the COVID-19 pandemic. The immediate and long-term challenges facing the NHS, such as an ageing population, increased demand for services and health inequalities, can only be solved by organisations working together and putting patients, service users and populations at the heart of decision-making.

A key milestone in achieving this was the establishment of integrated care systems (ICSs) across England. ICSs bring local health and care organisations together to deliver the priorities for the health and care system, including complying with the triple aim of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources.[2] They do this over the defined geographical area, and depend on NHS organisations, local authorities and other partners that deliver health and care services working together to plan care that meets the needs of their population. This approach is often called 'system working'.

The Health and Care Act 2022 has removed legal barriers to collaboration and integrated care and put ICSs on a statutory footing by establishing for each ICS:

- An integrated care partnership (ICP), a statutory joint committee of the ICB and the responsible local authorities in the ICS, bringing together organisations and representatives concerned with improving the care, health and wellbeing of the population. Each partnership has been established by the NHS and local government as equal partners and has a duty to develop an integrated care strategy proposing how the NHS and local government should exercise their functions to integrate health and care and address the needs of the population identified in the local joint strategic needs assessment(s).
- An ICB, which brings the NHS together locally, to improve population health and care; its unitary board allocates NHS budget and commissions services, and – having regard to the ICP's integrated care strategy – produces a five-year joint

[1] NHS Long Term Plan, p110, 7.1.
[2] Integration and innovation: working together to improve health and social care for all p23, 3.11.

plan for health services and annual capital plan agreed with its partner NHS trusts and foundation trusts.

The ICP and ICB, together with other key elements of the new arrangements including place-based partnerships and provider collaboratives, will bring together all partners within an ICS.

As ICSs develop, organisations are not only expected to provide high-quality care and manage their own finances, but to take on responsibility for wider objectives relating to NHS resources and population health jointly with other providers. This means that system and place-based partnerships will plan and co-ordinate services in a way that improves population health and reduces inequalities.

The success of individual trusts and foundation trusts will increasingly be judged against their contribution to the objectives of the ICS, in addition to their existing duties to deliver safe, effective care and effective use of resources.[3] Trusts are also expected to avoid making decisions that might benefit their own institution but worsen the position for the system overall.[4]

Forming a rounded view in representing 'the public'

The 2006 Act provides councils of governors with their statutory duties. Within those duties, councils of governors are legally responsible for representing the interests of the members of the NHS foundation trust and the public.[5]

While the meaning of 'the public' is not specified in legislation, councils of governors are not restricted to representing the interests of a narrow section of the public served by the NHS foundation trust – that is, patients and the public within the vicinity of the trust or those who form governors' own electorates.

To support collaboration between organisations and the delivery of better, joined-up care, councils of governors are required to form a rounded view of the interests of the 'public at large'. This includes the population of the local system of which the NHS foundation trust is part. No organisation can operate in isolation, and each is dependent on the efforts of others.

[3] Integrated care systems: design framework, p30.
[4] NHS Long Term Plan, p112, 7.9.
[5] Paragraph 10A(b) of Schedule 7 to the NHS Act 2006.

While staff governors and patient, carer and service user governors represent specific constituencies, they are also expected to represent the interests of the members of the trust as a whole and the public. Therefore, they are required to seek and form a view of the interests of the 'public at large'.

This expectation also extends to appointed governors.[6] The continued expectation of appointed governors is that they will work to further the relationship between their own organisation and the NHS foundation trust, but do so within the context of the system, of which they are part.

There is no requirement for trusts to appoint a governor from an ICB; however, they are free to do so, if they wish.

2. Updated considerations for the statutory duties of councils of governors

The statutory duties of councils of governors have not changed, and governors should not anticipate any material change to their day-to-day role.

However, the NHS' move to a new way of working will affect what councils of governors need to consider when performing their statutory duties. Councils of governors will need to be assured their foundation trust board has considered the consequences of decisions on other partners within their system, and the impact on the public at large.

This section provides clarity on the three statutory duties that will be most affected by the transition to system working, setting out additional considerations for each duty, that reflect the new context trusts are operating in:

a. Holding the non-executive directors individually and collectively to account for the performance of the board of directors.
b. Representing the interests of the members of the NHS foundation trust and the public.

[6] At least one governor is required to be appointed by a qualifying local authority and at least one by a university if the hospitals include a medical or dental school provided by a university. A foundation trust can decide whether to have any further appointing organisations, specifying as such in its constitution.

c. Approving ‘significant transactions’, mergers, acquisitions, separations or dissolutions.[7]

Chapter 3 of the guide for governors gives the complete statutory duties and powers of the council of governors.

2.1 General duties of the council of governors (Chapter 4 of the guide for governors)

a. Holding the non-executive directors to account

What are the legal requirements?

The council of governors has a duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors.

General considerations

The guide for governors stipulates: “Holding the non-executive directors to account for the performance of the board does not mean the governors should question every decision or every plan. The role of governors in ‘holding to account’ is one of assurance of the performance of the board.”[8] It suggests that the council of governors should therefore assess what it believes are the key areas of enquiry and provide appropriate challenge. These could be for example:

- due process is not being followed
- the interests of the members and of the public are not being appropriately represented
- the trust is at risk of breaching the conditions of its licence.

Councils of governors may not always agree with the decisions taken by the directors, and directors do not always have to adhere to the council’s preferences. However, the board of directors, as a whole, does have to give due consideration to the views of the council of governors, especially in relation to matters that concern the interests of the members of the NHS foundation trust and the public.[9]

[7] Your statutory duties – a reference guide for governors, p19.
[8] Your statutory duties – a reference guide for governors, p28.
[9] Ibid.

Chapter 4, section 4.1 of the guide for governors gives a complete description of this duty.

What is the role of councils of governors?

Overall responsibility for running an NHS foundation trust lies with the board of directors, and the council of governors is the collective body through which directors explain and justify their actions. Holding to account is therefore not about the performance of individual directors, nor performance management of the board – that is, the council's role is as follows:

1. To consider the board's account of its performance against the criteria that the council has agreed with the board and based on the conditions in the provider licence.
2. To question the board on its account and feedback in a considered manner based on the evidence presented (asking for more evidence if necessary and reasonable).
3. In extreme cases, to raise difficult issues and, after listening to the account of the board, to consider contacting NHS England if it forms a reasonable belief that the trust is in danger of breaching the terms of its licence.

Updated considerations for governors to discuss with their trust's board regarding system working

1. The success of an individual foundation trust will increasingly be judged against its contribution to the objectives of the ICS. This means the board's performance must now be seen in part as the trust's contribution to system-wide plans and their delivery, and its openness to collaboration with other partners, including with other providers through provider collaboratives. In holding non-executive directors to account for the performance of the board, NHS foundation trust councils of governors should consider whether the interests of the public at large have been factored into board decision-making, and be assured of the board's performance in the context of the system as a whole, and as part of the wider provision of health and social care.

