

# **COUNCIL OF GOVERNORS**

**Tuesday 11<sup>th</sup> September 2018**

**4.00 – 5.00pm**  
**Governor Pre-Meeting**

**5.00 – 7.30pm**  
**Council of Governors Meeting**

**Business Continuity Room, Rikenel**

## **Our Core Values**

**Seeing from a service user perspective**

**Excelling and improving**

**Responsive**

**Valuing and respectful**

**Inclusive, open and honest**

**Can do**

**Efficient, effective, economic and equitable**

## Council of Governors Meeting

Tuesday 11<sup>th</sup> September 2018 at **5.00 – 7.30pm**  
In the Business Continuity Room, Rikenel, Gloucester

### AGENDA

Item	Time	Title and Purpose	Reference
1	5.00	Welcome and Apologies	Verbal
2		Declaration of Interests	Verbal
3	5.05	Minutes of the Previous Meeting held on 12 July 2018	Paper A
4		Matters Arising and Action Points	Verbal
5		Review of Meeting Evaluation Sheet	Paper B
<b>Service Focussed Presentations and Information Sharing</b>			
6	5.10	Staff Survey Results Presentation	Presentation
7	5.25	Joint Working - Values Development Programme	Paper C
<b>Formal Business</b>			
8	5.35	NED Recruitment Process to Shadow Board	Paper D
9	5.45	Change to the Trust Constitution – NED Terms of Office	Paper E
<b>Holding to Account</b>			
10	5.55	<b>Feedback from Governor Observation at Board Committees*</b> <ul style="list-style-type: none"> <li>Audit Committee – 1 August</li> <li>Development Committee – 8 August</li> <li>Delivery Committee – 25 July and 29 August</li> <li>Governance Committee – 31 August</li> </ul> (*Committee meetings that have taken place since the last Council meeting)	Verbal
<b>Membership and Governor Involvement</b>			
11	6.00	Governor Observers at Board Committees – Annual Review	Paper F
12	6.05	Items for Discussion from Governor Pre-Meeting	Verbal
13	6.10	Governor Activity	Verbal
<b>Any other Business</b>			
14		Any other business	Verbal
15	6.15	Date of Next Meetings Please see overleaf	Verbal
<b>CLOSED SESSION MEETING</b>			
16	6.20	<b>Joint Working with Gloucestershire Care Services</b> <ul style="list-style-type: none"> <li>Strategic Case – Working Draft</li> </ul>	Paper G (c)
17	7.15	Herefordshire Services Update	Verbal
18	7.25	Any other business	

## Council of Governor Meetings

Business Continuity Room, Trust HQ, Rikenel		
Date	Governor Pre-meeting	Council Meeting
<b>2018</b>		
Tuesday 11 September	4.00 – 5.00pm	5.00 – 7.30pm
Thursday 8 November	1.30 – 2.30pm	3.00 – 5.00pm
<b>2019</b>		
Tuesday 15 January	1.30 – 2.30pm	3.00 – 5.00pm
Thursday 14 March	9.00 – 10.00am	10.30 – 12.30pm
Tuesday 14 May	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 11 July	1.30 – 2.30pm	3.00 – 5.00pm
Tuesday 10 September	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 14 November	9.00 – 10.00am	10.30 – 12.30pm

## Public Board Meetings

<b>2018</b>		
Wednesday 26 September	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 29 November	10.00 – 1.00pm	Kindle Centre, Hereford

## Governor Visits to Trust Sites

Venue	Location	Date	Time
<b>2018</b>			
Wotton Lawn	Gloucester	Thursday 4 October	10.00 – 12.00pm
Stonebow	Hereford	Thursday 8 November	10.30 – 12.30pm

## Nomination & Remuneration Committee (*Committee members only*)

<b>2018</b>		
Wednesday 24 October	4.00 - 5.00pm	Rikenel

## Governor Engagement Opportunities

<b>2018</b>		
Police Open Day	Sat 15th September Time: 10 – 3pm	Waterwells, Quedgeley, Gloucester

## 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 <sup>2</sup>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:
  - Appointing and, if appropriate, removing the Trust Chair and the Non-Executive Directors.
  - Having a say in the appointment of the Chief Executive.
  - Approving the appraisal process for the Chair and Non-Executive Directors.
  - Appointing and, if appropriate, removing the Trust's External Auditors.
  - Receiving the Trust's annual report and accounts (once these have been laid before Parliament) in order to understand the Trust's performance.
  - Approving major transactions such as acquisitions, mergers or large tenders.

**2GETHER NHS FOUNDATION TRUST****COUNCIL OF GOVERNORS MEETING****THURSDAY 12 JULY 2018****BUSINESS CONTINUITY ROOM, RIKENEL, GLOUCESTER**

<b>PRESENT:</b>	Ingrid Barker (Chair)	Rob Blagden	Vic Godding
	Katie Clark	Stephen McDonnell	Jan Furniaux
	Jenny Bartlett	Hazel Braund	Mike Scott
	Jo Smith	Jennifer Thomson	Kate Atkinson
	Faisal Khan	Said Hansdot	Cherry Newton
	Bren McInerney	Carole Allaway-Martin	Nic Matthews

**IN ATTENDANCE:** Marie Crofts, Director of Quality  
Marcia Gallagher, Non-Executive Director  
Anna Hilditch, Assistant Trust Secretary  
Jane Melton, Director of Engagement & Integration  
John McIlveen, Trust Secretary  
Colin Merker, Deputy Chief Executive  
Kate Nelmes, Head of Communications  
Nikki Richardson, Non-Executive Director  
Paul Roberts, Chief Executive  
Neil Savage, Director of Organisational Development  
Jonathan Vickers, Non-Executive Director  
Sandra Betney, Deputy CEO and Director of Finance (GCS)  
Vincent Buscemi, Partner, Bevan Brittan  
Dave Smith, Programme Director – Transition (GCS)

**1. WELCOMES AND APOLOGIES**

- 1.1 Apologies for the meeting had been received from Hilary Bowen, Ann Elias, Mervyn Dawe, Xin Zhao, and Lawrence Fielder.
- 1.2 Ingrid Barker welcomed Nic Matthews (Staff Governor – Clinical, Social Care and Support) and Carole Allaway-Martin (Appointed Governor – Gloucestershire County Council) to their first meeting of the Council of Governors since being appointed.
- 1.3 The Council noted that Dr Svetlin Vrabtchev (Staff Governor – Medical and Nursing) and Jennifer Thomson (Public Governor – Forest) had made the decision not to re-stand for a second term as a Governor. Ingrid Barker thanked them for their involvement and contributions over the past 3 years. The Council was also asked to note that Euan McPherson (Public Governor – Herefordshire) had made the difficult decision to stand down from the Council. Elections were currently underway to fill the vacant positions and the results of the election would be known at the beginning of August.

**2. DECLARATION OF INTERESTS**

- 2.1 There were no new declarations of interest.

### 3. COUNCIL OF GOVERNOR MINUTES

- 3.1 The minutes of the Council meeting held on 8 May 2018 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 these were now complete or progressing to plan.
- 4.2 The Council received and noted the Meeting Evaluation feedback from the last meeting in March.

