Council of Governors Meeting

Thursday 9th May 2017 at 5.30 – 7.30pm
In the Business Continuity Room, Rikenel, Gloucester

AGENDA

Item	Time	Title and Purpose	Reference
1	5.30	**Welcome and Apologies**	**Verbal**
2		**Declaration of Interests**	**Verbal**
3	5.30	**Minutes of the Previous Meeting held on 9 March 2017** • **Lead Governor Role Description (for information)**	**Paper A** **Paper A1**
4		**Matters Arising and Action Points**	
5	5.35	**Review of Meeting Evaluation Sheet**	**Paper A2**
Service Focussed Presentations and Information Sharing			
6	5.40	**Chief Executive's Report**	**Paper B**
Formal Business and Exception Reporting			
7	5.45	**Provider Licence Declarations**	**Paper C**
8	5.55	**Nomination and Remuneration Committee Report**	**Paper D**
Membership and Governor Involvement			
9	6.05	**Key Issues for Discussion from Governor Pre-meeting**	**Verbal**
Any other Business			
10	6.10	**Any other business**	**Verbal**
11	6.15	**Date of Next Meetings** Please see overleaf	**Verbal**
CONFIDENTIAL SESSION			
12	6.20	**Strategy Implementation Discussion**	**Verbal**
13	7.30	**CLOSE**	

Council of Governor Meetings

Business Continuity Room, Trust HQ, Rikenel		
Date	**Governor Pre-meeting**	**Council Meeting**
2017		
Tuesday 9 May	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 13 July	9.00 – 10.00am	10.30 - 12.30pm
Tuesday 12 September	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 9 November	1.30 – 2.30pm	3.00 – 5.00pm

Board Meetings

2017		
Thursday 25 May	10.00 – 1.00pm	Hereford
Thursday 27 July	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 28 September	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 30 November	10.00 – 1.00pm	Hereford

Nomination & Remuneration Committee (Committee members only)

2017		
Tuesday 4 July	4.00 - 5.00pm	Rikenel
Tuesday 29 August	4.00 - 5.00pm	Rikenel
Wednesday 25 October	4.00 - 5.00pm	Rikenel

Governor Visits to Trust Sites

Venue	**Location**	**Date**	**Time**
2017			
Wotton Lawn	Gloucester	Thursday 8 June	3.00 – 5.00pm
Stonebow	Hereford	Thursday 6 July	10.00 – 12.00pm
Charlton Lane	Cheltenham	Tuesday 15 August	2.30 – 4.30pm
Honeybourne, Laurel House and Brownhill Centre	Cheltenham	September - TBC	
Wotton Lawn	Gloucester	Tuesday 3 October	10.00 – 12.00pm
Stonebow	Hereford	Tuesday 21 November	10.00 – 12.00pm

TEAM CHARTER

This Team Charter is collectively agreed by Governors, Non-Executive Directors and Executive Directors. Our aim is everything we do is aligned to the Trust's purpose of "Making Life Better". Our actions, attitudes and behaviours will support the Trust's vision "To be the Provider and Employer of choice delivering sustainable, high quality, cost effective, inclusive services" and will be in line with Trust values described below.

Trust Values	We will
Seeing from a service user's perspective	We will work collectively "making life better" through ensuring the views of our service users and carers are represented in improving our services.
Excelling and improving	We will all take responsibility for this organisation and for working together. We will celebrate success and maximise best practice. We will ensure that debates, conversations and decisions benefit from both an expert and non-expert perspective.
Responsive	We will accept actions and targets and deliver on them individually and collectively in a timely manner. We will learn from our experiences. We will be flexible and adaptable.
Valuing and respectful	We will value differences and show respect to all those with whom we work and have contact. We will say what we feel openly and directly, and use language that demonstrates respect for other peoples' views. We will resolve conflict with sensitivity. We will respect rules of confidentiality.
Inclusive, open and honest	We all have a responsibility to bring our views and experiences to debates, and we will demonstrate that each person's views have equal value. We will encourage others to speak, we will listen to understand and be informed. We will give praise openly and publicly. Our feedback will be honest and delivered with courtesy and sensitivity.
Can do	We will always try to problem solve. We will be proactive, positive and look for opportunities and innovations. We are open and willing to change position and compromise.
Efficient, effective, economic and equitable	We will appropriately plan and prepare for events and meetings to make best use of our time and the time of others. We will check and challenge our own and others understanding in a timely and appropriate manner to enable the work of the Council of Governors and the Trust to be effective.

The Role of Governors

NHS Foundation Trusts share all the same values, quality and safety standards as NHS Trusts, but they are 'owned' by their members who elect a Council of Governors to represent the views of members, patients, staff, partner organisations and the public.

This means that the Council of Governors is an important link between our local communities and staff, and the Trust Board, which has the responsibility of running the organisation and preparing the Trust's strategy. The Council of Governors works alongside the Trust's Board of Directors to help local communities and staff have a greater say in the strategic direction of the Trust, and how services are developed and delivered by the Trust.

The main roles of Council of Governors as set out by the Government are to:
- Represent the interests of the people within their constituency or partner organisation, report feedback on our services and, wherever possible, how they could be improved.
- Hold Non-Executive Directors to account for the Board's performance.

In ^{2}gether, the Council of Governors fulfils these roles by:
- Meeting with service users, carers, members and the public in their local community or staff group, to listen to their experiences and ideas and to provide feedback to the Trust, especially if a particular issue is seen as a trend.
- Commenting for the membership on the Board's strategic direction and annual planning, before it is finalised.
- Participating in Trust initiatives to inform local communities, partner organisations and staff about the Trust's plans, and celebrate achievements.
- Questioning the Non-Executive Directors about the performance and effectiveness of the Board and its Committees.
- Conducting formal business such as:
  o Appointing and, if appropriate, removing the Trust Chair and the Non-Executive Directors.
  o Having a say in the appointment of the Chief Executive.
  o Approving the appraisal process for the Chair and Non-Executive Directors.
  o Appointing and, if appropriate, removing the Trust's External Auditors.
  o Receiving the Trust's annual report and accounts (once these have been laid before Parliament) in order to understand the Trust's performance.
  o Approving major transactions such as acquisitions, mergers or large tenders.

²GETHER NHS FOUNDATION TRUST

COUNCIL OF GOVERNORS MEETING	
THURSDAY 9 MARCH 2017	
BUSINESS CONTINUITY ROOM, RIKENEL, GLOUCESTER	

PRESENT: Nikki Richardson *(Deputy Chair)*   Alan Thomas
Vic Godding   Jo Smith   Jenny Bartlett
Rob Blagden   Katie Clark   Cherry Newton
Jennifer Thomson   Hilary Bowen   Svetlin Vrabtchev
Richard Butt-Evans   Said Hansdot   Dawn Lewis
Pat Ayres   Amjad Uppal

IN ATTENDANCE: Maria Bond, Non-Executive Director
Dr Chris Fear, Medical Director (Item 8)
Marcia Gallagher, Non-Executive Director
Anna Hilditch, Assistant Trust Secretary
John McIlveen, Trust Secretary
Colin Merker, Deputy Chief Executive
Mike Scott, Member of the Public

1.   WELCOMES AND APOLOGIES

1.1   Apologies for the meeting had been received from Ruth FitzJohn, Ann Elias, Hazel Braund, Roger Wilson, Paul Grimer, Paul Toleman, Mervyn Dawe, Elaine Davies and Tristan Lench. Shaun Clee had also sent his apologies, and Colin Merker would deputise for Shaun at the meeting.

2.   DECLARATION OF INTERESTS

2.1   There were no changes to the declaration of interests and no conflicts of interest with those items scheduled for discussion at the meeting.

3.   COUNCIL OF GOVERNOR MINUTES

3.1   The minutes of the Council meeting held on 17ᵗʰ January 2017 were agreed as a correct record.

4.   MATTERS ARISING, ACTION POINTS AND EVALUATION FORM

4.1   The Council reviewed the actions arising from the previous meeting and noted that the majority of actions had been completed, or were progressing to plan. The inclusion of more detail against "completed" actions was helpful by way of tracking progress and adding additional assurance of completion.

4.2   Colin Merker had agreed to produce a briefing note for Governors regarding Out of Area Placements and any associated costs to the Trust. This was marked on the actions list as "carried forward"; however, it was noted that the briefing had been sent out to Governors since the papers had been circulated so this action was now complete. Hard copies of the briefing were made available at the meeting.

4.3   Al Thomas made reference to the Performance Dashboard report and said that the Governor Portal had not been updated to include the previous 2 reports. He said that as this action had previously been marked as "complete" on the actions list he would expect this to be updated automatically each month, without needing to provide a reminder. This oversight was acknowledged and the Portal would be updated accordingly, as well as ensuring that routine monthly updates were programmed in to the diary. It was agreed that Governors would also be informed when the portal was updated to ensure everyone was aware of what information was available.

ACTION: Regular monthly updates to the Governor Portal to be diarised by the Trust Secretariat and notification sent out to all Governors advising of those documents uploaded

5.   LEAD GOVERNOR ELECTIONS

Rob Blagden left the meeting at this point

5.1   The Council of Governors elects someone to be Lead Governor. In addition to the duties of a Foundation Trust Governor, the Lead Governor acts as a means of direct communication between NHSI and the Council of Governors, and between the Council of Governors and the Chief Executive. The statutory role of the Lead Governor is to, in exceptional circumstances, provide a channel of communication between NHSI and the Council on matters that it would be inappropriate to channel via the Board or Chair, and to provide a means of raising concerns with the Chief Executive, where it would be inappropriate to make such contact via the Board or the Chair.