   Councils of governors are permitted to demonstrate the interests of the public at large to the board if they feel that the board is not operating in the public's

interests. (For further detail, please see Section 2.1b: Representing the interests of trust members and the public.)

2. Consideration should also be given to how the trust board's decision-making complies with the triple aim duty of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources, as well as the role the trust is playing in reducing health inequalities in access, experience and outcomes.

3. The statutory duties of councils of governors have not changed, and the relationship of councils of governors remains with their own foundation trust board, the ICB or any other part of the system(s) their trust operates in. It remains the case that if governors are acting outside the context of a council meeting they do so solely as individuals, ie outside their statutory role as governor.

Illustrative scenario 1: A council of governors considers the role the NHS foundation trust has played within the ICS in holding the non-executive directors to account for the performance of the board

To hold the non-executive directors to account, the council of governors may already have a number of approaches in place, including:

1. Observing the contributions of the non-executive directors at board meetings and during meetings with governors.
2. Gathering information on the performance of the board against its strategy and plans.
3. Receiving the trust's quality report and accounts and questioning the non-executive directors on their content.

These allow the council of governors to determine its key areas of concern and provide appropriate challenge.

The council of governors is mindful that NHS England has now set a clear expectation that NHS foundation trusts will collaborate effectively with system partners to co-design and deliver plans, and that the failure of a trust to do so may be treated as a breach of governance licence conditions.

To form a view about the trust's contribution to system performance and development, the council of governors may need to adapt its approaches.

1. Seeking to understand the arrangements for the trust's contribution to shared planning and decision-making forums – eg system and place-based arrangements and provider collaboratives – and how the interests of patients and the public are considered.

2. Requesting information on the ICP's integrated care strategy and the ICB's five-year joint plan from the board to understand how the trust's plans relate to overarching system development.

3. Requesting information on the ICB's performance from the board to understand how the trust's performance relates to that of its system.

4. Receiving assurance from non-executive directors that the board's decisions comply with the triple aim duty – better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources – and have the opportunity to question the non-executive directors about this.

The trust is expected to ensure that the council of governors is provided with appropriate information, and that the governors are given opportunities to meet the board to raise questions about the trust's role within the system, or systems, of which it is part.

b. Representing the interests of trust members and the public

What are the legal requirements?

Under the 2006 Act, councils of governors have a duty to represent the interests of the members of the NHS foundation trust and the public.

General considerations

The general duty to represent the interests of members and the public includes (but is not limited to) all other statutory duties that councils of governors are expected to fulfil, and should underpin all elements of their role as outlined in the guide for governors and the NHS foundation trust's own constitution. The council of governors should therefore interact regularly with the members of the trust and the public to ensure it understands their views, and to clearly communicate information on trust and system performance and planning in return. However, governors should take care to disclose only those matters that the trust considers non-confidential.[10]

Councils of governors must be mindful that a number of different bodies and organisations (such as Healthwatch) represent the interests of the public, and governors should therefore work collaboratively with one another and with other representative bodies, to ensure that the public has been as broadly represented as possible.

It should be noted that while staff, patient, carer and service user governors represent specific constituencies, they are also expected to represent the interests of the members of the trust as a whole and the public at large.

Chapter 4, section 4.2 of the guide for governors gives a complete description of this duty.

Updated considerations for governors to discuss with their trust's board regarding system working

1. Each ICB will be expected to build a range of engagement approaches into its activities at every level, and to prioritise engaging with groups affected by health inequalities in access, experience and outcomes, in a culturally competent way. This will be supported by a legal duty for each ICB to make arrangements to involve patients, unpaid carers and the public in planning and commissioning arrangements, and by a continuation of existing foundation trust duties relating to patient and public involvement, including the role of foundation trust governors.
2. Councils of governors are not restricted to representing the interests of a narrow section of the public served by the NHS foundation trust – that is, patients and the

[10] Your statutory duties – a reference guide for governors, p31.

public within the vicinity of the trust or those who form governors' own electorates. To discharge this statutory duty, councils of governors are required to take account of the interests of the 'public at large'. This includes the population of the local system of which the trust is part.

3. **There is no expectation that the way governors undertake this duty should materially change.** However, councils of governors should be assured that their trust is engaging widely, and when engaging with the public themselves, councils of governors need not limit their engagement to the public and patients in their electorate or personal networks. They may also work with their board to consider how best to engage with other bodies and organisations in their system that represent the interests of the public at large (such as voluntary sector organisations and Healthwatch). Governors must also adhere to their trust's communications or media policies when engaging and communicating with the public.

4. In some cases, councils of governors will need to consider the interests of patients and the public in other parts of their system and beyond their own ICS. This can be because the trust:

    a. is located within a large ICS or is geographically distant from other system partners

    b. has a specialist service footprint

    c. is near a geographical boundary and may provide services to members and patients from other ICSs

    Governors should work with their board to consider how to represent the interests of the public across a wide geographical footprint or in other ICSs.

Illustrative scenario 2: An NHS foundation trust and its council of governors work together to strengthen mechanisms by which the council of governors can consider the views of the wider public

The council of governors may already have various ways through which it engages with members and the public. These may include governor drop-in events where members and the public can meet governors, a dedicated page on the foundation trust's website to share information and surveys to gather members' and the public's views. The council of governors may also have agreed routes for feeding views back to the board, such as regular reports or presentations at council meetings.

To strengthen mechanisms to consider the views of the wider public, the council of governors should take additional steps:

1. Working with the trust to use technology to engage with members and the public. This could include adding to face-to-face interactions with virtual engagement via online events, which could improve accessibility for some patient cohorts and the public.

2. Considering how it can engage with other stakeholders that have a role in promoting the interests of patients and the public, eg local branches of Healthwatch and voluntary sector organisations. Governors may also work with their trust to build relationships with organisations that can help gather the views of seldom heard groups.

3. Asking for information on how the trust intends to address health inequalities in both its own plan and contributing to that for the wider system. This could be supplemented as appropriate with the population health data (eg demographics and deprivation data) that underpins the ICB's planning, including the identification of unmet need. This helps the council of governors understand the impact of action taken by the trust to address health inequalities.

4. If the trust's footprint is wide, or even extends beyond its ICS (because it sits in a large ICS, provides specialist services or sits on a geographical boundary), the council of governors might work with its board to consider how best to represent the interests of members and the public; for example, by:

a. being aware of how the trust's services are used and accessed

b. being assured that the trust has considered the impact of any changes or decisions on the public using its services, irrespective of what system they are in

c. being assured that the trust has assessed the impact of its decisions on the care being provided to patients across the ICS.