### 5. CHIEF EXECUTIVE'S REPORT

#### 5.1 Merger Update

- 5.1.1 The work in progressing the merger with Gloucestershire Care Services colleagues continues at a pace. In order to ensure that we can focus on both the merger change and day to day staffing issues robustly, Neil Savage (Director of OD) has taken on responsibility for leading the Day to Day HR teams and services within both Trusts, effective from 1 July. Dave Smith (Interim Director of HR at GCS) will take on the responsibility for leading the Transitional work aligned to the merger. These changes will be reviewed as they become embedded to ensure that they deliver the support to staff we want to provide.
- 5.1.2 A timetable for the merger process has now been published and it was agreed that this would be shared with Governors for information.

***ACTION: Timetable for the merger process to be shared with Governors***

- 5.1.3 Paul Roberts advised that work would commence in the autumn to look at the new shadow Board arrangements. Governors would be heavily involved in this process and further information about the Governor role in the overall merger process would be discussed in more detail later in the meeting.
- 5.1.4 A name for the new organisation was being proposed as this was required as part of the Strategic Outline Business Case. There were some strict rules and guidance to be taken into account, but the Trust's Communications Teams were reviewing this carefully. Consultation would be carried out on any proposals for a name.
- 5.1.5 The Council was aware that Marie Crofts, Director of Quality would be leaving the Trust at the end of September. It had been agreed to appoint to an Interim Director of Quality role for 2gether at this time. A Joint Director appointment would then be considered at a later stage alongside other shadow Board appointments. A discussion group of Governors would be set up as part of this recruitment process on 30 July and an invite with confirmed timings would be sent out after the meeting asking Governors to confirm if they wished to take part. The Council collectively expressed their thanks to Marie for her huge contribution to 2gether, noting that it would be hugely sad to lose her but wishing her well in her future role.

- 5.1.6 Rob Blagden said that Governors had discussed the merger at their pre-meeting and all had been positive about the proposals. However, he said that Governors wanted to see the outcome measures and the benefits of the merger. Sandra Betney offered the Council assurance that work was taking place to carefully look at benefits realisation and mapping and once this work was complete this would of course be shared with the Council.

## 5.2 Care Quality Commission (CQC)

The Council of Governors were informed that 2gether had retained its 'Good' rating overall, and improved the ratings in a number of specific service areas in its recent CQC inspection report. This follows Gloucestershire Care Service's CQC report, which saw their rating move up to Good overall as well. It was agreed that this was a fantastic achievement for both Trusts, and a sure sign that our communities can be proud of the services provided in community physical, mental health and learning disability teams in the county.

## 5.3. Integrated Care Systems

- 5.3.1 Paul Roberts provided an update to the Governors on the development of an ICS in Gloucestershire, which aims to improve the performance of primary, secondary and social care settings through a more joined-up approach. He said that there was still a lot more to do to see how this would work but it was a positive step towards joined up working. This would continue as a key agenda item for future meetings.
- 5.3.2 In Herefordshire 2gether was working within the Herefordshire and Worcestershire STP on a local ICS Development Programme which is intended to enable the system to bid for "Shadow Status" like Gloucestershire from 2019/20. Colleagues from the Herefordshire senior leadership team are part of this programme – ensuring that mental health and learning disability are centre stage as that work progresses.

## 5.4 2gether ROSCAs

It was noted that 2gether's Recognising Outstanding Service and Contribution Awards (ROSCAs) would be celebrated at Hatherley Manor, in Gloucester, on 20th July 2018. Rob Blagden said that the Governors had discussed this at their pre-meeting and a request was made that future ROSCA events try to be organised to take place either in Herefordshire or at a mid-way point between the 2 counties.

***ACTION: Review of future venues for Trust events such as the ROSCAs to be carried out to ensure that there was equity for staff located in Gloucestershire and Herefordshire***

## 5.5 First quarter Finance and Performance

At the end of the first quarter the Trust was financially healthy and generally delivering within our contract targets. IAPT services remain our biggest delivery challenge in both Gloucestershire and Herefordshire, whilst medical staffing particularly in Herefordshire also poses a number of challenges for us to



address. The Governors agreed that an update on IAPT services would be useful and requested a more detailed presentation on the current IAPT position at its next meeting in September.

***ACTION: IAPT Presentation to be received at the next Council meeting in September***

## **6. JOINT WORKING PRESENTATION – BEVAN BRITTAN**

- 6.1 The Council of Governors welcomed Vincent Buscemi to the meeting. Vincent was a Partner with Bevan Brittan and was working with 2gether and GCS on the legal aspects of the merger process. Vincent was in attendance to present and speak to the Governors about their formal role in the merger. A copy of the presentation would be emailed to all Governors after the meeting.

***ACTION: Bevan Brittan presentation to be circulated to Governors***

- 6.2 The Governor's role is twofold:
- To hold the Non-Executive Directors, individually and collectively to account for the performance of the Trust's Board of Directors by:
    - ensuring that the Board of Directors have been thorough and comprehensive in reaching its proposals (that it has undertaken proper due diligence); and
    - that the Directors have obtained and considered the interests of Trust Members and the public as part of its decision - making process.
  - Provided these assurances are obtained, the Governors should approve the joint application which must be submitted to Monitor/NHS Improvement.
- 6.3 It was noted that the likely timescale for the merger would be approximately 12-18 months. A more detailed timeline had been circulated earlier in the meeting and it was agreed that it would be extremely helpful for this to be updated to include the key points where Governors would need to be involved throughout the process.

***ACTION: Merger timeline to be updated to include key touchpoints for Governor involvement***

- 6.4 Mike Scott noted that the NHS Act 2006 requires that 'more than half the members of the full council of governors' must approve any application by an FT to merge with another Trust/FT or be acquired by another FT. Mike asked whether proxy voting would be accepted if Governors were on holiday when the final vote took place. John McIlveen advised that currently proxy voting was not accepted; however, the Trust would be reviewing its constitution in the coming months and this area could be changed to allow for this in future.
- 6.5 Mike Scott asked about the costs associated with the merger. It was noted that a high level indicative budget of £1.3m had been proposed, which would be split between the 2 organisations. The Council was assured that non-recurrent budgets were being used to fund the work and therefore no funding to services was being cut.

- 6.6 Stephen McDonnell said that he hadn't heard about any dis-benefits of the merger so far, and asked whether there were any "downsides" that the Governors needed to be made aware of. It was noted that this analysis would be included in the Full and Strategic Business Case. The benefits needed to outweigh any potential risks and the business case needed to demonstrate this clearly.
- 6.7 Nikki Richardson said that discussions about the merger had taken place at the Council of Governors previously and there was therefore a need to think about how new Governors could be brought up to speed. This was agreed as a vital piece of work, and work would commence to co-ordinate what information was shared with Governors and when, with a timeline of previously shared reports and guidance being produced and uploaded onto the Governor Portal on the Trust website.

***ACTION: Pack of information and guidance to be produced for all Governors containing key documents, decision points and timeline for the merger, for people to use as reference going forward.***

- 6.8 The Council thanked Vincent Buscemi for attending and presenting such a comprehensive overview.

## **7. RECEIPT OF THE ANNUAL REPORT 2017/18**

- 7.1 The Council of Governors was informed that the Annual Report 2017/18 had been signed off by parliament and published. Governors were invited to view the Annual Report via the Trust's website. The report would be formally presented at the Trust's AGM, being held jointly with GCS on Thursday 19 July.

## **8. FEEDBACK FROM GOVERNOR OBSERVATION AT BOARD COMMITTEES**

- 8.1 A number of Board and Board Committee meetings had taken place since the Council of Governors last met in May 2018 and Governors had been present in an observation capacity at some of these meetings.