5.2   The role of the Lead Governor has developed over the past 6 years and some other key duties include:
- To be available to members of the Council to discuss concerns that may arise in the discharge of their duties, where discussion with the Chair is inappropriate
- To bring collective concerns to the attention of the Chair and (if appropriate) the Board, informally or formally
- To assist Governors to understand the work of the Board, and the Board's responsibility for the management of the Trust
- To act as a link between NHS Providers (GovernWell) and the Council
- To present the Governors' Report at the Trust's Annual General Meeting
- To work closely with the Chair as required to develop the work and agenda of Council

5.3   Previously the Trust has held elections for the Lead Governor post on an annual basis. The sitting Lead Governor, Rob Blagden was appointed for a first term in March 2016. The Trust is mindful that a large Council of Governor election process will be commencing in April, with the potential that 10 new Governors could be elected during June/July. By way of ensuring fairness, but also a level of continuity during the period, it was proposed that Rob Blagden's tenure as Lead Governor be extended until September 2017, subject to his reappointment as a Governor, at which point any changes in Governor personnel will have taken place.

5.4   The current role description states that the Lead Governor will be elected by the Council for a period of 1 year and Governors can be reappointed as the Lead Governor for a maximum of 3 years. However, it was also proposed for continuity purposes that the tenure for all future Lead Governor appointments be changed to 2 years, rather than one, with the option of standing for further terms.

5.5   The Council of Governors fully supported the recommendation to extend Rob Blagden's tenure as Lead Governor until 30 September 2017.

5.6   Discussion took place about the period of appointment for the Lead Governor, with some Governors feeling that there should be no limit on how long someone could stand as Lead Governor if they were performing well. The Council of Governors agreed that well performing Lead Governors should have an opportunity to re-stand and John McIlveen said that there was no reason why people could not seek re-election as Lead Governor, subject to their continued membership of the Council of Governors. He advised however, that it was good practice to have a defined period of appointment, at the end of which an open nomination process could take place which would enable any other interested Governors to put themselves forward. If a Governor putting himself forward for Lead Governor only had one year of their term left to stand this would be considered and the future years' nomination process brought forward to accommodate.

ACTION: Lead Governor role description to be updated to reflect the change in tenure from 1 year to up to 2 years, with the ability to seek re-election, subject to their continued membership of the Council of Governors

5.7   The Council discussed the possibility of shadowing for those Governors who may wish to put themselves forward for the Lead Governor position in future. It was agreed that the Nominations and Remuneration Committee would be asked to consider this further at their next meeting in May, reporting the outcome back to the Council.

ACTION: Nominations and Remuneration Committee to consider the potential opportunity to provide shadowing for the Lead Governor at their next meeting in May, reporting the outcome back to the Council.

Rob Blagden returned to the meeting at this point

6.   REVIEW OF NON-EXECUTIVE DIRECTOR RECRUITMENT PROCESS

6.1   The purpose of this paper was to provide the Council of Governors with details of recommendations arising out of a recent Governor working group reviewing the appointment process for Non-Executive Directors.

6.2   The group was asked to review governance, membership, process and support for the Nominations and Remuneration Committee and future process for appointing and reappointing Non-Executive Directors or the Chair. All Governors were encouraged to feed comments or queries about the process or make-up of the Nominations and Remuneration Committee into the Lead Governor or Trust Secretariat so as they could be considered by the working group.

6.3   The working group met twice – on 30th January and then again on 21st February. The membership of the working group was Rob Blagden, Alan Thomas, Vic Godding and Richard Butt-Evans, with support and advice provided by the Trust Secretariat team, Nikki Richardson (Deputy Chair) and Neil Savage (Director of Organisation Development).

6.4   The review was now complete and two key recommendations were presented to the Council of Governors for consideration and support:-

•   The first recommendation related to the proposed future process for NED and Chair Appointments and Reappointments. This provides a refresh and update of the previous arrangements and adds further clarity about process, respective responsibilities and ideal timeframes within the process. The Council of Governors approved the revised process flowchart.

•   The second recommendation related to the proposed revised Terms of Reference for the Nominations and Remuneration Committee. This has focussed on providing a Committee with added clarity of purpose, strengthened membership and duties. It also offers the opportunity for Council to use the Committee as a task and finish group to consider relevant governance matters referred to it by the Council. Importantly, it is also proposed that the Committee will now be formally scheduled to meet 6 times a year with these dates being set a year in advance. The Council of Governors approved the revised TOR.

6.5   One further issue discussed by the Working Group related to the membership of the Nominations and Remuneration Committee. As noted earlier in the meeting, there was some concern around continuity and the potential turnover of Governors during June/July. On this basis it was proposed that those Governors who had participated in the Working Group would become the named members of the Nominations and Remuneration Committee, with a review of membership taking place at the September Council meeting when all potential changes to Governor personnel would have taken place. The Council of Governors agreed that this was a sensible way forward.

7.   CHIEF EXECUTIVE'S REPORT

7.1   Colin Merker provided the Chief Executive's report to the Council of Governors, which was intended to draw Governors' attention to key areas for awareness, information or for exploring further if of sufficient interest. Colin expressed his apologies for the late circulation of the report to Governors; however, the Council fully appreciated the current pressures within the Executive team.

7.2   This briefing provided the Council of Governors with an update in relation to a number of issues since the Council meeting in January 2017, including:
•   Dispatches programme on Channel 4 – 1st March 2017
•   New Chief Executive Officer at Gloucestershire Care Services
•   Mental Health Five-Year Forward View Investment Standard
•   Our 2017/18 Financial Position
•   HSE investigation into Montpellier incident
•   National Implementation Plan for the Overall NHS Five-Year Forward View

- Sustainability and transformation plans – national bids for IAPT services and learning disability transforming care developments
- Learning from Deaths/Mortality Reviews
- Staffing/Recruitment Pressures
- Approved Mental Health Practitioner (AMHP) issues within Gloucestershire

7.3   The Council noted that 2gether was commissioned to provide AMHP services within Gloucestershire between the hours of 9.00am to 5.00pm Monday to Friday. Outside of these hours AMHP services are provided through the Gloucestershire County Council Emergency Duty Team (EDT). We have been undertaking a piece of work with our Gloucestershire Commissioner to review issues associated with the 9-5 AMHP arrangements, as these have been becoming unsustainable due to the number of AMHPs available to support the current rotas and working practices. In parallel with this, the EDT service has been experiencing issues of being unable to fully staff their out of hours rotas.

Gloucestershire County Council has agreed additional funding to support the development of AMHP services and we are now working to look at the options available to us to reconfiguring the daytime AMHP services provided by the Trust and how these could link to improve the Out of Hours AMHP services provided by EDT. The work being progressed looks at formalising cover arrangements from the 2gether AMHPs to the EDT rotas as a backup to minimise potential further instances of non-availability of an AMHP, while longer-term arrangements are considered further and a preferred option agreed. In conjunction with these cross cover arrangements, contingency plans for how the Trust's Section 136 Suite and other services would operate during any period of no AMHP being available have been agreed and are being discussed and finalised with system partners such as the Police.

The Deputy Chief Executive provided the Council with assurance that this matter had been discussed in detail at the Mental Health Legislation Scrutiny Committee and this Committee would take the lead in ensuring that actions were progressed.

8.   SUICIDE: COMPARISON OF LOCAL AGAINST NATIONAL DATA

8.1   Dr Chris Fear, the Trust's Medical Director was in attendance to give a verbal presentation to the Governors, which provided an analysis of local data on suicide during the period 2011-2014, compared with the findings of the 2014 National Confidential Inquiry report. The Governors were asked to note that this analysis was based on small numbers but had highlighted a number of key findings. These included:
- 2gether patient suicides comprised 27% of all suicides over the study period, 8.6% of suicides were of inpatients and 14.8% were of crisis team patients: the figures are consistent with national data.
- The rise in male patient suicide nationally has not been reflected in 2gether where rates for both genders have remained steady and below national rates.
- There has been a rise in male suicides aged over 25 with a trend towards a fall in female suicides aged 25-44.
- Hanging/asphyxia was the most common method locally, at a rate 1.5 times the national average. It was more likely in males aged 25-64 and females

aged 25-44. The rate was 1.5 times higher in Gloucestershire than Herefordshire.

- Self-poisoning and jumping/multiple injuries was half the national rate.
- Herefordshire patients were twice as likely to die by drowning, which was more common in males aged 45-64 (but small numbers).
- 71% of the small number of inpatient deaths (n=7) were by hanging/asphyxia compared with 26.7% nationally.
- Over four years, only one patient died within 7 days of discharge from hospital (3%), half the national rate.
- 14% of patients who died by suicide during 2012-2014 had never been referred to crisis teams, but this more than doubled to 33% in 2015. The reason for this is not clear and this needs further investigation.
- Most suicides were of recovery team patients but the number of patients who are managed by MHICT has risen from 1 in 2012 to 9 in 2015. This merits further investigation since suicides in MHICT appear to have made up 56% of all Gloucestershire patient suicides in 2015/16.

8.2 Chris Fear advised that more themed work to review the role of the Mental Health Intermediate Care Team (MHICT) was needed as there were currently some concerns about how this service was running and how it worked alongside the recovery and crisis teams.

8.3 The Council received additional assurance about the Trust's performance in the form of the National Confidential Inquiry into Suicide and Homicide (NCISH) Safety Scorecard.

8.4 The Council was asked to note that only 27% of those people who had ended their lives had been known to 2gether which highlighted the importance of raising the profile of suicide prevention within primary care services. A Suicide Prevention Strategy for Gloucestershire was in place and was making good progress but continued efforts were needed.

8.5 As previously noted, hanging/asphyxia was the most common method of suicide locally; at a rate 1.5 times the national average and Chris Fear advised that a themed review of this was planned. This review would also look in more detail at the act itself and whether the incidents were deemed to have been impulsive or carefully planned.

8.6 The Council agreed that this was a very informative presentation on a difficult and distressing subject and thanked Chris Fear for attending and presenting. It was noted that the Trust Board would receive a suicide analysis report annually, both for information and to receive an update on progress with the recommended actions.

8.7 Rob Blagden made reference to the target within the Quality Report for "Reduction in the numbers of reported deaths by suspected suicide". It was noted that this target would not be achieved in 2016/17 and he therefore queried whether this was a realistic and sensible target to be monitored against. Chris Fear agreed that it was difficult to have a target which the Trust was somewhat powerless to control; however, he said that the Trust welcomed having it as it meant that continued focus would be placed on it.