2.2 Taking decisions on significant transactions, mergers, acquisitions, separations and dissolutions (Chapter 10 of the guide for governors)

c. Approving significant transactions, mergers, acquisitions, separations or dissolutions

Chapter 10 of the guide for governors explains what a 'significant transaction' is.

It may also be helpful to refer to Appendix 10: Legal and regulatory requirements for transactions of the Transactions guidance[11] for a more detailed and operational definition.

What are the legal requirements?

Under the 2012 Act:

- **More than half the members of the full council of governors of the trust voting** need to approve the foundation trust entering into any significant transaction, as specified in the trust's constitution. This means more than half the governors who are in attendance at the meeting and who vote at that meeting.
- **More than half the members of the full council of governors** must approve any application by the foundation trust to merge with or acquire another trust, to separate the trust into two or more new NHS foundation trusts or to dissolve the trust. This means more than half the total number of governors, not just half the number who attend the meeting at which the decision is taken. If the other party

[11] Assuring and supporting complex change: Statutory transactions, including mergers and acquisitions

to the proposed transaction is also an NHS foundation trust, more than half the governors of that foundation trust must also approve the transaction.[12]

What are councils of governors asked to take a decision on?

The 2006 Act states that the foundation trust's constitution "must provide for all the powers of the organisation to be exercisable by the board of directors on its behalf".[13] As such it is the board of directors that must decide whether a transaction should proceed.

Councils of governors are responsible for assuring themselves that the board of directors has been thorough and comprehensive in reaching its decision to undertake a transaction (that is, has undertaken due diligence), and that it has appropriately considered the interests of members and the public as part of the decision-making process.[14] As long as they are appropriately assured of this, governors should not unreasonably withhold their consent for a proposal to go ahead.[15] They should consider the implications of withholding consent in terms of the key risks the transaction was designed to address.

Given councils of governors have no power of delegation, they can only make decisions in full council. Hence, they should attempt to reach a consensus based on the broad views of the council members. In common with boards of directors, they should not allow themselves to be unduly influenced by the views of individuals, but instead should attempt to ensure that all voices are heard and considered.

The council of governors must obtain sufficient information from the board of directors on the proposed significant transaction, merger, acquisition, separation or dissolution to make an informed decision.[16]

Chapter 10 of the guide for governors gives a more complete description of this duty.

[12] Your statutory duties – a reference guide for governors, p60.
[13] Paragraph 15(2) of Schedule 7 to the NHS Act 2006.
[14] Your statutory duties – a reference guide for governors, p63–4.
[15] Ibid.
[16] Ibid.

Updated considerations for governors to discuss with their trust's board regarding system working

1. Governors need to be assured that the process undertaken by the board in reaching its decision was appropriate, and that the interests of the 'public at large' were considered. A council can disagree with the merits of a particular decision of the board on a transaction, but still give its consent because due diligence has been followed and assurance received. To withhold its consent, the council of governors would need to establish that appropriate due diligence was either not undertaken or properly factored into decision-making.

2. All transaction proposals need to demonstrate a clear case for change to meet NHS England's assurance requirements, including how they will result in material improvements to the quality of services. Benefits arising from the transaction could be for the patients served by the trust or the wider public, eg by impacting patients of other providers or reducing health inequalities across the population. In the context of the NHS' new way of working, this means that councils of governors may well be expected to consent to decisions that benefit the broader public interest while not being of immediate advantage to or creating some level of risk for their NHS foundation trust. Consent should not be given for decisions that benefit the NHS foundation trust without regard to the effect on other NHS organisations, or the overall position of a wider footprint such as an ICS.

Illustrative scenario 3: A council of governors approves a significant transaction that may not immediately benefit the individual trust but overall does benefit the population of the wider ICS

The council of governors provides consent because the board has adequately assured it that the appropriate process has been followed.

This significant transaction may not immediately benefit the individual NHS foundation trust but overall is expected to benefit the population of the wider ICS. Some governors disagreed with the merits of the board's proposed transaction, but the full

council gave consent because all processes have been followed, the interests of the public at large have been considered and assurance has been received.

To reach this decision:

1. The board provided the council of governors with appropriate information on the proposed transaction, including the benefits for patients and the public in the wider ICS, and the impact on quality of services, system performance and the system's financial position.
2. The board was open about any risks and opportunities for the NHS foundation trust and how these would be addressed.
3. The board provided evidence that the interests of the public were appropriately considered, and effective engagement processes were followed. The council of governors was given the opportunity to challenge the processes and to ask the non-executive directors questions around any key areas of concern.

3. Working with the board

This section contains suggested approaches to support better working between the council of governors and the board, along with examples of developmental activities already underway across trusts.

3.1 Building relationships and understanding roles

Key relationships

- Trust secretary/membership manager and governor liaison role
- Trust chair
- Trust non-executive directors
- Trust chief executive officer
- Trust board and/executive directors
- Foundation trust members

Practical tips

Governors will receive an induction from their organisation. They should familiarise themselves with the following documents, along with any others their trust secretary, membership manager or anyone in a governor liaison role signposts them to:

- trust's constitution
- Code of Conduct
- confidentiality and data protection policies
- conflict of interest policies
- communications policy
- Nolan principles.

These documents help governors understand the principles and processes by which their trust is governed, outline the composition and general duties of the board, and set out expectations of governor conduct.

It is important that trust boards and their governors act in line with the Nolan principles and are open and transparent with one another. Doing so creates a better environment for challenging conversations.

For more information please refer to Chapter 2 of Your statutory duties: A reference guide for NHS foundation trust governors which outlines the governance structure of NHS foundation trusts. Please also see your trust's own constitution for information that is specific to your own organisation.

3.2 Supporting governors to fulfil the duties of a council of governors

Key relationships

- Trust secretaries/membership manager and governor liaison role
- Trust chair
- Trust non-executive directors
- Trust chief executive officer
- Trust board/executive directors

Expectations: communications and engagement

Governors can expect to attend a variety of meetings organised by the trust, which intend to help inform their decision-making, and to support governors in fulfilling their duties. Formally, this will include council of governor meetings and annual members meetings. Governors should also be encouraged to attend public trust board meetings. The trust may also organise other meetings or forms of engagement such as:

- informal meetings such as Q&As with the chief executive or chair, and workshops with the non-executive directors or board
- regular briefings to members and governors from the chief executive or chair
- ad-hoc briefings or dissemination of information as an issue arises
- non-executive director updates at council of governor meetings.

The board should engage early with the governors about transaction plans. From the outset directors and governors should agree a process for engagement on the transaction, to include:

- the content and timing of information to be provided to governors and any training needs
- how the views of members will be sought and stakeholders kept informed
- how governors can get involved with developing the future governance model, eg by working on the constitution for the post-transaction foundation trust.[17]

3.3 Supporting governors to understand their duties in the context of ICSs and system working

Key relationships

- Trust chair
- Trust chief executive officer
- Trust board secretary/membership manager and governor liaison role

Expectations: communications and engagement

- The trust's chair should facilitate engagement between the ICB, the ICP and the trust's council of governors.