- Audit Committee – 25 May  
Mike Smith had attended this meeting and said that he felt very assured by the business conducted.
- Development Committee – 19 June  
Said Hansdot had attended this meeting, which he said had run very smoothly and was well chaired.
- Delivery Committee – 23 May and 27 June  
Kate Atkinson had been in attendance at both meetings.
- Governance Committee – 29 June  
Jo Smith and Vic Godding had been in attendance at this meeting. Both said that the Committee had been very efficiently chaired by Nikki Richardson who had to deal with a large agenda in a short space of time. Vic Godding advised that he had updated the Committee Observation Checklist template and would be happy to share this with Governor colleagues for information.

- MHLS Committee – 11 July

Cherry Newton had attended this meeting and said that it had been well chaired by Duncan Sutherland who had recently taken over the chairing role following Quinton Quayle's departure. Cherry said that there had been information about Herefordshire services discussed at the meeting however, there were no Herefordshire representatives present to provide updates at the meeting. This had been noted.

- 8.2 The Council was informed that an item to review Committee Observation attendance was scheduled for the next meeting in September, noting that there were a number of vacancies.

***ACTION: Review of Board Committee Observation process to be carried out at the September Council meeting***

## **9. MEMBERSHIP ACTIVITY REPORT**

- 9.1 The Council received and noted the Membership Report which provided a brief update to inform the Council of Governors about information for members, Governor Engagement Events and information about membership.
- 9.2 The Membership Advisory Group last met on 13 June. The group has now revised the membership form, which will be updated both in paper form and in the online version. Work is also taking place with the 2gether IT team and Countywide IT services to create a new membership database, which should be more resilient, in anticipation of an increase in new members as we join with Gloucestershire Care Services.
- 9.3 Membership figures have recently reduced, following work carried out to ensure we are compliant with the General Data Protection Regulation (GDPR). There had been a reduction of 24 Public Members since the last report.
- 9.4 In line with our membership priorities, agreed at the Council of Governors and Board in May, we are focussing on increasing membership in Herefordshire and the Cotswolds, and among men, younger people (under 21s) and members of the Black and Minority Ethnic Community.
- 9.5 We continue to promote membership at events, via social media and through the Trust website. Membership was recently promoted during our NHS70 open day and exhibition, with 6 under 18s signing up as Members. We are also attending the Barton and Tredworth Cultural Fayre on 11 August, and the annual police open day in September.
- 9.6 The next edition of the membership newsletter will be published in late July.

## **10. GOVERNOR ACTIVITY**

- 10.1 Cherry Newton had attended the Membership Advisory Group in Herefordshire, participated in the Leominster Crucial Crew event and had attended the NHS70 service at Herefordshire Cathedral.

- 10.2 Vic Godding had participated in the Governor visit to the Stonebow Unit. He said that this was an excellent visit and a great unit. Some feedback provided from the visit about the provision of mobile air conditioning units on the wards had now been actioned. Bren McInerney had also attended this visit and said that he wanted to ensure that appropriate thanks were passed back to the ward manager and the other staff who had hosted this visit.
- 10.3 Jennifer Thomson had attended a specially arranged Governor visit to CYPS services. She said that this had been a very informative session, with Team Managers from all CYPS services in attendance to provide information about their service and answer questions.

## 11. ANY OTHER BUSINESS

- 11.1 There was no other business.

## 12. DATE OF NEXT MEETINGS

### Council of Governor Meetings

Business Continuity Room, Trust HQ, Rikenel		
Date	Governor Pre-meeting	Council Meeting
<b>2018</b>		
Tuesday 11 September	4.00 – 5.00pm	5.30 – 7.30pm
Thursday 8 November	1.30 – 2.30pm	3.00 – 5.00pm

### Public Board Meetings

<b>2018</b>		
Wednesday 26 September	10.00 – 1.00pm	Business Continuity Room, Rikenel
Thursday 29 November	10.00 – 1.00pm	Kindle Centre, Hereford

### Council of Governors Action Points

Item	Action	Lead	Progress
<b>12 July 2018</b>			
5.1.2	Timetable for the merger process to be shared with Governors		To be included in “Merger Reference Pack for Governors”
5.4	Review of future venues for Trust events such as the ROSCAs to be carried out to ensure that there was equity for staff located in Gloucestershire and Herefordshire	Kate Nelmes	Will be included for consideration as part of the ‘post event evaluation’
5.5	IAPT Presentation to be received at the next Council meeting in September	Trust Secretariat	Presentation scheduled for <u>November</u> Council meeting
6.1	Bevan Brittan presentation to be circulated to Governors		To be included in “Merger Reference Pack for Governors”
6.3	Merger timeline to be updated to include key touchpoints for Governor involvement		To be included in “Merger Reference Pack for Governors”
6.7	Pack of information and guidance to be produced for all Governors containing key documents, decision points and timeline for the merger, for people to use as reference going forward.		To be included in “Merger Reference Pack for Governors”
8.2	Review of Board Committee Observation process to be carried out at the September Council meeting	Trust Secretariat	Report scheduled for September Council meeting

**2gether NHS Foundation Trust**  
**EVALUATION OF COUNCIL OF GOVERNORS MEETINGS**

Name...8 Governors.....

Date of Meeting ...12 July 2018.....

	Please tick as appropriate:	Yes	No	Partial	N/A
<b>Seeing from a service user's perspective</b>					
1.	Did we consider relevant topics from a service user perspective? <i>If no, describe what we missed:</i> <ul style="list-style-type: none"> <li>• <b>Focus on merger process</b></li> </ul>	5		2	1
<b>Excelling and improving</b>					
2.	Did we hear both expert and non-expert perspectives in our meeting? <i>If no, please describe what we could have done to ensure other perspectives were heard:</i>	7			1
<b>Responsive</b>					
3.	Did we deliver on any targets or actions that were due?	8			
<b>Valuing and Respectful</b>					
4.	Did the language we use demonstrate respect for others?	8			
<b>Inclusive, open and honest</b>					
5.	Were the conversations at the pre-meeting open, inclusive and non-judgmental about the topics on the Council's agenda? <i>If no, what needs to be different:</i>	8			
6.	Did you feel able to contribute to debate and decision making at the Council of Governors meeting? <i>If not please explain what prevented you from doing so:</i>	8			
<b>Can do</b>					
7.	Did we identify opportunities and innovations? <i>If we should have done but didn't, say what stopped us:</i>	7		1	
<b>Efficient, effective, economic and equitable</b>					
8.	Did the agenda and papers arrive in plenty of time? (at least 4 working days before the meeting) <ul style="list-style-type: none"> <li>• <b>Chief Executive's report was late</b></li> </ul>	6		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?	8			

	Please tick as appropriate:	Yes	No	Partial	N/A
10.	Were reports / papers presented concisely and succinctly?	8			
11.	Please list any reports which did not meet the above aims:				8
12.	Please list any reports you found particularly helpful and say why: <ul style="list-style-type: none"> <li>• <b>Chief Executive's Report – very good overview</b></li> <li>• <b>Chief Executive's Report – wide ranging report</b></li> <li>• <b>Bevan Brittan Presentation</b></li> </ul>				
13.	Were the items submitted to Council appropriate for the discussion / decision making?	8			
14.	Was the right amount of time spent debating the right issues? <i>If no, and too much time was spent debating a particular issue, which one?</i> <ul style="list-style-type: none"> <li>• <b>Good to devote the majority of the meeting to the very important merger presentation</b></li> <li>• <b>Yes, it was important that the merger presentation was given time</b></li> </ul>	8			
15.	Were you clear about the facts, evidence, or points of view that were used to enable the Council of Governors to make decisions? <i>If no, how could we make this clearer:</i>	8			
16.	Did the Council receive clear, well-thought through advice from Trust staff or Board members? <i>If not please indicate any areas where you would have liked more support/ advice/clarification:</i>	8			