9. MEMBERSHIP REPORT

9.1 The Council of Governors received the Membership activity report which set out details of membership activity, the membership development plan and Governor Engagement Events.

9.2 In terms of membership statistics, the Council noted that there continued to be a steady increase in the number of members, including in respect of under-represented groups. At the end of February, the Trust had a total of 7781 members – 5331 Public members and 2450 Staff members.

9.3 The latest Governor Engagement event took place at Gloucestershire College's Cheltenham campus on Time to Talk Day – 2 February. The event was attended by approximately 60 people, and focussed on children and young people's mental health. The feedback on the event was overwhelmingly positive, with a number of Governors attending. Vic Godding and Al Thomas, who had organised the event with the Communications Team said that they felt it had been a very successful event; however, they were slightly disappointed that the event hadn't been attended by more teachers from the local area. It was agreed that Kate Nelmes would be asked to provide the invitation list for the event to see who was invited, in case some learning could be gained for next time.

ACTION: Kate Nelmes to be asked to provide the invitation list for the Cheltenham Governor event to Vic and Al to see who had been invited, in case some learning could be gained for next time.

9.4 It was noted that further Governor Engagement events were planned during 2017 and any Governors who wished to hold an event within their constituencies were encouraged to contact Kate Nelmes, Head of Communications who would assist in the organisation of these.

10. KEY ISSUES FOR DISCUSSION FROM THE GOVERNOR PRE-MEETING

10.1 Rob Blagden said that a number of the key discussion points from the pre-meeting had already been raised and responded to elsewhere in the meeting.

10.2 One item discussed related to the agenda item on the Board Committee agendas for "Items to be referred to Governors" and whether those things that are referred at the meeting were actually shared. It was noted that anything raised at the meetings to be shared with Governors were usually recorded as a formal action as part of the minutes from the meeting. Examples of completed referrals were given and it was agreed that the current process was appropriate; however, Governors would be informed when certain documents were uploaded to the Governor portal.

10.3 An observation template for those Governors attending the Board Committees was currently being developed and this would be shared with Governors once complete.

11. GOVERNOR ACTIVITY

11.1 Governors updated the Council about activities they had undertaken in their role as a Governor. Some of these included attendance at the Governor Engagement event on CYPS in Cheltenham, and observation at Board Committee meetings.

11.2 Pat Ayres had attended the Stroud Youth Day, and events at Cirencester College and the Royal Agricultural College where she provided information about Eating Disorder Services in the county.

11.3 Jennifer Thomson informed the Council that she had met with colleagues from the local Foodbank in the Forest of Dean and had given them information about 2gether for them to hand out.

12. COUNCIL OF GOVERNOR WORK PLAN 2017

12.1 A draft Annual Work plan was tabled at the meeting and comments were welcomed. Changes would be made to this as per the conversations at today's meeting. The work plan would be sent out as a standard agenda item for all future meetings.

13. ANY OTHER BUSINESS

13.1 There was no other business.

14. DATE OF NEXT MEETINGS

Council of Governor Meetings

Business Continuity Room, Trust HQ, Rikenel		
Date	**Governor Pre-meeting**	**Council Meeting**
2017		
Tuesday 9 May	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 13 July	9.00 – 10.00am	10.30 - 12.30pm
Tuesday 12 September	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 9 November	1.30 – 2.30pm	3.00 – 5.00pm

Board Meetings

2017		
Thursday 30 March	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 25 May	10.00 – 1.00pm	Kindle Centre, Hereford
Thursday 27 July	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 28 September	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 30 November	10.00 – 1.00pm	Kindle Centre, Hereford

**Council of Governors
Action Points**

Item	Action	Lead	Progress
17 January 2017			
9.3	A presentation on both the Patient Survey and the Staff Survey would be scheduled for presentation at a full Council meeting A session would be set up for interested Governors to look at the results of the Patient and Staff surveys in more detail in advance of being presented at a Council meeting	Anna Hilditch	Update on Staff Survey and Patient Survey Results to be scheduled for July 2017 Council meeting. Governors interested in receiving a briefing on the survey results to notify Anna Hilditch,
9 March 2017			
4.3	Regular monthly updates to the Governor Portal to be diarised by the Trust Secretariat and notification sent out to all Governors advising of those documents uploaded	Anna Hilditch	New Trust website has been launched and work is still in progress to transfer the Governor Portal to the new site. Work is taking place with the Communications Team to migrate this ASAP
5.6	Lead Governor role description to be updated to reflect the change in tenure from 1 year to up to 2 years, with the ability to seek re-election, subject to their continued membership of the Council of Governors	John McIlveen	**Complete** Lead Governor role description included in May papers for information
5.7	Nominations and Remuneration Committee to consider the potential opportunity to provide shadowing for the Lead Governor at their next meeting in May, reporting the outcome back to the Council.	Anna Hilditch (N&R Agenda)	**Complete** On agenda for N&R Committee meeting on 3 May
9.3	Kate Nelmes to be asked to provide the invitation list for the Cheltenham Governor event to Vic and Al to see who had been invited, in case some learning could be gained for next time.	Kate Nelmes	

Council of Governors

Role Description for Lead Governor

Role purpose

In addition to the duties of a Foundation Trust Governor, the Lead Governor acts as a means of direct communication between NHS Improvement and the Council of Governors, and between the Council of Governors and the Chief Executive.

Statutory Responsibilities

- In exceptional circumstances, to provide a channel of communication between NHS I and Council on matters that it would be inappropriate to channel via the Board or Chair. Such direct contact with NHS I should only take place under the explicit direction of Council
- In exceptional circumstances, to provide a means of raising concerns with the Chief Executive, where it would be inappropriate to make such contact via the Board or the Chair. Such contact may be made via the Trust Secretary or, where appropriate, directly with the Chief Executive.

Other responsibilities

- To be available to members of Council to discuss concerns that may arise in the discharge of their duties, where discussion with the Chair is inappropriate
- To bring collective concerns to the attention of the Chair and (if appropriate) the Board, informally or formally
- To assist Governors to understand the work of the Board, and the Board's responsibility for the operational management of the Trust
- To act as a link between NHS Providers (GovernWell) and the Council
- To present the Governors' Report at the Trust's Annual General Meeting
- To work closely with the Chair as required to develop the work of Council and agree agendas for meetings of the Council
- To represent the views of fellow Governors and feed back any information provided to the Lead Governor on the Board's work in a way appropriate to the issue
- To assist Governors in maintaining, individually and collectively, a professional approach to interactions between the Council and the Trust Chair/Board

To perform these duties the Lead Governor needs to be able to maintain the confidence of the Board and Council, and to use discretion and judgement in dealing with issues brought to the Council.

Tenure

The Lead Governor will be elected by the Council for a period of up to 2 years, with the ability to seek re-election, subject to their continued membership of the Council of Governors.

2gether NHS Foundation Trust
EVALUATION OF COUNCIL OF GOVERNORS MEETINGS

Name…9 Governors………   **Date of Meeting** …9 March 2017…

	Please tick as appropriate:	Yes	No	Partial	N/A
Seeing from a service user's perspective					
1.	Did we consider relevant topics from a service user perspective? *If no, describe what we missed:*	9			
Excelling and improving					
2.	Did we hear both expert and non-expert perspectives in our meeting? *If no, please describe what we could have done to ensure other perspectives were heard:*	8		1	
Responsive					
3.	Did we deliver on any targets or actions that were due?	9			
Valuing and Respectful					
4.	Did the language we use demonstrate respect for others?	9			
Inclusive, open and honest					
5.	Were the conversations at the pre-meeting open, inclusive and non-judgmental about the topics on the Council's agenda? *If no, what needs to be different:* • **Very useful pre-meeting**	9			
6.	Did you feel able to contribute to debate and decision making at the Council of Governors meeting? *If not please explain what prevented you from doing so:* • **Still need some papers quicker and in advance**	9			
Can do					
7.	Did we identify opportunities and innovations? *If we should have done but didn't, say what stopped us:*	5			
Efficient, effective, economic and equitable					
8.	Did the agenda and papers arrive in plenty of time? (at least 4 working days before the meeting) • **Work plan was tabled** • **Updates were provided at the meeting**	7		2	
9.	Were the agenda and papers i) Concise? ii) Informative? iii) Easy to follow? iv) At an appropriate level of detail? v) Clearly state the recommendations?	9 9 9 9 9			

	Please tick as appropriate:	Yes	No	Partial	N/A
10.	Were reports / papers presented concisely and succinctly?	9			
11.	Please list any reports which did not meet the above aims:				2
12.	Please list any reports you found particularly helpful and say why: • **Chief Executives Report** • **Presentation on Suicide – was informative and concise** • **Suicide Report – come across younger people with suicidal thoughts, self harming etc**				
13.	Were the items submitted to Council appropriate for the discussion / decision making?	9			
14.	Was the right amount of time spent debating the right issues? *If no, and too much time was spent debating a particular issue, which one?* • **Need sufficient question time for the CEO report in future, had time to overrun on this occasion**	9			
15.	Were you clear about the facts, evidence, or points of view that were used to enable the Council of Governors to make decisions? *If no, how could we make this clearer:*	9			
16.	Did the Council receive clear, well-thought through advice from Trust staff or Board members? *If not please indicate any areas where you would have liked more support/ advice/clarification:*	9			

Please amplify your answers or provide any other comments/concerns/future agenda items or training/development needs or ideas to improve the Council (please continue on back if necessary).

Best Aspect of Meeting:	Worst Aspect of Meeting:
• Suicide update • Chief Executive's briefing • Great Chairing by Deputy Chair at short notice	• Only 1 NED at the table with 2 sitting behind. Minimal Executive attendance

Chief Executive's update to Council of Governors – 9th May 2017

This briefing provides the Council of Governors with an update in relation to a number of issues since the council meeting on 9th March 2017.

The NHS England "Implementation plan"
This document has now been published and an "on the day" briefing from NHS Providers and is enclosed for information

Financial Position for 2016/17.
We anticipate achieving the Control Total we agreed with NHSI of a small surplus of £654,000. However this position included non-recurrent Sustainable Transformation Funding of £650,000 and non-recurrent savings during 2016/17. As a consequence our financial context for 2017/18 is extremely challenging.