[17] Assuring and supporting complex change: Statutory transactions, including mergers and acquisitions

- The trust should also ensure governors are updated in a timely way on system plans, decisions and delivery.
- The trust should ensure governors receive information on the ICP's integrated care strategy and the ICB' five-year forward plan, as decisions and aspects of delivery that directly affect the trust and its patients.
- The council of governors should consider how it can support its board to engage with patients and the community across the geography of the ICS.

There is no agreed way that a trust should do this. Suggestions based on existing examples are:

- Attending public trust board meetings to listen to the discussion on ICS arrangements. This should also indicate whether the board is acting in the wider public interest and provides an opportunity to hear the types of questions non-executive directors are asking in this respect.
- Board members providing ICS updates at council meetings to ensure that governors are well informed and have an opportunity to ask questions.
- Governor engagement sessions arranged by the ICB or ICP to update on progress in the delivery of system plans.
- The chair cascading key messages after an ICP or ICB meeting.

Practical tips

Your trust should work with governors to understand the following:

- What is the foundation trust's ICS footprint?
- Who are the key partners in the system?
- What is the membership of the ICP?
- What is the membership of the board and committees of the ICB?
- How is the trust contributing to the ICS, and what is the impact of the ICS on existing trust plans?
- How is the trust's decision-making complying with the triple aim duty of better health and wellbeing for everyone, better quality of health services for all individuals and sustainable use of NHS resources?
- How can the council of governors support the trust in leading in or contributing to its ICS?

- How can the council of governors best communicate the ICS plans to the trust members and public?

4. Further information

For national context:

- NHS Long Term Plan
- Integration and innovation: working together to improve health and social care for all
- Integrated care systems: design framework

Relevant NHS England guidance:

- Statutory transactions guidance
- Guidance on pay for very senior managers in NHS trusts and foundation trusts
- NHS Oversight Framework 2022/23
- Guidance on good governance and collaboration

Other resources for governors:

- Govern Well – NHS providers' national training programme for governors

NHS England
Wellington House
133-155 Waterloo Road
London
SE1 8UG

This publication can be made available in a number of alternative formats on request.

10. EQUALITY, DIVERSITY AND INCLUSION UPDATE

Lynne Shaw, Executive Director of Workforce and OD

Presentation

11. GOVERNOR SERVICE VISIT FEEDBACK

Darren Best, Chair

REFERENCES

Only PDFs are attached

11a. Governor service visits report ICTS 17 November 23.pdf

11b. Governor service visits reporCOMMS TEAM 2.10.2023.pdf

GOVERNOR SERVICE VISIT FEEDBACK REPORT	
Date and Time of Planned visit: 17 October 2023	
Name of Governors(s) attending visit: **Emma Silver Price, Karen Lane, Jane Noble, Fiona Regan**	
Service Name:	**ICTS**
Location:	**Hopewood Park**
CBU:	**South Locality**
Named contact for visit:	**Victoria Malone, Operational Associate Director**

Key Highlights of the visit: *(list a maximum of 5-6 bullet points)*

Provides intensive home-based treatment for children and young people with complex mental health needs. Provides urgent assessment for self harm and acute mental health presentations.

Plays an essential role in pre-admission pathway and early discharge for all young people admitted to Ferndene.

This is a universal crisis team up to 18 years

Any key Challenges or Successes the Board should be made aware of:

Increase in triage calls particular over holiday periods.
Waiting lists are less than one year and high risks are prioritised.
Significant vacancies within the team due to the challenging roles.
A team of 14 there are currently 8 vacant posts, 1 long term sick and 1 maternity leave.
There is no full -time medical cover to cover ICTS service.

Staff are unsure where ICTS sits in the structure – as unsure if sits in universal crisis team or CYPS pathway.

There are no agency staff, but the service does offer overtime to staff.

Introduced to the 111 service in April 2025 incorporated into the long term plan wants everyone in the control room together which highlights concerns within the team along with the need for financial investment.

Is there a particular staff member or team who should be recognised for their positive contributions?

Amazing work on wellbeing with staff also being recognised for the work they do has had a great impact on staff morale and the atmosphere they work into.

Justine Tivey, Team Lead for her innovative way of working as she leads on 2 teams CYPS and Older People within the team with shortage of staff and they are meeting the service user needs.
Please list any follow-up actions from the visit: (*e.g. anything the Board or Committee should review*) • Trust Board Photo structure out of date on notice board • Point of You out of date on notice board • Resources for Carers also out of date on notice board. • Staffing pressures as noted above
How would you rate the overall experience of your visit today:
Any comments / feedback / suggestions for your next visit:

GOVERNOR SERVICE VISIT FEEDBACK REPORT	
Date and Time of Planned visit: 2 October 2023	
Name of Governors(s) attending visit: **Tom Rebair, Daisy Mbwanda**	
Service Name:	**Communications Team**
Location:	**St Nicholas Hospital**
CBU:	
Named contact for visit:	**Adele Joicey, Head of Communications**

Key Highlights of the visit: *(list a maximum of 5-6 bullet points)*

7 years ago Communications, Marketing and Patient Information merge into one team, which in essence is a small team compared to other regional trusts with a huge demand upon them with many priorities are classed as urgent.

Any key Challenges or Successes the Board should be made aware of:

Sending / delivering information to the whole trust is a challenge.
With so much change involving very important information including transformation, PSIRF, CQC etc, staff can feel overwhelmed with information being delivered to them.

Each ward has an information volunteer member of staff who updates information on the ward and will inform Comms when leaflets need updating, this is not a requirement within the community as they update information themselves.

Able to download own self-help guides as over 60 digital which generates between £80k-£100k per year and are well used around the world.

Marketing is dedicated to the SHINE Charity and within the next 4 week there are 4 events in Glasgow, Leeds, Belfast and Manchester. Competing with private organisations, providing up to date relevant information, help service recruitment, campaigns, incentives etc.

Due to the recent Staff Awards SHINE raised over £3000 with the idea of raffling 400 balloons which has made a huge impact on the Charity.

Clinicians need to be aware of the SHINE fund to put bids into the Committee.

The Trust Strategy has brought with it a re-brand of over 800 leaflets with posters being distributed to over 220 services in the last week.

They don't tend to work that close with IT as Communications provide updated on the websites themselves. The Sharepoint has been a good investment with the

new intranet and is working extremely well.

Is there a particular staff member or team who should be recognised for their positive contributions?

Amazing work from a small team, with a low turnover of staff and long-standing resource who capture the whole of the Trust with Communications threaded throughout. With requests to communications responded to very quickly, being effective, robust and have the skilled experience.