**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:
<ul style="list-style-type: none"> <li>• <b>Presentation from Bevan Brittan very informative and helpful – good discussion held</b></li> <li>• <b>Well chaired – on time</b></li> </ul>	

**Agenda item 7**

**Paper C**

**Report to:** 2gether Council of Governors Meeting – 11 September 2018  
**Author:** Dave Smith, Transition Director  
**Presented by:** Neil Savage, Joint Director of OD and HR

**SUBJECT:** **Values Development Programme Update**

<b>Can this report be discussed at a public Board meeting?</b>	<b>Yes</b>
<b>If not, explain why</b>	

<b>This Report is provided for:</b>			
Decision	<b>Endorsement</b>	Assurance	Information

**EXECUTIVE SUMMARY**

The commercial world and the public sector are littered with mergers and integration projects that failed, or failed to realise the benefits predicted because of a lack of consideration of the importance of culture within organisations and in particular, the failure to plan cultural integration alongside physical and service integration.

Early assessments suggest that there are a number of cultural similarities across both organisations, but also a number of cultural differences. Given natural organisational loyalties this is understandable but if these differences, whether real or perceived, are left unaddressed, they could have a significant impact on the success of the merger and crucially, could delay transformation of services. Organisations that do not actively address this typically find the differences become embedded and even more difficult to address with colleagues referring back to their previous organisations/structures as opposed to the new organisation.

The attached paper reflects these challenges and sets out a methodology for an intensive piece of work in this area involving both colleagues and service users. It also sets out the active leadership role required from Board members of both organisations in support of the launch and post launch activities and how the Council of Governors can similarly get involved and support..

**RECOMMENDATIONS**

The Council of Governors is asked to;

- Note and endorse the approach
- Where possible, attend an 'In Your Shoes' and/or 'In Our Shoes' session on the w/c 15th October
- Receive periodic updates post implementation



<b>Corporate Considerations</b>	
<i>Quality implications</i>	Implications are clearly referenced in the report
<i>Resource implications:</i>	Implications are clearly referenced in the report
<i>Equalities implications:</i>	Implications are clearly referenced in the report
<i>Risk implications:</i>	Implications are clearly referenced in the report

<b>WHICH TRUST STRATEGIC OBJECTIVE(S) DOES THIS PAPER PROGRESS OR CHALLENGE?</b>	
Continuously Improving Quality	P
Increasing Engagement	P
Ensuring Sustainability	

<b>WHICH TRUST VALUES DOES THIS PAPER PROGRESS OR CHALLENGE?</b>			
Seeing from a service user perspective			P
Excelling and improving	P	Inclusive open and honest	P
Responsive	P	Can do	P
Valuing and respectful	P	Efficient	P

<b>Reviewed by:</b>	
	Date

<b>Where in the Trust has this been discussed before?</b>	
<i>Trust Board meeting</i>	Date August 2018

<b>What consultation has there been?</b>	
<i>PME, SILG, Joint Executive Team Meetings</i>	Date July/August 2018

<b>Explanation of acronyms used:</b>	PME – Programme Management Executive SILG – Strategic Intent Leadership Group
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## 1. AIM

To ensure the Council of Governors are briefed on the forthcoming Values development programme and how they can participate and support.

## 2. BACKGROUND

- 2.1 Numerous studies into the history of mergers including Deloitte (2005), Marsh, Mercer, Kroll (2008), Allen & Overy (2014) and Aon Hewitt (2011 and 2015) all concluded that a failure to properly consider integrating the cultures of the merged organisations was the primary factor in merger failure. Within the NHS, the importance of culture within NHS projects was recognised in a 2016 NHSI commissioned report by Cass Business School of City University,

London, 'Mergers in the NHS: Lessons Learnt and Recommendations'. This concluded;

- Do not underestimate the challenges of cultural integration. Develop and carry out a consistent and comprehensive culture programme.
- Carry out cultural due diligence to understand differences in culture
- Identify the desired cultural end-state and manage activity to achieve it.

2.2 This advice was mirrored in the recent Board development presentation by Peter Homa, Chair of the NHS Leadership Academy who similarly emphasised the importance of assessing the current culture, determining the desired future culture and setting out the desired steps to get there, as well as building it into the broader integration plan early and not as an afterthought. Other helpful advice from Peter Homa included ensuring that the positive legacy of each organisation is not forgotten but carried forward as an integral part of the design of the new organisation.

2.3 There are other reasons for focusing on this now. Pulse tests designed by our Communications teams have suggested that whilst the majority of colleagues are generally positive towards the prospect of the merger they feel more 'informed' than 'involved'. Also, there is a feeling amongst some colleagues that the merger is 'all about 2g' or 'all about GCS', suggesting that current thinking is along existing organisational lines as opposed to the creation of a new organisation. This is understandable as thus far, colleagues on the ground have seen few visible signs of integration. But the compelling reason for getting traction on the development of a new, shared culture is the recognition that this is not an end in itself but an enabler to the real prize which is the transformation of services. The development of a shared culture underpinned by consistent values and behaviours is not a 'Chinese Cracker' motto exercise where a few well-chosen words appear on letter heads and posters, but a way of ensuring colleagues have a unity of purpose and a way of interacting with each other which breaks down barriers and ensures pace and commitment to transformation.

### **3. METHODOLOGY**

3.1 All of the lessons and advice referred to above have been factored into the commissioned programme. Our selected external partner to lead on this work is Tim Keogh of April LLP. Tim (and April) has extensive experience of facilitating culture development in over 50 healthcare organisations with a simple stated mission of 'spreading kindness in healthcare' and in so doing, revolutionising patient and colleague experience. Past clients include ABMU in Wales where they worked closely with our CEO on a similar programme and they were also a direct recommendation of Deborah Homa of the Kings Fund.

3.2 Conventional wisdom sees culture change being considered over a period of years however April LLP turn this on its head and present both the capability and benefits of doing this in an intense and focused manner. Whilst there is no ideal time to carry out this work, we recognise the importance of doing this pre-merger and the operational challenges which would preclude the first

calendar quarter of 2019 would take us uncomfortably close to the merger period. Therefore we propose to complete this work in the remainder of 2018, whilst recognising the operational and service challenges this produces. There are three main stages to this work;

**a. Appreciation (August to September)**

This stage involves a deeper insight into the 'cultural assets' of both organisations and includes;

- Appreciative understanding of the current values and cultures across both organisations
- The creation of a compelling narrative that leaders can take out across the organisation to set the scene
- Launching the communications plan around the programme and in particular the proposed 'Values Week'
- Enrolling colleagues and service users onto the Values Week workshops
- Carrying out service users patient and colleague culture/values surveys, identifying similarities and differences, baseline measures and links between the two surveys

**b. Co-Creation (October)**

This stage focuses on Values Week (15th – 19th October) to develop new shared values we can role model, appreciate and speak up about and involves;

- Colleague values workshops ('In Our Shoes') involving twelve sessions of circa 200 colleagues each, building awareness of the impact of culture on teamwork, engagement and care, defining values led behaviours. Also the building of self- awareness and skills in developing working relationships, choosing positive attitudes and speaking up
- Service user/patient workshops ('In Your Shoes') involving three sessions of 30 patient/service users supported by 50 to 60 colleagues where colleagues get to hear and understand the experiences of those for whom we wish to transform our services.