Accountable Care Systems
Following the publication of the "Next Steps on the Five Year Forward View" conversations across the Country have picked up pace on the development of Accountable Care Systems. A brief presentation will be provided at our 9th May CoG meeting to assist colleagues in understanding the implications of the "Next Steps" document for mental health and learning disability services and for the changing nature of how organisations work together to deliver the "triple aim challenges" of the FYFV.

CQC Action Plan
Good progress continues to be made against the actions arising from our CQC Comprehensive Inspection with Governance Committee continuing to monitor progress.

Alexandra Wellbeing House
Alexandra Wellbeing House opens in Gloucestershire. We are pleased to be able to advise colleagues that at the beginning of April 2017 we were able to commence making services available from our partnership work with Swindon Mind. The service is operating out of what used to be Laurel House in Gloucester and is able to provide short stay accommodation and support to individuals referred by our Recovery and/or Crisis Teams, and via GP's.

Implementing the Trust's strategy
In view of a number of changing national and local factors and priorities, it is proposed that the prime focus of the May Council of Governors meeting is dedicated to a closed session on the implications of the national and local changes on implementing our agreed Trust Strategy.

NEXT STEPS ON THE FIVE YEAR FORWARD VIEW: NHS PROVIDERS ON THE DAY BRIEFING

This briefing is a NHS Providers summary of the Next Steps on the NHS Five Year Forward View document (FYFVNS for the purposes of this briefing), published on 31 March 2017.

FYFVNS has been drafted by both NHS Improvement (NHSI) and NHS England (NHSE). It outlines progress on the ambitions set out in the *Five year forward view* since its original publication in October 2014, defines what still needs to be achieved over the next two years, and how this will be achieved. It also outlines priorities for the service specifically in 2017/18 as follows:

- Deliver financial balance across the NHS
- Improve A&E performance
- Strengthen access to GP & primary care services
- Improve cancer and mental health services

The document breaks down into 11 chapters covering a range of areas - however this briefing focuses on the most relevant points for NHS trusts and foundation trusts in particular the "what still needs to be achieved" parts of the document and new announcements. To see the full FYFVNS document please follow this link: https://www.england.nhs.uk/publication/next-steps-on-the-nhs-five-year-forward-view/. At the end of this briefing we have attached the NHS Providers press statement. If you have any questions about this briefing, please contact Edward.Cornick@nhsproviders.org.

KEY AREAS OF INTEREST

Urgent and emergency care and RTT waiting times

Urgent and emergency care

The document notes the progress made in urgent and emergency care over the past three years, then outlines the key deliverables for urgent and emergency care in both 2017/18 and 2018/19. These deliverables are a mix of actions for both for local organisations and national bodies to deliver.

The key item to note here is the adjustment to the 95% A&E standard trusts will be required to meet. This is in line with what was announced in the Government's 2017/18 mandate to the NHS. These changes are:

- before September 2017 over 90% of emergency patients are treated, admitted or transferred within 4 hours (up from 85% currently being delivered)
- the *majority* of trusts will have to meet the 95% standard in March 2018
- the NHS overall returns to the 95% standard within the course of 2018
- Also to note, the document confirms the previous standard contract fines for A&E have been dropped for those providers who have agreed control totals. From April 2017 the rules governing the performance element of the £1.8 billion sustainability and transformation fund (STF) for acute trusts that relates to A&E will be amended. The non-appealable rules expected for access to the STF are set out at the end of the FYFVNS document at reference 24.

The document also prescribes how the trusts should achieve these changes and improve their current A&E performance:

By October 2017:

- Every hospital must have "comprehensive front-door clinical streaming".
- Every hospital and its local health and social care partners must have "adopted good practice to enable appropriate patient flow". This includes better hand-offs between A&E and acute physicians, 'discharge to assess', 'trusted assessor' arrangements, streamlined continuing healthcare processes, and seven day service (7DS) discharge capabilities.

By March 2018:

- Trusts should work with local councils to ensure that the extra £1 billion provided in the March 2017 budget for adult social care is used in part to reduce delayed transfers of care (DTOC), thereby helping to free up 2000-3000 acute hospital beds. Progress against this figure "will be regularly published" - the document does not say by whom or how frequently.
- ensure that 85% of all assessments for continuing health care funding take place out of hospital in the community setting,
- Implement the "High Impact Change Model" for reducing DTOCs.

It also notes a range of actions that the national bodies will undertake:

- Roll-out by spring 2018 of 150 standardised new 'Urgent Treatment Centres' which will open 12 hours a day, seven days a week, integrated with local urgent care services.
- Implement the recommendations of the Ambulance Response Programme by October 2017, putting an end to long waits not covered by response targets.

It also notes a range of actions that the national bodies will undertake regarding with NHS 111 and primary care:

- Enhance NHS 111 by increasing from the proportion of 111 calls receiving clinical assessment by March 2018,
- By 2019, NHS 111 will be able to book people into urgent face to face appointments
- Roll out evening and weekend GP appointments, to 50% of the public by March 2018 and 100% by March 2019.

To support these changes, the FVFVNS outlines the following support measures:

- £100m in capital funding, as announced in the budget, to support modifications to A&Es to enable clinical streaming by October 2017.
- Aligned national programme management. NHSI/NHSE will appoint a single national leader accountable for all of the above actions. Also from 1 April 2017 a single Regional Director drawn from either NHSI or NHSE will hold to account both CCGs and trusts in each STP area for the delivery of the local urgent care plan.

RTT waiting times

The document makes reference to the referral to treatment time 18 week 92% target. It says:

"Looking out over the next two years we expect to continue to *increase* the number of NHS-funded elective operations. However given multiple calls on the constrained NHS funding growth over the next couple of years, elective volumes are likely to expand at a slower rate than implied by a 92% RTT incomplete pathway target. While the median wait for routine care may move marginally, this still represents strong performance compared both to the NHS' history and comparable other countries."

This has been taken as recognition by NHSI and NHSE that performance against the 92% constitutional standard is not likely to be achieved in 2017/8.

Integrating care - STPs, ACOs and ACSs

The FYFVNS document has a chapter dedicated to integrating care. This provides two main functions:

1. Outlining key areas of clarification for STPs (now referred to in the document as Sustainability and Transformation Partnerships), accountable care system and accountable care organisation integration models
2. Outlining new policy changes associated with these models

These areas are summarised in the two tables following below:

Area of clarification	Explanation
Statutory role of STPs	• The document says: "STPs are not new statutory bodies. They supplement rather than replace the accountabilities of individual organisations. It's a case of 'both the organisation and our partners', as against 'either/or"
Uniformity and running of STPs	• The document says: "The way STPs work will vary according to the needs of different parts of the country. Place-based health and care systems should be defined and assessed primarily by how they practically tackle their shared local health, quality and efficiency challenges. We do not want to be overly prescriptive about organisational form… [but] all STPs need a basic governance and implementation 'support chassis' to enable effective working "
What Accountable Care Systems (ACSs) are	• Essentially what the most advanced STPs will aspire to be. The document says: "ACSs will be an 'evolved' version of an STP that is working as a locally integrated health system. They are systems in which NHS organisations (both commissioners and providers)…choose to take on clear collective responsibility for resources and population health …specifically, ACSs are STPs - or groups of organisations within an STP sub-area… that get far more control and freedom over the total operations of the health system in their area"

What ACS's can or should do	• Agree an "accountable performance contract" with NHSE and NHSI to commit to make faster improvements in the key deliverables set out in the FYFVNS • Manage funding for their defined population, committing to shared performance goals and a financial system 'control total' across CCGs and providers. • Effectively abolish the annual transactional contractual purchaser/provider negotiations within their area. • Create an effective collective decision making and governance structure • Demonstrate how their provider organisations will operate on a horizontally integrated basis • Demonstrate how they will simultaneously also operate as a vertically integrated care system, partnering with local GP practices. • Deploy rigorous population health management capabilities that improve prevention • Establish clear mechanisms by which residents within the ACS' defined local population will still be able to exercise patient choice.
What Accountable Care Organisations (ACOs) are	• The document says: "In time some ACSs may lead to the establishment of an accountable care organisation. This is where the commissioners in that area have a contract with a single organisation for the great majority of health and care services and for population health in the area. A few areas in England are on the road to establishing an ACO, but this takes several years"

Area of policy change	Explanation
Assessment of STPs	• NHSI and NHSE will publish metrics at STP level in July that will "align" with the Single Oversight Framework for NHS provider trusts and NHSE's annual CCG Improvement and Assessment Framework.
Governance of STPs	STPs must: • form an STP board drawn from constituent organisations and including appropriate non-executive participation, partners from general practice, and in local government wherever appropriate. • establish formal CCG Committees in Common or other appropriate decision making mechanisms where needed for "strategic decisions between NHS organisations." • ensure the STP has the necessary programme management support by pooling expertise and people from across local trusts, CCGs, CSUs and other partners.

Communication of STPs	• From 1 April 2017, NHS organisations will have to show that proposals for significant hospital bed closures, requiring formal public consultation, can meet one of three "common sense conditions": 　• That sufficient alternative provision is being put in place alongside or ahead of bed closures, and that a new workforce can deliver it; and/or 　• That specific new treatments or therapies will reduce specific categories of admissions; and/or 　• Where a hospital has been using beds less efficiently than the national average, has a credible plan to improve performance without affecting patient care
How to become an ACS	• The document says: "We expect that candidates for ACS status to include successful vanguards, 'devolution' areas, and STPs that have been working towards the ACS goal. In Q1 2017/18, NHSE and NHSI will jointly run a light-touch process to encourage other STPs (or coherent parts of STPs) to come forward as potential ACSs. This is a complex transition which requires careful management, including of the financial framework so as to create opportunity while also reducing instability and managing risk."
Freedoms given to ACSs by the national bodies	• The ability for the local commissioners in the ACS to have delegated decision rights in respect of commissioning of primary care and specialised services. • A devolved transformation funding package from 2018, potentially bundling together national funding for GPFV, mental health and cancer. • A single 'one stop shop' regulatory relationship with NHSE and NHSI with streamlined oversight arrangements, with an integrated CCG IAF and trust single oversight framework. • The ability to redeploy attributable contracting staff and related funding from NHSE and NHSI to support the work of the ACS.