So much demand on services, people are really keen to go to the media and teams are challenged which is the where the strength of the communication team experience arises and prioritises work.

Always behind the camera to support others to get across key messages, protecting the reputation of the organisation but also being transparent and open.

Please list any follow-up actions from the visit: (*e.g. anything the Board or Committee should review*)

The Communication Team feel that they are the last people to know about organisational changes and have requested to be involved in communications earlier to help and advise others as they feel they are being a reactive service and 'fire fighting' and asked for more involvement at an earlier stage.

How would you rate the overall experience of your visit today:

Any comments / feedback / suggestions for your next visit:

12. GOVERNORS QUESTIONS

Darren Best, Chairman

13. GOVERNORS FEEDBACK - QUALITY AND PERFORMANCE BOARD SUB-COMMITTEE UPDATE

Anne Carlile and Jane Noble

14. GOVERNORS FEEDBACK - AUDIT COMMITTEE BOARD SUB-COMMITTEE

Maria Hall and Jamie Rickelton

15. GOVERNORS FEEDBACK - RESOURCE AND BUSINESS ASSURANCE BOARD SUB-COMMITTEE

Tom Rebair and Jessica Juchau-Scott

16. GOVERNORS FEEDBACK - MENTAL HEALTH LEGISLATION BOARD SUB-COMMITTEE

Fiona Grant and Julia Clifford

17. GOVERNORS FEEDBACK - PROVIDER COLLABORATIVE BOARD SUB-COMMITTEE

Fiona Regan and Ian Palmer

18. GOVERNORS FEEDBACK - PEOPLE BOARD SUB-COMMITTEE

Anne Carlile / Danny Cain

19. GOVERNORS FEEDBACK - CHARITABLE FUNDS BOARD SUB-COMMITTEE

Fiona Grant and Emma Silver-Price

20. GOVERNORS FEEDBACK - NOMINATION COMMITTEE

Darren Best / Anne Carlile - Co Chairs

21. GOVERNORS FEEDBACK - GOVERNORS QUALITY GROUP

Anne Carlile, Chair

22. GOVERNORS FEEDBACK - GOVERNORS' STEERING GROUP

Darren Best, Chair

23. GOVERNORS FEEDBACK - NHS PROVIDERS GOVERNORS ADVISORY COMMITTEE

Anne Carlile

24. ANY OTHER BUSINESS: BOARD OF DIRECTORS MINUTES FOR INFORMATION

Darren Best, Chair

verbal update

25. KEY ITEMS FOR DISCUSSION

Darren Best, Chair

25.1 CQC WELL LED REVIEW

Sarah Rushbrooke, Executive Director of Nursing, Therapies and Quality Assurance

REFERENCES

Only PDFs are attached

25a. CQC Presentation for CoG Nov 023.pptx

25b - Appendix 1 CQC staff handbook 2023.pdf

25c. - Appendix 2 New CNTW Team Presentation.pptx

NHS

Cumbria, Northumberland, Tyne and Wear

NHS Foundation Trust

CQC Inspections

Information for staff

Safe

Effective

Caring

Responsive

Well-led

With YOU in mind

Inspections

This document is designed to support you to feel confident and prepared for future Care Quality Commission (CQC) inspections.

The CQC monitors and inspects NHS trusts. Core service line inspections (services that people use the most), are usually unannounced inspections, meaning that we do not know when these will take place.

At the same time, the CQC may also announce the date of the Board level Well-led inspection, should they deem it appropriate to carry this out. The CQC inspectors would interview CNTW's Board of Directors, senior managers but they would also want to talk to staff.

As yet we do not know what type of inspection we are likely to face, but we are expecting to be visited. Below is a reminder of the process:

- Inspections to services will be unannounced
- Not all services will be inspected but all services should expect to be inspected
- The CQC will be looking for evidence of improvements in response to previous inspection findings
- There will be a scheduled "well-led" inspection incorporating focus groups for staff to attend and share their views with inspectors

This handbook will:

- Help you to understand the CQC's approach
- Explain the five key questions the CQC will ask
- Suggest how best to prepare
- Provide you with contacts for further support and where to get additional information

Reading this handbook should not only help you think about CQC inspection visits, but also offers best practice suggestions for business as usual.

Being prepared for a CQC inspection shouldn't be something that is a one off process. We should always be proud and honest about our services, sharing what we do well every day to support and care for our service users, carers and their families, and show how we make improvements when there are things we can do better. Every day is a 'quality' day and I know your compassion, care and commitment will be clear who ever comes to see us.

Sarah Rushbrooke
Executive Director of Nursing, Therapies and Quality Assurance

Our approach

We welcome the CQC's inspection visits. The CQC doesn't expect services to all be tip-top perfect, as long as we can:

- Showcase our good work, and the improvements we have made.
- Demonstrate that we know where our improvement areas are and what we are doing about them.
- Demonstrate how we gain feedback about the care we provide, how we learn and share lessons to make changes for the better for our patients.

We know that our services cannot always be perfect, but we need to be able to tell the story of what we are doing well, where we are making improvements and where our services are aiming to be.

If your service is visited by the CQC, please remember:

- **Patients' needs come first at all times** - this will be expected and understood by the inspection team.
- Be **honest, polite** and **helpful** - answer any questions you are asked to the best of your ability.
- Be **proud** and **positive** - you should be proud of the excellent work you do.
- Be **ready** and **able** - familiarise yourself with your environment and working practices so that you are able to provide the inspectors with evidence to demonstrate the good work you do (see also 'How best can I prepare?' on **page 4)**.
- Be **prompt** and **responsive** - if an issue is raised, rectify it as soon as you can, or where this isn't possible log it and report it to your line manager as soon as possible; provide additional information requested as promptly as you can.
- **Feedback problem areas** as soon as you notice them with your line manager. Where possible, issues should be rectified before the inspection team leaves the service. It is important that patient care and staff wellbeing are not compromised.
- Act in line with our values of **Caring and Compassionate, Respectful, Honest and Transparent.**

What will happen

As the CQC's inspections are unannounced, the exact timescales for all routine inspections are unknown.

The **CQC inspection team will include peers** from other trusts around the country, and represent a variety of relevant disciplines/specialties, alongside experts by experience and CQC employed inspectors.

Inspectors will be **well-informed about CNTW services:** we will be asked to provide a lot of data and information before and during their visit, as they follow key lines of enquiry/questioning and triangulate information.

CQC will visit teams, talk to all types of staff e.g. managers, clinicians, administrators, receptionists, domestics, porters as well as patients and carers. They will observe care and interactions with patients and will review patient notes.

The CQC will ask questions about the quality of services based on what matters most to patients.

Are they **safe?**
People are protected from abuse and avoidable harm.

Are they **effective?**
People's care, treatment and support achieves good outcomes, promotes a good quality of life and is based on the best available evidence.