**c. Activation (November/December)**

This stage is about sustaining change by putting those values into action across how we work, collaborate and make decisions ensuring that in doing so we 'go with the grain' of what is already working. This involves;

- Leading with Values Workshops for up to 300 leaders across the 2 organisations through a series of 5 half day sessions (leaders attend 1 each) to develop skills to role model, cascade values and build values led teams
- Designing Thinking Workshops across 2 days to act on colleague/service user priorities on issues such as values based recruitment, PDR's, onboarding and other HR approaches. Similar sessions on co-creating approaches to reduce bullying/unacceptable behaviours and confidence to speak up
- CEO/Exec led sessions to share the high level findings from the workshops and communicate next steps/further participation

- 3.3 The above is not an exhaustive list of activities nor deliverables but sets out the key steps. In common with so much of the discussions that have taken place in Board Seminars, the emphasis is on genuine co-creation and whilst the methodology is formulaic, the outputs are not pre-determined and will be significantly enriched by high volume attendance and participation.

#### **4. RESOURCES**

- 4.1 In addition to the cost investment in this programme (being shared across both organisations) involving contracting with April LLP, venue/travel and potential backfill costs there are a number of non-financial resources required. Whilst the analysis of current culture the facilitation of the workshops and the analysis of the outputs sits firmly with Tim Keogh and April, there is no doubt that significant internal resource and focus is required to make this a success. A Steering Group has been established containing a number of executives from each organisation to ensure oversight and tracking of progress. This group meets physically on a fortnightly basis and 'virtually', as required. A Core Project Team again involving colleagues from each organisation has been established and is meeting weekly to ensure progress and constant liaison with April LLP.
- 4.2 Operational colleagues are ensuring the logistical challenge of inviting 2000+ colleagues to these 2.5 hours workshops in this single week is carried out whilst minimising the impact on service delivery. To support the workshops, circa 20 co-facilitators from each side are involved to ensure that the workshops run smoothly with the trade-off being the additional skills they will develop and the opportunity to repeat this methodology to scale in future.

#### **5. ROLE OF/INVOLVEMENT OF BOARD MEMBERS**

- 5.1 There are a number of roles that Board members can play and are playing. Executives have already given considerable logistical support to the scheduling of attendees and are supporting the Steering Group. There is a strong advocacy role here and a request to 'talk up' the programme to colleagues at every opportunity. For those colleagues who for logistical reasons aren't able to attend, there will be other opportunities to have their voice heard before and afterwards.
- 5.2 Board members are also invited to participate in a live 'In Your Shoes' workshop on the 16th October and to hear first-hand from our service users with their experiences, followed by a Board debrief. There will be further opportunities to attend 'In Our Shoes' workshops across the week as well and the venues, timings and booking arrangements will be shared. For executives this could include making the opening introduction and supporting the facilitation of the session.
- 5.3 Tim Keogh will also brief the Board on the outputs and of course our input does not end with attending a few sessions, shaking hands and smiling. The real work starts with the embedding of values and behaviours into our

infrastructure and crucially ongoing role modelling. There will also need to be an ongoing commitment to monitoring the impact post implementation

## **6. ROLE OF/INVOLVEMENT OF COUNCIL OF GOVERNORS**

- 6.1 A note was sent by Anna Hilditch to Council members on 3<sup>rd</sup> September. This note set out the dates, venues and session times for 'Values Week' with an open invitation to members to book on particular sessions.
- 6.2 Colleagues in both organisations have also been invited to participate as 'co-facilitators' (4.2) and this invite has already been taken up by 2 Staff Governors
- 6.3 In similar vein, whilst the Staff Side Chairs of both 2g and GCS are invited to participate in the weekly Core Project Team meetings (4.1), a Staff Governor will attend the same meetings

## **7. CONCLUSION AND RECOMMENDATIONS**

- 7.1 A programme of such scale and ambition requires leadership commitment of the same magnitude and both Boards have pledged their commitment to publicly supporting, advocating and attending Values Week, but more importantly, to embed the learnings from these sessions into the framework of the new organisation. The Council of Governors is therefore asked to;
  - Note and endorse the approach
  - Where possible, attend an 'In Your Shoes' and/or 'In Our Shoes' session (w/c 15<sup>th</sup> October
  - Receive periodic updates on progress post implementation

**Agenda Item 8**

**Paper D**

**Report to:** 2gether Council of Governors – 11 September 2018  
**Author:** John McIlveen – Trust Secretary  
**Presented by:** John McIlveen – Trust Secretary

**SUBJECT: Recruitment of Non-Executive Directors**

**This Report is provided for:**

<b>Decision</b>	Endorsement	Assurance	Information
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**EXECUTIVE SUMMARY**

- This report seeks the approval of the Council of Governors in respect of proposals for the recruitment of Non-Executive Directors (NED) to the Shadow Board of the new Trust, ahead of the completion of the proposed merger process. These proposals have been reviewed and endorsed by the Nominations and Remuneration Committee at its meeting on 29<sup>th</sup> August.
- A decision on how NEDs will be appointed to the Shadow Board is needed now as this information must be included in the Strategic Case being submitted to NHS Improvement at the end of September 2018.
- The Shadow Board will become the Board of the new Trust following completion of the merger transaction. The proposed size of the new Board will be the same as now, comprising 7 NEDs plus the Trust Chair. The recommendation is that of the 7 NED vacancies, at least 6 would be recruited from the existing pool of NEDs from both Trusts. This would be an open process, with all NEDs eligible to apply. This ring-fenced recruitment process is envisaged to take place in November/December 2018 and will broadly be in line with previous selection processes. However, due to the high number of appointments, it may be necessary on this occasion to organise the discussion groups in a different way.
- Alongside this ring-fenced process, it is proposed to use a national process to appoint one NED. In terms of visible diversity, neither the 2gether Board nor the Gloucestershire Care Services Board is fully representative of its community. As 2gether has an existing NED vacancy, there is an opportunity to address this relative lack of diversity by using a national open process which would not only seek candidates who meet the person specification criteria, but particularly those suitably qualified and experienced candidates from a Black, Asian and Minority Ethnic (BAME) background. If a preferred candidate is identified through this national recruitment process, their appointment would not be confirmed until the selection process involving the existing 2gether and GCS NEDs takes place, so as to allow the appointment panel to consider the skills and experience of all candidates (internal and external) in the round when making its decision on appointments to the Shadow Board. The preferred candidate identified through this national process would not be required to be re-interviewed.
- The recommended format for the national selection process for this role is in line with the previously agreed processes of a national advert and search campaign, discussion / focus groups and a panel interview.

- To maximise the breadth of the field, it is also recommended that the Trust works with its chosen national search partner, Gatenby Sanderson, with which arrangements are in place.
- Should no suitable candidate be identified through this national route, then all NED posts would be selected to through the ring-fenced process from existing NEDs of both organisations.
- This ring-fenced process would seek to achieve an appropriate mix of both 2g and GCS NEDs on the Shadow Board while equipping it with the necessary skills and experience to take the new Trust forward.
- For both processes it will be important to ensure appropriate representation from GCS colleagues on the interview panel, in an advisory capacity and in discussion / focus groups
- To guarantee continuity as the new organisation is formed, it is proposed that the Constitution be amended to allow NEDs appointed to the Shadow Board to serve up to three terms of up to three years each, with any term beyond six years in total being subject to annual reappointment, as required by the regulator's Code of Governance. This will enable 2gether NEDs approaching the end of their terms of office to remain with the new Trust for a period of time, and ensure that knowledge, skills and business as usual are maintained during the transition.