OTHER AREAS OF INTEREST

Funding and efficiency

The document outlines a 10 point plan for the next two years to increase efficiency for the NHS in England. This briefing picks out the key points of this plan below and the keys areas where they impact on providers.

1. **Free up 2000 to 3000 hospital beds**
   - Using the extra £1bn awarded to adult social care in the last budget hospital trusts "must now work with their local authorities, primary and community services to reduce delayed transfers of care."
2. **Further clamp down on temporary staffing costs and improve productivity**
   - Trusts are set a target of cutting £150m in medical locum expenditure in 2017/18. NHSI will require public reporting of any locum costing over £150,000 per annum.

3. **Use the NHS' procurement clout**
   - All trusts will be required to participate in the Carter Nationally Contracted Products programme, by submitting and sticking to their required volumes and using the procurement price comparison tool.
4. **Get best value out of medicines and pharmacy**
   - NHSI support trusts to save £250m from medicines spend in 2017/18 by publishing the uptake of a list of the top ten medicines savings opportunities, and work with providers to consolidate pharmacy infrastructure
5. **Reduce avoidable demand and meet demand more appropriately**
   - NHS provider trusts will have to screen, deliver brief advice and refer patients who smoke and/or have high alcohol consumption in order to qualify for applicable CQUIN payments in 2017/18 and 2018/19.
6. **Reduce unwarranted variation in clinical quality and efficiency**
   - Trusts to improve theatre productivity in line with Get it right first time (GIRFT) benchmarks and implement STP proposals to split 'hot' emergency and urgent care from 'cold' planned surgery clinical facilities for efficient use of beds.
7. **Estates, infrastructure, capital, and clinical support services**
   - The NHS and Department of Health are aiming to dispose of £2bn of surplus assets this parliament, following recommendations from the forthcoming Naylor review.
8. **Cut the costs of corporate services and administration**
   - NHSI is targeting savings of over £100m in 2017/18, from trusts consolidating these services, where appropriate across STP areas. NHSI is also establishing a set of national benchmarks.
9. **Collect income the NHS is owed**
   - The Government has set the NHS the target of recovering up to £500m a year form overseas patients, Twenty trusts will now pilot new processes to improve the identification of chargeable patients
10. **Financial accountability and discipline for all trusts and CCGs**
    - Outlines the operation of control totals - 70% of the STF will again be tied to delivery against control totals. Provider trusts not agreeing control totals will lose their exemption from contract fines. From August 2017 CQC will begin incorporating trust efficiency in their inspection regime based on a Use of Resources rating. Trusts missing their control totals may be placed in the Special Measures regime.

Mental Health

What still needs to be achieved
- An extra 35,000 children and young people being treated through NHS-commissioned community services next year compared to 2014/15
- NHSE to fund 150-180 new CAMHS Tier 4 specialist inpatient beds, rebalancing beds from parts of the country where more local CAMHS services can reduce inpatient use.
- 74 24-hour mental health teams at the Core 24 standard, covering five times more A&Es by March 2019
- An extra 140,000 physical health checks for people with severe mental illness in 2017/18.

How it will be achieved
- Expand the mental health workforce – 800 mental health therapists embedded in primary care by March 2018, rising to over 1500 by March 2019.
- Reform of mental health commissioning so that local mental health providers control specialist referrals and redirect around £350m of funding.
- Clear performance goals for CCGs and mental health providers, matched by unprecedented transparency using the new mental health dashboard.

Cancer

What still needs to be achieved

- Introduction of a new bowel cancer screening test for over 4m people from April 2018.
- Introduce primary HPV testing for cervical screening from April 2019 to benefit 3m women per year.
- Expand diagnostic capacity so that England is meeting all 8 of the cancer waiting standards.
- Performance incentives to trusts for achievement of the cancer 62-day waiting standard will be applied to extra funding available to our cancer alliances.
- 23 hospitals have received new or upgraded radiotherapy equipment in early 2017, and over 50 new radiotherapy machines in at least 34 hospitals will be rolled out over the next 18 months.

How it will be achieved

- Targeted national investment, including £130m for a national radiotherapy modernisation fund. £36m has been spent so far, with a further £94m planned to be spent over the next 18 months.
- Expand the cancer workforce: HEE to have trained 160 non-medical endoscopists by 2018, alongside 35 more places for ST1 clinical radiology training.
- Performance goals for CCGs and cancer providers, and transparency using the new cancer dashboard.
- Three cancer vanguards creating population cancer budgets so as to integrate commissioning of cancer surgery, radiotherapy and cancer drugs for 9.6m people., and

Other areas of relevant interest the document says will be delivered in the next two years

Workforce

- A new nurse retention collaborative run by NHSI and NHS Employers will support 30 trusts with the highest turnover.
- A consultation will be launched on creating a Nurse First route to nursing, similar to the Teach First programme.
- NHSI will publish guidance on effective electronic rostering.
- Undergraduate medical school places will grow by 25% adding an extra 1500 places, starting with 500 extra places in 2018 and a further 1000 from 2019.

Technology

- By summer of 2017 GPs will be able electronically to seek advice and guidance from a hospital specialist without the patient needing an outpatient appointment.
- In the summer 2017 an updated online patient appointment system will be launched, providing patients with the ability to book their first outpatient appointment with access to waiting time information on a smartphone, tablet or computer.
- The NHS e-Referral Service is currently used by patients to arrange just over half of all referrals into consultant-led first outpatient appointments. By October 2018 all referrals will be made via this route, improving patients' experience and offering real financial and efficiency benefit
- By December 2018 there will be a clear system in place across all STPs for booking appointments at particular GP practices and accessing records from NHS 111, A&Es and UTCs

NHS PROVIDERS PRESS STATEMENT

NHS PROVIDERS COMMENTS ON THE NHS FIVE YEAR FORWARD VIEW DELIVERY PLAN

Embargoed until 00.01 hours, Friday 31 March 2017

Commenting on the NHS Five Year Forward View Delivery Plan published today, Chris Hopson, NHS Providers Chief Executive said:

"We welcome the plan's recognition of the scale of challenge the NHS faces - rapidly rising demand, the longest and deepest financial squeeze in NHS history and growing staff shortages."

On the task facing NHS trusts in 2017/18 and 2018/19

"Two weeks ago, in our *Mission Impossible?* report, we set out how impossible the task was for NHS trusts in 2017/18 and we called for greater realism. We therefore welcome the new performance trajectories for the key four hour A&E and 18 week elective surgery targets next year. But we do need to remember the impact on patients. More will have to wait longer in A&E and for routine surgery than they should. That's why, in our report, we said that NHS trusts would much prefer to be properly funded to meet the NHS constitutional standards.

"Trusts look forward to working with NHSE and NHSI to finalise two key details not covered in the plan.

"First, we need to finalise the 2017/18 financial targets. Our recent survey of trust finance directors estimated a £1 billion gap in the 2017/18 budget if trusts are to achieve the required financial balance. Given the new financial year starts tomorrow we need to rapidly work out how to fill this gap and what the overall provider sector financial target should be. We believe trusts will be doing well to reproduce this year's likely performance of an £800-900m deficit.

"Second, we need to work out what can actually be delivered in 2018/19 given that NHS frontline funding increases drop even further from +3.6% in 2016/17 to +1.3% in 2017/18 and then to +0.4% in 2018/19. This means that NHS real terms spending per person (adjusting for age) will actually decrease in 2018/19 - a very rare occurrence.

"We also welcome the explicit acknowledgement in the plan of the scale of risk facing NHS trusts in delivering all they are required to in 2017/18. We must not forget how difficult this winter was for staff and patients with unacceptable levels of patient safety risk. We need to ensure this risk is much better managed next winter. For example, the NHS needs between 2,000 and 3,000 beds freed up as a result of the extra £1 billion social care funding allocated in the Budget. Without this, or other extra capacity, the plan's A&E performance trajectories in the second half of 2017/18 already look very difficult indeed – even though these are already below the NHS constitutional standard.

"Trust leaders also recognise the importance of their role in delivering the new cancer and mental health improvements for patients and service users. It is important that we continue to make progress in these two areas."

On the development of Sustainability and Transformation Partnerships (STPs)

"We welcome the pragmatic and flexible approach to developing STPs. The plan recognises that the 2012 Health and Social Care Act prevents the creation of a formal 'mid level STP tier' with statutory powers.

"The plan also recognises the importance of existing governance and accountability structures focussed on trusts, but also the opportunity for shared decision making at the STP level.

"Finally, it allows different STPs to move at different speeds: enabling the fastest to progress without delay but not forcing others to adopt a single uniform approach they neither want nor are ready for.

"We look forward to working with NHSI and NHSE on the details of how STPs will develop in future over the next few weeks."

On workforce
"Trust leaders tell us that concerns over workforce are now at the top of their worry list. This includes concerns about growing staff shortages, the unsustainable pressure on staff and the viability of maintaining a 1% pay cap. We note the workforce proposals in the plan and will want to test with NHS trusts whether these really do represent a viable and sustainable solution."

On the future strategic direction of the NHS
"We welcome the restatement of the Five Year Forward View vision of closing the health, care and financial gaps and the move to new care models, which we strongly support.

"We also welcome recognition that transformation at the required speed can only occur with capital investment and by growing capacity closer to people's homes in the community. The Chancellor's commitment to address these needs in the Autumn Statement is welcome but the detail of how that commitment is met will be important. Trust leaders tell us they are very worried by the current approach to capital – it is short sighted and unsustainable to carry on robbing capital budgets to prop up daily running costs

"Transformation also requires the right leadership capacity that is in desperately short supply given the increasing fragility of services and the leadership time required to keep them stable."

Summary
"The plan reinforces a simple, stark, truth: that you get what you pay for. Trusts will do all they can to transform and realise efficiencies as quickly as possible. But if NHS funding increases fall way behind demand and cost increases NHS services inevitably deteriorate. That is clearly now happening."