Are they **caring?**
Staff involve and treat people with compassion, kindness, dignity and respect.

Are they **responsive to people's needs?**
Services meet people's needs.

Are they **well-led?**
The leadership, management and governance of the organisation assures the delivery of high-quality and person-centred care, supports learning and innovation, and promotes an open and fair culture.

To understand these five key questions further and for practical prompts in preparation, see **Appendix A.**

Once satisfied, they will write a report based on their findings and will rate the Trust and its services as '**Outstanding**', '**Good**', '**Requires Improvement**', or '**Inadequate**'.

How best can I prepare?

There is a lot you can do to ensure you are prepared for the CQC's visits, probably things you already do and know!

- **Keep informed:** Attend briefing sessions, talk to your team/manager, look out for CQC related emails and updates.
- **Review Appendix A:** This will give you a good overview of the five key questions and useful prompts for you to consider personally and as a team.
- **Share best practice** and **learning** with your team and other colleagues.

General house-keeping for everyone:

- Wear your **name badge** at all times and remind colleagues to do the same.
- Is **alcohol hand gel/hand sanitiser** available to use on entering the premises?
- Make sure all areas including offices/reception areas are **clean** and **tidy**. Replace broken furniture and remove items no longer used.
- Is it clear how to gain entry to your ward?
- Make sure your **appraisal, statutory and mandatory training** is up to date.
- Are your **supervision** sessions recorded on the Trust electronic recording system?
- Know how to find **Trust policies** that are applicable to your role.
- Know how to **raise a concern** – who are the Freedom to Speak up Guardians?
- Know who your **safeguarding** leads are.

- Check that your **noticeboards** are up to date and information leaflet stands are stocked. CQC may ask you about information that is displayed.
- Know your team's **strengths** and **less strong points**, and **know what is being done** to address these.
- Can you describe how **lessons are shared and learned** in your team, especially from incidents and complaints.
- Share any **best practice** with colleagues in your team and wider trust.
- Familiarise yourself with the comments the CQC made about your service when they last visited, either as part of a previous inspection or as part of a MHA Reviewer visit.
- Ensure you are aware of any actions being taken to address areas for improvement previously identified by the CQC.

During an inspection

The inspecting team will want to talk to patients, carers, and staff (at all levels) about their experiences of care provided, and will also observe everyday activities and the environment. They will visit during the day or night, weekdays or weekends, and will want to review a selection of patient notes to check they are accurate and up-to-date. They will assess if systems and processes operate as laid out in policy, and follow the patient pathway through the service.

If the CQC arrive, what should you do?

- **Welcome the inspection team** and ask to see their identification badges. Do not allow anyone access without the proper authorisation/identification (if in any doubt, contact the CNTW CQC Compliance Team on 07790 804 050 who will contact the CQC).
- **Explain the use of face masks,** and ask them to decontaminate their hands. You may need to inform CQC of COVID safe working and where they can change their PPE, wash their hands and the location of hand gels/sanitisers.
- **Sign them in** and ensure the most senior member of your team is called to meet and accompany the inspection team, to introduce them to the service area and facilitate their visit. You do not need to prevent the CQC from having access whilst waiting on the manager to arrive, offer a place to wait and ask how you can help.
- **Notify** the CNTW CQC Compliance Team on 07790 804 050 or via email on CQC2023@cntw.nhs.uk and your local Associate Director (at weekends or overnight please inform your point of contact).

How to interact with the inspection team

- Remember, **patients and their carers/families come first** - the inspection team will know this. If you are busy with a patient, let the inspector know and that you will be with them as soon as you are able to when your appointment is over. Together, try to keep disruption to the service to a minimum.
- Inspectors **are not** allowed to take away any patient notes (or photocopies) or documents such as policies. They should formally request these via their lead inspector.
- Inspectors **are** allowed to see and review patient notes on RiO. (See 'What if an inspector wants to access patient notes?' on page 11.)

What if an inspector asks to talk to you?

- Be **open** and **honest** and as helpful as you can.
- Be **proud** and **positive** of the excellent work you do – this is an opportunity to demonstrate how you meet patients' individual care needs in partnership with them and their families/carers.
- Be mindful that you **keep conversations away from public areas** to avoid disruption or breaching confidentiality; and **encourage patient/carer participation** where appropriate/possible.

- Respect patient privacy and dignity: **always check with patients first** if the inspectors want to observe your interactions with patients.
- Be mindful of where you **know improvements are needed and what is being done** about it. In preparing, make sure you know both the positives and where improvements are taking place before the visit, and have evidence to demonstrate these.
- If you don't understand the question or don't know the answer, don't panic – ask for clarification or state where you will go for the information.

What if an inspector asks for some additional information or documentation?

- **Familiarise yourself** with where your team's documentation is held e.g. staff rota access, policies, procedures and protocols, information leaflets, close observation monitoring sheets etc.
- **Act promptly:** Any local information that is requested should be provided via the **CNTW CQC Compliance Officer** e.g. information on service waiting times, minutes from team meetings, Trust policies.
- **Inspectors are not allowed** to take away any patient notes (or photocopies) or documents such as policies. The inspector should know to request information via the lead inspector. For further information or support, contact the CNTW CQC Compliance Officer on 07790 804 050.

What if an inspector wants to access patient notes?

- During the visit the inspecting team will want to review patient notes. They are allowed to **'view only'**, and no patient information can be taken away with them.
  - > Inspectors are allowed to access patient notes via your staff log-in and **access is to be strictly supervised at all times**. Ask to see their ID prior; lock your screen if you get called away.
  - > When viewing a record during an inspection visit please choose "CQC inspection" when prompted from the drop down list. Make an entry in the requested patient's RiO progress notes, stating: "The health record has been accessed in accordance with Section 64 of the Health and Social Care Act 2008 by CQC inspector, [INSERT NAME OF CQC INSPECTOR] for the purposes of discharging regulatory functions. Navigate the RiO system for the CQC inspector as requested.

What if the inspecting team pick up an issue?

- We need to act **promptly** and **responsively**.
- Where issues are raised, these need to be logged by the ward/team manager.
- **Issues should be rectified before the inspecting team leave**, or where possible before the inspection visit is complete. Where this isn't possible, actions need to be put in place.
- Issues raised need to be fed back to your local Associate Director directly after the visit (See 'After the inspection' below).