## RECOMMENDATIONS

The Council of Governors is asked to:

- Agree the recommended selection process and timetable, as follows:
- At least six posts to be subject to a ring-fenced competition amongst the existing NEDs who express an interest with no automatic "slotting in" of any existing post holders
- Seek an early opportunity to increase the visible diversity of the 2g Board by using the current 2g NED vacancy to seek the recruitment through a national process of one suitably qualified and experienced NED from a BAME background
- If a preferred candidate (i.e. "equal in all other regards") is identified from this national process, that candidate is considered (albeit without the need for further interview) alongside existing 2gether and GCS NEDs to allow the appointment of the best qualified NED for each position
- If a successful appointment cannot be made through the national process then the number of posts ring-fenced increases to seven
- endorse the principle of balancing the appointments process with an appropriate mix from both organisations
- agree to appropriate representation from GCS colleagues in an advisory capacity to the appointments panel
- That the 2g Constitution be reviewed to enable NEDs to serve up to three terms of three years, subject to annual reappointment after six years.

<b>Corporate Considerations</b>	
<i>Quality implications</i>	It is important to ensure that Non-Executive Directors are suitably skilled and experienced to provide the right assurances to the new Trust to enable safe, quality services to be provided, and ensure statutory requirements are met.
<i>Resource implications:</i>	There is a cost associated with using an external search agency and this will be funded out of the Trust advertising budget held by the Joint Director of HR and Organisational Development.
<i>Equalities implications:</i>	It is acceptable to use “proportionate means” (a targeted recruitment campaign) “of pursuing a legitimate aim” (increasing diversity) provided that the appointment was made on a completely meritocratic basis where the candidate was “equal in all other regards” in terms of skills and experience. The search agency Gatenby Sanderson which holds the contract will ensure appropriate equalities monitoring of candidates is undertaken.
<i>Risk implications:</i>	None identified.

<b>WHICH TRUST KEY STRATEGIC OBJECTIVES DOES THIS PAPER PROGRESS OR CHALLENGE?</b>			
Quality and Safety	P	Skilled workforce	
Getting the basics right	P	Using better information	
Social inclusion	P	Growth and financial efficiency	
Seeking involvement	P	Legislation and governance	P

<b>WHICH TRUST VALUES DOES THIS PAPER PROGRESS OR CHALLENGE?</b>			
Seeing from a service user perspective			
Excelling and improving	P	Inclusive open and honest	P
Responsive	P	Can do	P
Valuing and respectful	P	Efficient	P
<b>Reviewed by:</b>			
Neil Savage, Joint Director of HR and Organisational Development		Date	23 <sup>rd</sup> August 2018
Paul Roberts, Joint CEO			24 <sup>th</sup> August 2018

<b>Where in the Trust has this been discussed before?</b>		
Nominations and Remuneration Committee	Date	29 August 2018

<b>What consultation has there been?</b>		
NEDs, Joint Chair and Joint CEO	Date	22 August 2018

<b>Explanation of acronyms used:</b>	<p>GCS – Gloucestershire Care Services NHS Trust</p> <p>2g - 2gether NHS Foundation Trust</p> <p>NED – Non-executive Director</p> <p>BAME - Black, Asian and Minority Ethnic (previously referred to as BME)</p> <p>ICS – Integrated Care System</p> <p>NHS I – NHS Improvement</p> <p>CEO – Chief Executive</p> <p>GP – General Practitioner</p>
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## 1. BACKGROUND

- 1.1 The Council of Governors needs to agree the process for appointing NEDs to the Shadow Board so that this information can be included in the Strategic Case which will be submitted to NHS Improvement in late September. NEDs will need to be recruited to the Shadow Board ideally in November/December 2018, so that appointments can then be made by these NEDs to Executive Director positions early in 2019. It is anticipated that the Shadow Board will become the Board of the new Trust if and when the merger transaction is approved. 2gether and GCS Boards will remain sovereign until that time.
- 1.2 As the new Trust will legally be a continuation of 2gether NHS Foundation Trust, NED appointments to the Shadow Board are both statutorily and constitutionally made by 2gether's Council of Governors. The size of the Shadow Board will be the same as the current 2gether Board, i.e. 7 NEDs plus the Joint Chair, and 7 Executive Directors including the Joint CEO. 2gether currently has one vacant NED position.

## 2. PROPOSED RECRUITMENT PROCESS

### Experience, Skills and Attributes

- 2.1 Given the challenges and more significantly, the opportunities facing the merged organisation, it is absolutely vital to ensure that the Shadow Board is comprised of individuals of the highest calibre in terms of skills, experience and attributes and that any appointment process recognises the importance of so doing. Experiences which will be crucial in the NED group in the merged organisation include:
  - **Clinical** – experience and understanding of how clinical care is delivered and a strong understanding of Primary Care. We would seek a GP and additionally a further NED with a substantial clinical leadership background
  - **Significant Financial/Business/Commercial Experience and Expertise** – to support financial scrutiny at Board and on any finance focused committee as well as supporting the Audit Committee. We would seek a Qualified Accountant to serve as Chair or Vice Chair of the Audit Committee, whilst commercial experience in a variety of settings can be highly transferable in a healthcare setting
  - **Significant Experience of Organisational Development/Change/Human Resources** – reflecting the importance of this agenda, particularly as the merged organisation progresses towards transformation of its services as well as developing its role within the ICS
  - **Experience of third sector/social care** – particularly as the alliances between the different sectors become even stronger

Other skills and attributes which will be important in the new organisation include shared values, critical and analytical thinking, strategic thinking, collaborative skills and experience of working across care systems.

These skills and experience have been incorporated into a draft role description and person specification which is attached to this report.

## **The Recruitment Approach**

- 2.2 The Shadow Board (and therefore the Board of the merged organisation) will not have places for all current incumbents in both Trusts. This has been recognised by both Executives and NEDs throughout the process and they have indicated their willingness to put the achievement of the aim of a Board of combined talents above individual aspirations. Therefore it has been agreed that both Trusts' NEDs will (in common with Executive Directors), compete for their positions through a ring-fenced process and that there will be no slotting in of existing NEDs from either organisation. It is recommended that this process take place in November 2018 so that NEDs can be in place to appoint Executive Directors to the Shadow Board in the New Year, 2019.