ENDS

Report to:	Council of Governors, 9 May 2017
Author:	John McIlveen, Trust Secretary
Presented by:	John McIlveen, Trust Secretary

SUBJECT: **Provider Licence Declarations**

This Report is provided for:			
Decision	Endorsement	**Assurance**	**Information**

EXECUTIVE SUMMARY

The Trust Board is required each year to self-certify regarding compliance with the conditions of its provider licence and the systems and processes for ensuring such compliance. The Board has processes in place to enable it to receive assurance about its corporate governance systems, both through the year and at year end when these declarations must be made.

The Board is responsible for ensuring compliance with the Trust's licence and any constitutional, statutory and contractual obligations placed upon the Trust. It is therefore a matter for the Board scrutinise the detail of any supporting evidence of compliance ahead of making these declarations. In addition, the Board is asked to make these declarations 'having regard to the views of Governors', and Governors should receive sufficient assurance to be satisfied about the robustness of the Board's own assurance processes in coming to a decision.

This report seeks to provide that assurance to Governors. A copy of the supporting evidence of compliance, which will be provided to the Board, is attached as background information. Governors are invited to comment about the declaration process to allow the May Board meeting to take account of Governors' views when making these declarations.

The Board must sign off its self-certification on systems for compliance with the licence by 31 May 2017, and must publish this declaration by 30 June.

RECOMMENDATIONS

Governors are asked to note and take assurance from the process by which the Board makes its annual licence declarations.

1.   INTRODUCTION

1.1   The provider licence requires the Board to make a series of annual declarations to confirm the Trust's compliance with the licence conditions, and also to confirm that the Trust has and intends to keep in place systems and processes to implement appropriate standards of corporate governance.

1.2   The individual declarations comprise:

- Corporate Governance Statement
- Governor Training declaration
- Systems for Compliance with Licence Conditions declaration

1.3   A further declaration, in relation to the continued availability of resources to provide 'Commissioner Required Services' is not applicable to the Trust as it has not been formally designated by its commissioners as providing such services.

2.   PROCESS

2.1   The Board uses the following process to receive assurance regarding compliance with these requirements, and thus to inform any declaration.

2.2   **Corporate Governance Statement**
The Corporate Governance Statement requires the Board to confirm that the Trust has in place appropriate systems and processes for good corporate governance. It must be signed off by the Board no later than 30 June, and relates to the Trust's systems and processes at the time of the declaration, and also to the forthcoming 12 months.

2.2.1   In making its declaration, the Board reviews a report written by the Trust Secretary which sets out the evidence the Board is able to rely on in making a declaration of compliance. This report draws on a number of other sources of information and assurance such as Internal Audit reports, External Audit reports, inspection reports, etc. Reports to the Board, Audit Committee, Delivery Committee and Governance Committee bring to the Board's attention any external assurances or areas for improvement highlighted through, for example, the Patient Survey, CQC inspection reports, patient safety reports, internal and external accreditations, etc.

2.2.2   Where there are any anticipated risks to compliance in the coming 12 months, these are also set out in the report along with any mitigating actions. The Board must include these risks and mitigating actions in its declaration. The report is scrutinised by the Executive Committee before going to Board in order to further verify the evidence provided, and correct any errors make additions where appropriate.

2.2.3   Because of the timing of the Corporate Governance Statement, the Board is also able to cross-reference some of the evidence provided in the report with the content of the Annual Governance Statement (AGS). The AGS is a

backwards-looking statement about risk and internal control included in the Annual Report, and is reviewed both by the Executive Committee and the Audit Committee, as well as by the Trust's External Auditor. The Internal Auditor has a key role to play in auditing the Trust's system of internal control, and the Chief Executive draws on the annual Audit programme in making his Annual Governance Statement in the Annual Report. The Audit Committee reviewed the draft AGS in April 2017.

2.2.4   The Board is also able to cross reference the evidence supplied in the report to the regular reports it receives regarding in-year compliance with governance, financial, quality and performance requirements. These reports have been subject to detailed scrutiny and challenge by Non-Executive Directors and Executive Directors. Reports provided by the Trust's Internal Auditor provide an additional source of evidence for the Board, and this evidence is supplemented by the Trust's segmentation rating under the Single Oversight Framework, and by quality accreditations such as AIMS.

2.2.5   The evidence received by the Board to support its Corporate Governance Statement declaration is attached as background information at Appendix 1 of this report to the Council of Governors. The Board will be invited to make a declaration of compliance in its Corporate Governance Statement regarding systems and processes in place now and for the year ahead.

2.3   **Governor Training**

2.3.1   The declaration regarding Governor training requires the Trust Board to confirm that it has provided Governors with the necessary training to undertake their role. The provision of training to Governors is a requirement within the Health & Social Care Act 2012, but the Act does not specify what training should be provided. The Council of Governors has previously considered a skills appraisal in order to identify training requirements for Governors.

2.4.2   The report to the Board outlines training and development opportunities provided to Governors, including an induction to each new Governor, a range of material made available to Governors through a website portal, making available a number of places on training and development events organised by third parties such as GovernWell, service presentations to the Council of Governors, and a programme of Governor visits to Trust sites. The report references the joint Board/Governor development programme and the outputs from that programme which include a number of actions around induction, team charter, the role of the Governor, and collaborative working designed to help Governors undertake their role. As with the other declarations, this draft declaration is reviewed by the Executive Committee.

2.4.3   The Board will be asked to declare compliance on its Governor training declaration

2.5   **Systems for Compliance with Licence Conditions**

This declaration is in two parts. Part 1 looks backwards to the financial year just ended. Part 2 deals with the year going forward. The Board receives a report which highlights the systems and processes that the Trust has in place to enable compliance with the conditions of its licence. The report is scrutinised by

the Executive Committee prior to submission to the Board, and any errors and omissions are rectified. Much of the evidence provided in support of this declaration of compliance also supports other declarations. The Board is able to rely therefore not only on the evidence presented specifically for this declaration, but also that presented for the Corporate Governance Statement which has been the subject of discussion and challenge by Executive and Non-Executive members of the Board at meetings of the Audit, Governance and Delivery Committees throughout the year. Clinical Commissioning Group representatives have been in attendance at meetings of the Governance Committee (and lately the Quality and Clinical Risk sub-committee which reports to the Governance Committee) and provide external challenge and assurance to discussions around quality and safety.

2.5.1   The evidence received by the Board to support its declaration is attached as background information at Appendix 2 of this report. The Board is being asked to confirm that it has had systems and processes in place to comply with its licence conditions in the year just ended, and also that it will have those systems and processes in place in the year ahead.

2.6   **Availability of Resources**

2.6.1   Where foundation trusts are providers of 'Commissioner Requested Services' those trusts are required to make a declaration regarding the availability of resources to continue to provide those services for the coming 12 months. Commissioner Requested Services are defined as services that should continue to be provided locally even if the provider is failing financially, and Commissioners will formally designate relevant providers as providers of CRS. The Trust has not been formally designated as a provider of Commissioner Requested Services, and so this declaration does not apply to 2gether.

3.   **CONCLUSION**

3.1   The Board has a robust process in place for assessing evidence in order to make the required self-certifications. The evidence the Board relies on in making these declarations is supported where relevant by external assurance such as Audit reports, or CQC inspection reports. The Non-Executive members of the Board have discussed many of the issues included in the evidence base in Board and Committee meetings, ensuring that the evidence has been subject to robust challenge not only on the day of the declaration but throughout the year. Governors observing Committees will be able to provide additional assurance to the Council that this challenge regularly takes place.

**CORPORATE GOVERNANCE STATEMENT –
EVIDENCE FOR STATEMENT OF COMPLIANCE**

Governance Statement	Evidence for current compliance	Risks to future compliance and mitigating actions, or *supporting information*	*Suggested declaration*
The Board is satisfied that [2]gether NHS Foundation Trust applies those principles, systems and standards of good corporate governance which reasonably would be regarded as appropriate for a supplier of health care services to the NHS.	• Organisational leadership through Board • Local accountability through Council of Governors • Engagement programme with stakeholders • Scheduled Board meetings including public meetings • Committee structure and Committee meeting programme • Committee structure reviewed and realigned with strategic priorities during the year • Establishment of Quality and Clinical Risk Committee, a sub-Committee of Governance Committee, to provide focus and challenge on quality and clinical risk issues • Performance dashboards to Delivery Committee • Performance exception reports to Board • Quality monitoring and reporting to Governance Committee • CCG observers at Governance Committee/QCR sub-committee • Quality Strategy aims translate into service planning objectives • Quality Report and indicators • Financial reporting monthly to Board • Financial control systems in place • Information Governance function and reporting • Risk management framework and reports to Board and Committees • Assignment of key risks to relevant Committees and ongoing risk identification • Quarterly update and review of risk register	No risks identified	Confirmed

Governance Statement	Evidence for current compliance	Risks to future compliance and mitigating actions, or *supporting information*	*Suggested declaration*
	• Implementation of new incident reporting system • Risk reporting to Board and Committees • Council of Governors statutory roles in holding NEDs to account • Service experience function and reports to Board • Patient safety reports to Board and Governance Committee • Patient Stories agenda item at public Board meetings • Quality checklist used at each Board meeting • Mental Health Legislation Scrutiny Committee and Managers' Forum • Whistleblowing and other organisational policies and procedures in place • External auditors appointed • Internal audit programme • Clinical audit programme • Compliance with FT Code of Governance • Annual Governance Statement • Trust Constitution • Trust vision and values • Annual Governance Statement • Mandatory disclosures in Annual Report • Statutory and mandatory training • Corporate induction for all new starters • Fit and proper person test for Board appointments • Declarations of Interests • Single Oversight Framework segmentation of 2 • 'Good' rating in Openness and Learning From Mistakes league table		