After an inspection visit

Immediately:

- Where possible, have a **team de-brief** and pull all the key messages together, issues raised and documentation provided.
- Submit feedback from the inspection visit using the **on-line feedback form** in the CQC toolbox on the Trust intranet.
- **On the same day**, the team manager has the responsibility of forwarding this information (by phone or email) to their Clinical Business Unit (CBU) or Associate Director and CNTW CQC Compliance Team.
- **Feeding back will directly inform our daily update messages to all services, and will help support those still expecting a possible visit.**

Later:

- Once the CQC has completed their inspection, they will analyse the information they have been provided with, messages they have heard from CNTW colleagues and what they have observed during their visit. This may **prompt further unannounced inspections** in the 10 days following the initial inspection.
- The CQC will then decide on ratings for both services and the Trust as a whole (including: "**Outstanding**", "**Good**", "**Requires Improvement**" or "**Inadequate**" for each of the five areas of Safe, Effective, Caring, Responsive and Well-led).
- A final inspection report is presented to CNTW for a 'factual accuracy check' before a final version is published on the CQC's website. Action plans will be developed for any areas that eed to be addressed following the inspection.
- **Our ratings get published** on the CQC website.
- Note: Although the CQC will have regular updates on our action plans, they may return unannounced to assess progress for themselves.

Don't worry!

Prepare as far as you can:

- **Review the tools/prompts** enclosed which give you a good idea of what the inspecting team will look out for/what you will be asked (it represents business as usual and things you will already be doing).
- **Talk to your team** and **line manager** for support. If you still feel anxious contact your CBU/ team for further information or support.
- **Look out for updates** published on the intranet, bulletin and via email updates. These will contain useful information to help you prepare. If you feel you need further support about anything in the handbook please discuss this with your manager.

Appendix A

The CQC's key focus is good patient care.

Ask 'Is my service **Safe, Effective, Caring, Responsive**, and **Well-led**?'

The following provides you with additional practical prompts to consider within each of these five key questions. They are not exhaustive; add to them and follow up with your team or manager for where you feel improvements are needed, or for more information.

Safe

People are protected from abuse and avoidable harm.

- Is patient safety my main concern?
- Are patients kept safe in my team/on my ward because we maintain the correct staffing levels, do not rely heavily on bank staff and have effective handovers?
- Do I use eRostering effectively?
- Where bank staff are used, are they properly inducted and trained?
- Have I been trained in safeguarding specific to the area I work in (e.g. older people, children or adult services)?
- Do I know how to report an incident, near miss or allegation of abuse/safeguarding issue? Do I act promptly and act on concerns in a timely way?
- Do I make sure the clinical environment is safe before seeing a patient?
- Are medical devices I use well maintained before use? Are they decontaminated before and after use? Am I trained and competent to use them?
- Do I know:
  – where to locate resuscitation equipment?
  – how to obtain advice on medicines?
  – the procedures for controlled drugs? And safe handling/securing of drugs?
- Do I always follow the hand hygiene procedures before and after touching a patient?
- Are hand washing posters available?
- Do I know who to contact for advice on infection, prevention and control? (IPC)?
- Have I completed mandatory infection prevention and control training?
- Have I had my flu/Covid-19 jab?
- Do I continually risk assess and monitor my patients (for both physical and mental health), ensure notes, care plans and alerts are updated accordingly and act promptly to changes?
- Have I have been trained in control and restraint? Do I report incidents and update the multi-disciplinary team notes and have a staff debrief?
- Do I know how to raise day to day concerns or make a complaint or whistleblow internally?
- Is data from audit reports, safety incidents and patient feedback (complaints, surveys etc.) discussed at our local team meetings, with lessons shared with colleagues and improvement actions decided and acted upon?
- Am I aware of the Trust policy describing the process for reporting, recording, escalating and reviewing of blanket restrictions?
- Do I know how to ensure medicines are ordered, transported, labelled, stored and disposed of safely?
- Am I recording the reasons for why the administration of rapid tranquilisation was necessary?
- Am I following Trust Rapid Tranquilisation (RT) policy guidance on documenting the monitoring of physical health after administering RT?
- Do I know how to check and record the temperatures of the clinical room and refrigerator where medicines are kept?

- Can I demonstrate that I understand the physical health monitoring requirements for higher-risk medicines (e.g. clozapine, lithium, high dose antipsychotic therapy (HDAT))? Do I know which patients under my care are prescribed these medicines?
- Do I always check a patient's allergy status Do I know how it should be recorded?
- Do I know what to do if a patient has an adverse drug reaction or if their health deteriorates? Do I know what to do in an emergency?
- Am I regularly reviewing the need for PRN medication with the patient and recording why it is needed?
- Do I check treatment and Community Treatment Order forms before prescribing and administering medicines?

Effective

People's care, treatment and support achieves good outcomes, promotes a good quality of life and is based on the best available evidence.

- Am I aware of NICE guidance relevant to my work; do I follow it?
- Do I get involved in clinical audits and can I show resulting improvements?
- Do I assess the patient holistically and consider all their care needs? Are these reflected in care/treatment plans and regularly reviewed?
- Do I undertake the necessary risk assessments, keep them current and reflect them in care/treatment plans?
- Do I involve patients to design their own care/treatment plan? Are they person-centred? Do I offer them a copy?
- Do I involve and support carers to best be able to care for their loved one?
- Do I ensure multi-disciplinary involvement in patient care and participate in handover and multi-disciplinary meetings?
- Do I ensure people who are approaching end of life are identified and care delivered according to their care plan?
- Do I know how to access IPC Practice Guidance Notes (PGNs) for the management of infections? Are patients with an infection managed in accordance with IPC PGNs and do care plans reflect IPC guidance?
- Do I ensure all patients are managed in accordance with the IPC Covid information pack for inpatients/community?
- Are patients supported with smoking cessation?
- Do I ensure patients' nutrition and hydration are met?
- Do I support pain management in a timely way?
- Do I maintain my personal knowledge by attending training/conferences or reading guidance and journals?
- Do I attend regular meaningful clinical supervision (group or individual) and feel supported in personal development? Are these sessions recorded appropriately via the Trust electronic recording system?
- Have all my competencies been assessed and signed-off this year?
- Do I provide sufficient information to gain valid consent about the proposed treatment, its purpose, benefits and risks and any alternatives to it?
- Do I know how to document consent including for detained patients and those subject to a Community Treatment Order?
- Am I able to test for capacity (under the Mental Capacity Act) and do I understand Deprivation of Liberty Safeguards (DoLS)?
- If a patient lacks capacity, do I know how to ensure their best interests are assessed and recorded?
- Do I ensure the rights of people subject to the Mental Health Act 1983 are protected.

Caring

Staff involve and treat people with compassion, kindness, dignity and respect.

- Do I always introduce myself and wear my NHS ID badge at all times?
- Do I always give my service's contact details to patients/carers, and where to get support out-of-hours?
- Do I give patients/carers information about the services available to them, about their treatment and where to gain further support?
- Are notice boards and information leaflets up-to-date and stocked?
- Do I always involve patients/carers in decisions about their care or treatment and take a personalised, co-productive approach?
- Do I promote self-management and independence?
- Do I always consider the patient's personal, cultural, social, religious needs?
- Do I understand discrimination and equality and diversity?
- Do I always treat patients/carers with dignity, respect and kindness, provide privacy and confidentiality at all times?
- Do I report any disrespectful, discriminatory or abusive behaviour towards patients?
- Do patients/carers know how to make a complaint/compliment?
- Is the environment clean and comfortable? Is the equipment clean that is used with patients?