## **Underpinning Principles**

- 2.3 The over-arching principle is one of appointing excellence, with some other core principles acting in support. These are:
- That organisational memory from both Trusts is retained and carried forward to the new Board
  - That there is an appropriate mix of representation of both 2gether and GCS NEDs in the Shadow Board. This does not mean a 50/50 split, but rather avoiding a significant imbalance either way which would counter the aim of building on the best of each organisation and would mitigate against the balanced organisational memory referred to in the previous paragraph
  - Given that NED appointments fall within the remit of the 2g Council of Governors, ensuring that the adopted selection process has appropriate input from GCS colleagues to ensure that the requirements of the extended service portfolio of the integrated organisation are appropriately represented. This may be achieved by including GCS representatives on the interview panel, in an advisory capacity
  - In setting out the case for balanced representation from both Trusts in the Shadow Board it is vital to ensure that such equity is also maintained in terms of non-executive tenure. Any 2g NEDs who carry out the same role in the merged organisations are still restricted by their original term of office (maximum six years via two terms) compared to their GCS counterparts who irrespective of their time on the GCS Board, would effectively start their term of office from scratch in the merged organisation. It is proposed that an amendment be made to the 2g Constitution to provide that NEDs be allowed to serve up to three terms, each of up to three years. This is allowed within the regulatory Code of Governance and will allow flexibility in terms of the length of appointment. This in turn will allow existing 2g NEDs who are approaching the end of their terms of office to continue in the role, if appointed, for a further term. Any term beyond six years in total would be subject to rigorous annual review (through the NED appraisal process) as required by the Code of Governance

## **Improving (visible) Diversity within the Board**

- 2.4 Each year the respective Boards are required to publicise their returns under the Workforce Race Equality Standard (WRES) of which a key question is to identify the

percentage of Board members who come from a BAME (Black, Asian and Minority Ethnic) background. There is currently no BAME NED representation in either Trust. Appointment of a BAME NED would offer the Board a new perspective, would make it more reflective of its community, and would assist in connecting with harder to reach and seldom heard groups.

- 2.5 Neither Trust has been successful to date in recruiting from a BAME background despite previous advertisements inviting candidates from such a background. There is however, a difference between “inviting” applications and “targeting” applications and they have indicated success in a number of campaigns. Any recruitment campaign would have to be mindful of not being discriminatory in reverse and acting within legislative guidelines. It would be perfectly acceptable to use “proportionate means” (a targeted recruitment campaign) “of pursuing a legitimate aim” (increasing diversity) provided that the appointment was made on a completely meritocratic basis where the candidate was “equal in all other regards” in terms of skills and experience.
- 2.6 2g currently has a vacancy for a seventh NED, and it is proposed that this vacancy be filled by means of a national process. The Trust would use its existing executive search partner, Gatenby Sanderson, for this process. This would offer not only the opportunity to recruit a suitably qualified and experienced NED who meets the person specification but also to encourage applications from qualified and experienced candidates from a BAME background. The primary consideration in determining the appointability of any candidate recruited through this method would be their fit with the person specification, but ethnicity could legitimately be considered to decide between two or more equally qualified and experienced candidates. As a new appointment any successful candidate would not be expected to be interviewed once again for their position in the ring-fenced process referred to in paragraph 2.2.
- 2.7 This approach may reduce the number of posts available for current NEDs to apply for, so it is proposed that should a suitably qualified and experienced preferred candidate (i.e. “equal in all other regards”) be identified through this national process, that candidate is considered (albeit without the need for further interview) alongside existing 2gether and GCS NEDs to allow the appointment of the best qualified NED for each position. This will provide clarity to both internal candidates and the appointments panel in November 2018, of the number of available positions.

### **Selection Process**

- 2.8 Previous recruitment processes have involved the use of up to four discussion groups, although the balance between Executives and NEDs in these groups has varied subject to availability. Practical considerations may mean that the discussion group format needs to be amended, or abandoned, for the recruitment process for existing NEDs. The recommended selection process is outlined below.

#### **Discussion Groups**

- 2.9 Discussions Groups made up of
- a) Executive Directors
  - b) NEDs
  - c) Experts by Experience
  - d) Governors
  - e) GCS representatives

## Interview

- 2.10 An interview panel where the membership is made up of:
- Joint Chair
  - The Lead Governor and two other members of the Nominations and Remuneration Committee
  - An external Chair with an appropriate background
  - Joint Chief Executive and/or Joint Director of HR and Organisational Development to advise the panel as required
  - Two or three GCS representatives in an advisory capacity

## **“Fit and Proper” Test**

- 2.11 The process also needs to ensure that the requirements of the “Fit and Proper” test are satisfied. This “test” is set out in Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulation 2014. The “test” is summarised below.

A Director must:

- be of good character
- have the qualifications , skills and experience necessary for the relevant position
- be capable of undertaking the relevant position, after any reasonable adjustment under the Equality Act 2010
- not have been responsible for any misconduct or mismanagement in the course of any employment with a CQC registered provider
- not be prohibited from holding the relevant position under any other law. e.g. under the Companies Act or the Charities Act

A Director can be deemed unfit if they:

- have been convicted of an offence in the UK or have been convicted elsewhere of an offence which would also constitute an offence in the UK
- are an undischarged bankrupt
- are subject of a bankruptcy order or an interim bankruptcy order
- have an undischarged arrangement with creditors, or
- are included on any barring list preventing them from working with children and vulnerable adults

- 2.12 The Trust’s Human Resources team will ensure compliance with the Fit and Proper Person requirements.
- 2.13 At the end of the selection day all members of the Nominations and Remuneration Committee should meet to agree their recommendation to the Council of Governors.
- 2.14 A provisional outline timetable is set out below:

Date	Action
29 August 2018	Review and agreement of process by Nominations and Remuneration Committee

11 <sup>th</sup> September 2018	Update for Council of Governors / agree interview panel membership
12 <sup>th</sup> September 2018	Advertise and commence search for external candidate
12 <sup>th</sup> October 2018	Position closes
w/c 15 <sup>th</sup> October 2018	Longlisting
w/c 22 <sup>nd</sup> October 2018	Shortlisting
W/c 5 <sup>th</sup> November 2018	Run selection event & panel interviews for external candidate
W/c 12 <sup>th</sup> November 2018	Run selection event & panel interviews for internal candidates
W/c 12th November 2018	Nominations and Remuneration Committee
W/c 12th or 19 <sup>th</sup> November 2018	Recommend the appointment to the Council of Governors

**Agenda Item 9**

**Paper E**

**Report to:** 2gether Council of Governors – 11 September 2018  
**Author:** John McIlveen – Trust Secretary  
**Presented by:** John McIlveen – Trust Secretary

**SUBJECT: Amendment of the Trust Constitution**

**This Report is provided for:**

<b>Decision</b>	Endorsement	Assurance	Information
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**EXECUTIVE SUMMARY**

- As a foundation trust, 2gether has a constitution which sets out its governance framework. The Trust's constitution may be amended with the agreement of both the Council of Governors and the Board.
- Currently the constitution limits the term of office for Non-Executive Directors to two terms of up to three years each.
- Non-Executive Directors of an NHS Trust are appointed by NHS Improvement, and would normally serve for eight years in total.
- This means that when appointments are made to the Shadow Board, existing 2gether NEDs in their second term of office may be disadvantaged, as Governors would not be able to offer terms of office which took those NEDs beyond the current six year maximum.
- Accordingly a change to the constitution is proposed which would allow NEDs appointed to the Shadow Board to serve up to three terms, each of up to three years. As required by the Foundation Trust Code of Governance, any term beyond six years in total would be subject to annual review and reappointment.
- This will provide more of a level playing field for NEDs from both Trusts, and will ensure continuity by retaining valuable expertise and experience through the transition period.
- The amended section of the constitution is shown below. Paragraph 29.4 is the main addition to the original version, which is also shown below for comparison.
- The proposed amendment has been agreed by the Trust's legal advisers, Bevan Brittan.
- If agreed by the Council, the Board will be asked to consider this amendment to the constitution at its meeting on 26 September. If approved by the Board, the amendment will take effect immediately.

**RECOMMENDATIONS**

The Council of Governors is asked to:

- Agree the recommended amendment to the Trust constitution

<b>Corporate Considerations</b>	
<i>Quality implications</i>	It is important to ensure that the valuable expertise and experience offered by NEDs is retained during the transition.
<i>Resource implications:</i>	None identified
<i>Equalities implications:</i>	This amendment will ensure that together NEDs are not disadvantaged in terms of appointments to the Shadow Board through being at or near the end of their current terms of office.
<i>Risk implications:</i>	None identified.