Governance Statement	Evidence for current compliance	Risks to future compliance and mitigating actions, or *supporting information*	*Suggested declaration*
The Board has regard to such guidance on good corporate governance as may be issued by NHS Improvement from time to time	• Monthly CEO Reports to Board highlight relevant new publications/guidance • Policy and guidance standing agenda item at Development Committee • External Auditor Sector development report • FT Bulletins to Board members • Annual Reporting Manual guidance	No risks identified	Confirmed
The Board is satisfied that [2]gether NHS Foundation Trust implements: (a) effective board and committee structures;	(a) • Committee structures reviewed in year. • Committee membership streamlined • Good clinical presence on Board • Committee summary reports to Board • Committee annual reports to Board • Audit Committee annual effectiveness review • Locality Governance structures	(a) No risks identified	(a) Confirmed
(b) clear responsibilities for its Board, for committees reporting to the Board and for staff reporting to the Board and those committees; and	(b) • Constitution sets out Board responsibilities • Committee duties reviewed and realigned to strategic priorities • Committee Terms of Reference reviewed annually and substantive changes approved by the Board • Committee agenda planners refreshed at each meeting • Scheme of Delegation in place setting out delegated responsibilities and powers reserved to Board • Revised Standing Financial Instructions in place	(b) No risks identified	(b) Confirmed

Governance Statement	Evidence for current compliance	Risks to future compliance and mitigating actions, or *supporting information*	*Suggested declaration*
(c) clear reporting lines and accountabilities throughout its organisation.	(c) • Clear Executive portfolios • Defined management and committee structure • Chief Executive is Accounting Officer • Director of Quality and Medical Director lead on quality matters • Lead Executive for each Committee • Committees reviewed in year • Assignment of organisational risks to appropriate Committees • Committees are accountable and report regularly to the Board • Reporting lines agreed for Localities, Expert reference Groups and sub-committees • Staff appraisals and objectives linked to organisational objectives	(c) No risks identified	(c) Confirmed
The Board is satisfied that ²gether NHS Foundation Trust effectively implements systems and/or processes (a) to ensure compliance with the Licence holder's duty to operate efficiently, economically and effectively;	(a) • Going concern report to Audit Committee • Board Finance Reports • Savings Plans in place • Quality Impact Assessments process in place, overseen by Governance Committee • Budget setting process • Strategic Plan • Capital Programme	(a) No risks identified	(a) Confirmed

Governance Statement	Evidence for current compliance	Risks to future compliance and mitigating actions, or *supporting information*	*Suggested declaration*
(b) for timely and effective scrutiny and oversight by the Board of the Licence holder's operations;	• Performance dashboard reports to Delivery Committee • Performance exceptions reports to Board • Quality reports to Governance Committee/QCR • Outcomes reporting • Clinical audit programme • Internal audit programme • External auditor • CQC registration • Aggregated Learning Reports to Governance Committee • Single Oversight Framework segment 2 rating • Service/business planning process • Service plans include actions for 5 Year Forward View (b) • Executive Committee meetings • NED oversight on Board and Committees • MHLS Committee meetings • Delivery Committee meetings • Governance Committee meetings • Audit Committee meetings • Board and Committee agenda planners • Monthly performance dashboards and exception reports • Locality reviews at Delivery, Development and Governance Committees • Service performance focus reports to Delivery Committee • Executive Safety walkabouts • Board visits • Monitor quarterly reports to Board • CQC compliance quarterly reports to Governance Committee	(b) No risks identified	(b) Confirmed

Governance Statement	Evidence for current compliance	Risks to future compliance and mitigating actions, or *supporting information*	*Suggested declaration*
(c) to ensure compliance with health care standards binding on the Licence holder including but not restricted to standards specified by the Secretary of State, the Care Quality Commission, the NHS Commissioning Board and statutory regulators of health care professions;	(c) • Performance dashboard reports to Delivery Committee • Safety/quality oversight by Governance Committee • Expert Reference Groups • Board performance exception reports • CQC compliance reports • CQC inspection report • Medical revalidation programme • Mental Health Legislation Scrutiny Committee oversight • Executive safety walkabouts • Board visits • Clinical audit programme • Statutory and mandatory training requirements • Clinical policies • Mental Health Act/Mental Capacity Act policies • Mental health Act Managers in place • Quality Report • Francis action plans • Regulatory inspection reports/action planning • Inquest reports/action planning • Quality Impact Assessments for efficiency and transformation proposals • QIAs reviewed by Medical Director, Director of Quality and Director of Engagement & Integration • Practice Development Strategy and Triangle of Care implementation • Nursing Strategy and action plan • Social care strategy • Organisation Development Strategy and implementation plan • Staff Survey action plan	(c) No risks identified	(c) Confirmed

Governance Statement	Evidence for current compliance	Risks to future compliance and mitigating actions, or *supporting information*	*Suggested declaration*
(d) for effective financial decision-making, management and control (including but not restricted to appropriate systems and/or processes to ensure the Licence holder's ability to continue as a going concern);	(d) • Budget setting process • Savings and transformational change programmes • Fully funded capital programme • Surpluses in previous years to achieve strong liquidity position • Use of liquidity position for strategic plan transformation • Monthly finance reports to Delivery Committee and Board • Standing Financial Instructions • Authorised signatory lists • Scheme of Delegation • Audit Committee Going Concern reports • Audit Committee Losses/Special Payments reports • Counter Fraud Service and annual action plan • Development Committee oversight of development opportunities and business cases • Tender submission procedures • Governor approval process for significant transactions • Organisation Development Strategy and implementation planNHSLA Clinical Negligence Scheme for Trusts • NHSLA Risk Pooling Scheme for Trusts • Annual financial plan approved by Board before the start of the year	(d) No risks identified	(d) Confirmed
(e) to obtain and disseminate	(e) • Board/Committee agenda planners	(e) No risks identified	(e) Confirmed

Governance Statement	Evidence for current compliance	Risks to future compliance and mitigating actions, or *supporting information*	*Suggested declaration*
accurate, comprehensive, timely and up to date information for Board and Committee decision-making;	• Monthly Finance and Performance reports • Performance Point system to provide up to date high quality data • Clinical audit programme provides assurance on data quality • Data quality policy • Data quality requirement in Information Governance Toolkit • Finance and performance reporting aligned to Board/Committee cycle • Chief Executive's Reports to Board		
(f) to identify and manage (including but not restricted to manage through forward plans) material risks to compliance with the Conditions of its Licence;	(f) • Risk register reviews by 'owning' Committees and overseen by Audit Committees and Board • Board Assurance Map review by Executive Committee, Audit Committee and Board • Performance early warning reports to Delivery Committee • Internal audit programme • Clinical audit programme • Risk identification as standing Committee agenda item • Incident Reporting policy and culture • Whistleblowing policy and procedure • Quality Impact Assessments process	(f) No risks identified	(f) Confirmed
(g) to generate and monitor delivery of business plans (including any changes to such plans) and to receive internal	(g) • Annual operational planning process • Service planning process involves service users and Governors • Annual plan submission to Monitor	(g) No risks identified	(g) Confirmed

Governance Statement	Evidence for current compliance	Risks to future compliance and mitigating actions, or *supporting information*	*Suggested declaration*
and where appropriate external assurance on such plans and their delivery; and	• Alignment of service planning wheel and organisational objectives • Plans aligned to commissioners' stated intentions • Development Committee oversight • Executive Committee oversight • Governor consultation on business plan • Quarterly monitoring reports to Delivery Committee • Performance reports • Finance reports • Quality report – external consultation • External auditors report on Quality report		
(h) to ensure compliance with all applicable legal requirements.	(h) • Access to retained lawyers • Internal auditors • External auditors • Executive leads for each key area of business • Trust Secretariat responsible for constitutional and corporate governance matters/updates • Legal briefings/updates received from a variety of sources • Executive Committee oversight • Audit Committee • Charitable Funds Committee • Information Governance policies and procedures • Clinical policies and procedures • Mental Health Legislation Scrutiny Committee and MHA Managers • Directors' fit and proper person tests on recruitment • FT Code of Governance compliance reports	(h) No risks identified	(h) Confirmed
The Board is satisfied that systems and processes in place ensure:			

Governance Statement	Evidence for current compliance	Risks to future compliance and mitigating actions, or *supporting information*	*Suggested declaration*
(a) that there is sufficient capability at Board level to provide effective organisational leadership on the quality of care provided;	(a) • Medical Director, Director of Quality and Director for Engagement & Integration are clinicians • Non-Executive Director engagement and review provides rigorous quality challenge	(a) No risks identified	(a) Confirmed
(b) that the Board's planning and decision-making processes take timely and appropriate account of quality of care considerations;	(b) • Quality Impact Assessments for savings plans • Quality Strategy • Quality Report is key element of organisational vision and values • Quality Report defines key quality themes for the coming year • Service Plan includes specific element on Quality, Service Users and carers, Staff and Volunteers • Quality Strategy aims translate into Service Planning Wheel requirements for staff • Burdett principles and exception checklist applied at each Board meeting • Evaluation of each Board meeting covers Patient Experience, Quality and Risk	(b) No risks identified	(b) Confirmed
(c) the collection of accurate, comprehensive, timely and up to date information on quality of care;	(c) • Monthly performance dashboard to Delivery Committee • Performance Exception reports to Board • Quarterly update reports on Quality Report • Monthly Patient Safety report to Board • Data Quality assurance processes in place	(c) No risks identified.	(c) Confirmed
(d) that the Board receives and takes into account accurate, comprehensive,	(d) • Monthly performance dashboard to Delivery Committee • Performance Exception reports to Board • Quarterly update reports on Quality Report		