Responsive

Services meet people's needs.

- Do I always take a personalised approach to care?
- Do I prioritise patients according to their need?
- Do I make appropriate arrangements to support special needs like a learning disability?
- Do I know how to contact an advocate or interpreter for the patient?
- Do I gain the appropriate consent before proceeding?
- Are patients' waiting times kept to a minimum and are these managed?
- If I cancel an appointment, do I give an explanation and provide a follow-up?
- Do I ensure patients are seen as close to their home as possible?
- Are patients kept in hospital for the minimum amount of time needed?
- Are call bells answered promptly?
- Are inpatients able to go outside and not prevented for long periods from doing so?
- Do I encourage patients to feedback their experiences of the service and provide means to do this? e.g. Points of You.
- Do I know what patients are feeding back about the service, and do I act on patient/carer feedback? Do I know what improvements are being made?
- Are patients informed about how to make a complaint/compliment? Are complaints dealt with within timescales?
- Does the team share lessons and learn from clinical audits, incidents or complaints? Can I think of some examples?
- Am I aware of any previous CQC inspections to my service? Do I know the issues raised and what actions are in place and progress? And how the team manages its compliance against CQC standards and outcomes?

Well-led

The leadership, management and governance of the organisation assures the delivery of high-quality and person-centred care, supports learning and innovation, and promotes an open and fair culture.

- Do I know the Trust's vision, values, quality goals and strategic ambitions?
- Do I see and spend enough time with my line manager. Do I know who the CBU for my team is? Do I know the members of the Board of Directors?
- Do I know and understand the Trust's strategy, and my role in achieving it?
- Am I clear on how progress against the delivery of the strategy and local plans are monitored and reviewed within my team/service?
- Am I clear about my role within the team and on what I am accountable for and to whom?
- Do I and staff within my team work collaboratively, share responsibility and resolve conflict quickly and constructively?
- Do I feel encouraged to raise problems and concerns without fear of being penalised, bullied or harassed?
- Are people's views and experiences gathered and acted on to shape and improve the services and culture? Does this include people in a range of equality groups?
- Are people who use services, their carers and families actively engaged and involved in decision-making to shape services and culture? i.e. changes to shift patterns, is the impact on patients considered prior to making any changes?
- Am I actively engaged in the planning and delivery of services and in shaping the culture?
- Am I clear about my role within the team in providing evidence that quality and safety of services is continuously assessed, monitored and improved?
- Do I know what the current risks are for my team or service? Are lessons shared and learned from incidents, complaints, audits and patient feedback? Do I know what actions are in place?
- Do I apologise to patients when things go wrong?
- Do I know how to escalate performance issues appropriately through management structures and Trust processes?
- Do I and my wider team seek out and embed new and more sustainable models of care?
- Am I aware of structures and processes to support escalation of issues and accountability to support good quality care?
- Can I give examples of effective partnership working in my service?
- Do I know how patients/carers are selected to take part in research studies? Do I approach patients about research?
- Do I know what governance arrangements are in place for ensuring research is done in line with all requirements?
- Can I give examples of specific research studies I am involved in and how this will impact on patient care?
- Do I know how research projects are managed locally?
- Do I know what research is happening in my team and across the Trust?
- Do I know where to find information about research?

Our commitments

Commitment to our service users:

- Understand me, my story, my strengths, needs and risks. Work with me and others, so I can keep healthy and safe;
- Protect my rights, choices and freedom;
- Respect me and earn my trust by being honest, helpful and explaining things clearly;
- Support me, my family and carers in an effective, joined-up way that considers all my needs, and
- Respond quickly if I am unwell or in crisis, arranging support from people with the right expertise. Make sure I don't have to keep repeating my story.

Commitment to our families and carers (also known as our 'Carer Promise'):

- Recognise, value and involve me;
- Work with me to ensure you're aware of my needs as a carer;
- Listen to me, share information with me, and be honest with me when there is .... information you can't share;
- Talk with me about where I can get further help and information, and about what I can expect from you.

Commitment to our staff:

- Respect me for who I am, trust me, value me and treat me fairly;
- Allow me freedom to act, to use my judgement and innovate in line with our shared values;
- Protect my time by making systems and processes as simple as possible so I can deliver the work I aspire to, learn, progress and get a balance between work and home;
- Offer me safe, meaningful work and give me a voice, working as part of a team that includes other professions and services, and
- Support me with compassionate managers who communicate clearly and understand what it's like to do my job.

Commitment to our partners and communities:

- Explain what to expect from CNTW;
- Help us to fight illness, unfairness and stigma;
- Make sure that organisations talk to each other and put the needs of people's before their own. Share responsibility for getting things right;
- Get to know local communities. Respect their wisdom and history;
- Be responsible with public funds;
- Share our buildings, grounds and land; and
- Protect the planet.

Our vision

To work together, with compassion and care, to keep you well over the whole of your life.

Our values:

We are caring and compassionate

We are respectful

We are honest and transparent

Our strategic ambitions

1. **Quality care, every day -** We will aspire to deliver expert, compassionate, person-led care every day, in every team. We will value research and learning.

2. **Person-led care, when and where it is needed -** We will work with partners and communities to support the changing needs of people over their whole lives.

3. **A great place to work -** We want to be a great place to work. We will make sure that our workforce has the right values, skills, diversity and experience to meet the changing needs of our service users and carers.

4. **Sustainable for the long term, innovating every day -** We will be a sustainable, high performing organisation, use our resources well and be digitally enabled. We will be accountable for the money we spend; we will live within our means, and we will work in a way that is kind to the planet.

5. **Working with and for our communities -** We will create trusted, long-term partnerships that work well together to help people and communities.

Our Board

Darren Best
Chair

James Duncan
Chief Executive

Dr Rajesh Nadkarni
Executive Medical Director and Deputy Chief Executive

Ramona Duguid
Chief Operating Officer

Sarah Rushbrooke
Executive Director of Nursing, Therapies and Quality Assurance

Kevin Scollay
Executive Director of Finance

Lynne Shaw
Executive Director of Workforce and Organisational Development

Non-Executive Directors

David Arthur
Senior Independent Director

Paula Breen

Brendan Hill

Louise Nelson

Michael Robinson

Director of Communications and Corporate Affairs (non-voting)

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26. DATE AND TIME OF NEXT MEETING

Darren Best, Chair

Thursday 11 January 2024, 2pm - 4pm
Trust Board Room, St Nicholas Hospital and via Microsoft Teams

Please note Governors have the opportunity to meet for an informal catch up with lunch provided from 1pm