Governance Statement	Evidence for current compliance	Risks to future compliance and mitigating actions, or *supporting information*	*Suggested declaration*
timely and up to date information on quality of care;	• Monthly Patient Safety report to Board • Monthly performance reports to Delivery Committee and Board • Data Quality assurance processes in place	(d) No risks identified	
(e) that ^{2}gether NHS foundation trust including its Board actively engages on quality of care with patients, staff and other relevant stakeholders and takes into account as appropriate views and information from these sources; and	(e) • Quality Report consultation • Quarterly update reports on Quality Report shared with stakeholders including CCGs, Health Watch and Overview and Scrutiny Committees, and feedback encouraged • Governors select local indicator for Quality Report audit • Patient survey • Staff Survey • Complaints and Comments process • Patient and Staff Friends & Family Tests • Patient Story is regular agenda item at public Board meetings • Service Experience function and reports to Board • Quality Outcomes published through public Board papers and in Annual report • Joint Negotiating and Consultative Committee • Local Negotiating Committee and Medical Staff Committee • "One Gloucestershire" STP Clinical and non-clinical workstreams	(e) No risks identified	(d) Confirmed (e) Confirmed
(f) that there is clear accountability for quality of care throughout ^{2}gether NHS foundation trust including but not restricted to systems and/or processes for escalating and resolving quality issues including escalating them to the Board	(f) • Quality Governance assigned to Exec Directors • Non-Exec Director oversight of Quality • Clinical Directors	(f) No risks identified	

Governance Statement	Evidence for current compliance	Risks to future compliance and mitigating actions, or *supporting information*	*Suggested declaration*
where appropriate.	- Service Directors - Heads of Profession - Lead Nurses - Board Committee and sub-committee structure - Locality Governance Committees have reporting line to Board through the Governance Committee		(f) Confirmed
The Board of ^{2}gether NHS foundation trust effectively implements systems to ensure that it has in place personnel on the Board, reporting to the Board and within the rest of the Licence holder's organisation who are sufficient in number and appropriately qualified to ensure compliance with the Conditions of this Licence.	- Board recruitment processes - Governor appointment of Non Exec Directors - Appointment & Terms of Service Committee for Executive recruitment - Budgeted establishment - Delegated recruitment processes - Recruitment and selection policy - Appraisal and revalidation policies - Ward staffing levels information	No risks identified	Confirmed

PROVIDER LICENCE CONDITIONS – OVERVIEW AND ADDITIONAL EVIDENCE

	Licence Condition	Condition summary	Evidence for compliance
General Conditions			
G1	Provision of Information	Provision of information to NHS I	Operating plan Strategic plan submission Ad hoc submissions to NHS I via portal
G2	Publication of information	Publish information as directed by NHS I	Information on website eg Board profiles
G3	Payment of fees to Monitor	Pay fees to NHS I as required	Not applicable - no fees requested to date
G4	Fit and Proper Persons	Not to appoint unfit persons as Directors or Governors	Exclusion criteria in constitution for Directors and Governors Directors' recruitment procedures Governor election rules *'Fit & Proper Persons: Directors'* test incorporated into Board recruitment
G5	NHS I guidance	Have regard to NHS I guidance	Code of Governance compliance Single Oversight Framework compliance
G6	Systems for compliance with licence conditions	Have systems in place to comply with licence conditions	Outlined in the appendices to this report
G7	CQC registration	Be registered with the CQC	CQC registration in place
G8	Patient eligibility & selection criteria	Set and apply transparent criteria to determine who can receive health care	Commissioner service specifications
G9	Application of Section 5 – Continuity of Services	States that the Continuity of Services conditions apply where commissioner-requested services are provided	Not applicable
Pricing			
P1	Recording of Information	Record pricing information if required by NHS I	Not required to date.
P2	Provision of Information	Provide information to NHS I	Provision of information via portal
P3	Assurance report on submissions to NHS I	Provide an assurance report re Condition P2 if required by NHS I	Not required to date
P4	Compliance with the National Tariff	Comply with national tariff	There is no national tariff in place for mental health PbR
P5	Constructive engagement re local tariff	Engage with local commissioners re tariff modifications	Agreements in in place with both Gloucestershire CCG and Herefordshire CCG re price tariff.

	Licence Condition	Condition summary	Evidence for compliance
	modifications		Regular monthly meetings take place where performance reports are presented and discussed.
Choice & competition			
C1	Patients' right of choice	Patient notified of choice of provider	Not applicable to Mental health Services
C2	Competition oversight	Not to restrict or distort competition	Legal advice obtained where appropriate when bidding for services/entering partnerships
Integrated care			
IC1	Provision of integrated care	Not to act detrimentally to the provision of integrated care	Local Health Economy 'Better Care Fund' proposals
IAPT/primary care services integration
Collaborative approach in Herefordshire
Continuity of services			
CoS1	Continuing provision of Commissioner Requested Services	Continue to provide CRS as specified except in certain circumstances eg with Commissioner agreement	Not applicable as Trust does not provide Commissioner Requested Services
CoS2	Restriction on the disposal of assets	Not to dispose of any asset without written consent from NHS I	No assets disposed of that provide Commissioner Requested Services
CoS3	Standards of corporate governance and financial management	Apply suitable systems of corporate and financial governance	See evidence in Appendix 1 of this report
CoS4	Undertaking from the ultimate controller	Undertaking from any parent company not to cause a breach of the provider licence	Not applicable
CoS5	Risk pool levy	To pay a risk pool levy to NHS I	Not applicable
CoS6	Cooperation in the event of financial stress	To cooperate with NHS I and others in the event of financial stress	Not applicable
CoS7	Availability of resources	Ensure and certify the availability of financial, physical and human resources for the next 12 months	Not applicable as Trust does not provide Commissioner Requested Services
NHS Foundation Trust Conditions			
FT1	Information to update the register of FT's	Provision of certain documents to NHS I	Provision of annual accounts and annual report
Provision of current version of the

	Licence Condition	Condition summary	Evidence for compliance
			constitution Updates regarding Board and Lead Governor changes
FT2	Payment to NHS I in respect of registration and related costs	Payment of a licence fee to NHS I	Not applicable
FT3	Provision of information to advisory panel	Provision of any information requested by an advisory panel	Not applicable – no information requested
FT4	NHS FT governance arrangements	Apply and certify appropriate systems and processes for good corporate governance	Internal Audit reports Head of Internal Audit opinion External Audit

Report to: Council of Governors – 9th May 2017
Presented by: Rob Blagden, Lead Governor

SUBJECT: **Nominations and Remuneration Committee Report - 3 May 2017**

KEY POINTS TO DRAW TO THE COUNCIL'S ATTENTION

Chair Appraisal Report
Nikki Richardson, Senior Independent Director/Deputy Chair presented the outcome report from the Chair's appraisal process.

Board members, Governors and external and internal stakeholders were given the opportunity to provide feedback on the Chair's performance. The Committee was pleased to note that 13 Governors had provided a response to the questionnaire, an increase from 11 last year.

Overall it had been a strong performance by the Chair, as testified to by the positive feedback she had received for her appraisal. Particular strengths that were noted included Ruth's focus on strategy, building strong external relationships and being visible and engaged with staff, service users and carers. The areas where Governors suggested improvements were as follows; doing more proactively to involve Governors and make them feel their contribution and experience is valued, being even more accessible and engaged outside Council meetings, ensuring a good balance between focus and keeping to time and the space for discourse and debate when chairing, ensuring timeliness of papers and work streams and making sure Governors are well informed about Trust developments in a timely way. The Committee received assurance that areas for development had been discussed and that Ruth planned to focus on making improvements in these areas during 2017/18.

The Committee noted the positive appraisal report for the Trust Chair. Thanks were expressed to Nikki Richardson for carrying out the appraisal and providing such a comprehensive report.

Non-Executive Director (NED) Appraisal Reports
Ruth FitzJohn, Trust Chair presented the outcome report from the Non-Executive Directors' appraisal process. Appraisals were completed for Jonathan Vickers, Nikki Richardson, Marcia Gallagher, Duncan Sutherland and Quinton Quayle. Maria Bond's term of office only began in November 2016 and therefore did not fall into the 2016/17 process.

All five appraised NEDs had made valuable contributions to the Trust and were performing well at Board, as Committee Chairs and across their broader roles. It was noted that there were no performance issues to be raised with the Nomination and Remuneration Committee or with the Council of Governors. It was felt that the outcomes of all appraisals were positive and the Committee was content that any development points would be picked up and managed appropriately through the setting of annual objectives and meetings with the Trust Chair.

The Committee noted the positive appraisal report for the Non-Executive Directors and received assurance from the Chair that the Trust was in competent hands. The diverse range of skills, experience and backgrounds within the NED pool was seen as very valuable.

Chair and Non-Executive Director Remuneration
It is in the remit of the Nominations and Remuneration Committee to review the remuneration and terms of service for the Chair and Non-executive Directors at least annually, taking into due account the performance of the individual and the organisation and make recommendations to the Council.

Non-Executive Directors received a cost of living increase in April 2016 in line with the 1% cost of living increase for NHS staff. For 2017/18, the national position on pay is that staff will again receive a 1% uplift and the Committee was therefore invited to consider recommending a similar increase in Non-Executive Director remuneration to the Council of Governors. Additional responsibility payments to Non-Executive Directors (for example in respect of chairing Board Committees) are not affected by this proposal.

The Committee endorsed this proposal.

Shadowing of the Lead Governor
A discussion took place at the March Council meeting about the possibility of shadowing for those Governors who may wish to put themselves forward for the Lead Governor position in future. It was agreed that the Nominations and Remuneration Committee would be asked to consider this further, reporting the outcome back to the Council.

Committee members agreed that this could be a useful exercise; however, it was suggested that an individual personal development plan could be arranged for any interested Governors, as and when, including one to one meetings with the existing Lead Governor and the Trust Secretariat to learn more about the role. It was not felt that a generic shadowing programme would be helpful in this instance as it would depend on the experience of the Governor and also on the current priorities of the Council at that time. However, all Governors could put themselves forward to stand as the Lead Governor and it was important to ensure that there was an opportunity to receive some form of training in advance of making such a decision.

ACTIONS REQUIRED BY THE COUNCIL

The Nominations and Remuneration recommend that the Council of Governors:
- **Note** the positive outcome of the 2016/17 appraisal of the Trust Chair
- **Note** the positive outcome of the 2016/17 appraisals of the Non-Executive Directors.
- **Endorse** the decision regarding the proposed 1% pay award for the Non-Executive Directors and the Chair for 2017/18, consistent with national pay provisions for NHS staff, to be backdated to 1 April 2017
- **Note** the outcome of the discussion about shadowing the Lead Governor