<b>WHICH TRUST KEY STRATEGIC OBJECTIVES DOES THIS PAPER PROGRESS OR CHALLENGE?</b>			
Quality and Safety	P	Skilled workforce	
Getting the basics right	P	Using better information	
Social inclusion	P	Growth and financial efficiency	
Seeking involvement	P	Legislation and governance	P

<b>WHICH TRUST VALUES DOES THIS PAPER PROGRESS OR CHALLENGE?</b>			
Seeing from a service user perspective			
Excelling and improving	P	Inclusive open and honest	P
Responsive	P	Can do	P
Valuing and respectful	P	Efficient	P
<b>Reviewed by:</b>			
Neil Savage, Joint Director of HR and Organisational Development Ingrid Barker, Trust Chair		Date	5 September 2018

<b>Where in the Trust has this been discussed before?</b>		
Nominations and Remuneration Committee	Date	29 August 2018

<b>What consultation has there been?</b>		
Joint Chair and Joint CEO	Date	22 August 2018

<b>Explanation of acronyms used:</b>	NED – Non-executive Director
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## **1. CURRENT CONSTITUTIONAL PROVISION**

### **29. Board of Directors – appointment and removal of the Trust Chair and other non-executive directors**

- 29.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Trust Chair and the other non-executive directors.
- 29.2 The Trust Chair and other non-executive directors are to be appointed by the Council of Governors following a process of open competition.
- 29.3 Non-executive directors (including the Trust Chair) shall be appointed for an initial term of up to three years, and may be reappointed at the end of that term for a further term of up to three years.
- 29.4 A non-executive director (including the Trust Chair) who has completed two consecutive terms of office in 2gether NHS Foundation Trust shall be eligible to apply again for appointment following a break of at least 3 years.
- 29.5 Removal of the Trust Chair or another non-executive director shall require the approval of three-quarters of the members of the Council of Governors.

## **2. PROPOSED AMENDMENT**

### **29. Board of Directors – appointment and removal of the Trust Chair and other non-executive directors**

- 29.1 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Trust Chair and the other non-executive directors.
- 29.2 The Trust Chair and other non-executive directors are to be appointed by the Council of Governors following a process of open competition.
- 29.3 Non-executive directors (including the Trust Chair) shall be appointed for an initial term of up to three years, and may be reappointed at the end of that term for further terms of up to three years, subject to a maximum of six consecutive years save where paragraph 29.4 of this constitution applies.
- 29.4 Where an existing non-executive director of the Trust is appointed to the Shadow Board he/she may, following completion of six consecutive years of office (calculated from the date of first appointment to the Trust Board of Directors), serve for a further period of up to three years, subject to annual review and reappointment by the Council of Governors.
- 29.5 A non-executive director (including the Trust Chair) who has completed six consecutive years of office in accordance with paragraph 29.3 or such other consecutive period in accordance with paragraph 29.4 of this constitution, as applicable, shall be eligible to apply again for appointment following a break of at least 3 years.
- 29.6 Removal of the Trust Chair or another non-executive director shall require the approval of three-quarters of the members of the Council of Governors.



29.7 For the purposes of this paragraph 29, "Shadow Board" shall mean the directors appointed to the Board of Directors in anticipation of the Trust's acquisition of Gloucestershire Care Service NHS Trust under section 56A of the National Health Service Act 2006.

**Agenda Item 11**

**Enclosure**

**Paper F**

**Briefing to:** Council of Governors – 11 September 2018  
**Author:** John McIlveen, Trust Secretary  
**Presented by:** John McIlveen, Trust Secretary

**SUBJECT: Board Committee Observation**

<b>Can this report be discussed at a public Council meeting?</b>	Yes
<b>If not, explain why</b>	

<b>This Report is provided for:</b>			
<b>Decision</b>	Endorsement	Assurance	Information

**1. EXECUTIVE SUMMARY**

- 1.1 A programme of Governor observation of key Board Committees has been developed to support Governors in their statutory duty to hold the Non-Executive Directors to account for the performance of the Board. The programme covers five Committees – Audit, Delivery, Development, Governance and Mental Health Legislation Scrutiny. By observing Committee proceedings, Governors are able to take assurance that the Non-Executive Directors are effectively leading and controlling the Trust, and report that assurance back to the Council as part of the holding to account process. In undertaking this duty, Governors must act in the best interests of the Trust, and adhere to the Trust's values and the Governors' code of conduct.
- 1.2 Two Governors are nominated to attend each Board Committee. It was previously agreed that a refresh of Governor involvement would take place annually, to enable all Governors to have the opportunity to take part if they wish. However, there is no limit to the period of time Governors can observe Committees if no other Governors wish to participate. The following Governors are currently named observers:

<b>Committee</b>		
Audit	Ann Elias	Mike Scott
Delivery	Xin Zhao	Kate Atkinson
Development	Said Hansdot	<b>VACANT</b>
Governance	Vic Godding	Jo Smith
Mental Health Legislation Scrutiny	Cherry Newton	<b>VACANT</b>

- 1.3 Two vacant observation positions exist on the Trust's Development Committee and MH Legislation Scrutiny Committee. Interested Governors are invited to put themselves forward. The role of these Committees is included at Appendix 1.

**2. RECOMMENDATION**

- 2.1 Governors are asked to consider putting themselves forward to participate as an observer at our Board Committee meetings.

### **Development Committee (Bi-monthly)**

The duties of the Committee are to hold the Executive to account on the following matters in order to be assured that:

- a) Analysis takes place which means that service development decisions are informed by an understanding of local people's needs, trend and comparative information on how the organisation is performing (including in terms of service line costs) and market and stakeholder analysis.
- b) A strategy is in place to ensure that service developments are informed by meaningful engagement with stakeholders and opinion formers within and beyond the organisation including patients, staff, governors, members, commissioners and regulators.
- c) Enabling strategies are developed, reviewed and updated, which are aligned to organisational strategic priorities and reflect the national and local health and social care agenda. (Monitoring of delivery of milestones is via the Executive Committee).
- d) A long term capital programme aligned to organisational strategic priorities and the agreed development of services is in place annually. Capital plans and programmes are implemented in a timely way and in line with agreed budgets and forecasts
- e) Allocated corporate and strategic risks from the trust's risk register are monitored, and potential threats at strategic and operational levels are systematically identified, assessed and, as far as is reasonably practicable, mitigated.

### **MH Legislation Scrutiny Committee (Bi-monthly)**

The duties of the Committee are as follows:

- a) To seek assurance that the Trust complies with the Mental Health and Human Rights Acts and any associated codes of practice in relation to patients detained under the MHA or subject to supervised community treatment.
- b) To seek assurance that the Trust complies with the Mental Capacity Act (MCA) and Deprivation of Liberty Safeguards (DOLS) requirements and monitor their interface with the Mental Health Act and Human Rights Act.
- c) To seek assurance there is a robust performance and compliance framework and effective arrangements for the ongoing review and monitoring of statistical information on MHA activity.
- d) To receive integrated performance and benchmarking information on Mental Health Act activity
- e) To seek assurance that all Trust staff acting on the Hospital Managers' behalf under the Scheme of Delegation are competent to undertake their delegated tasks and to monitor their performance.
- f) To seek assurance that appropriate arrangements are in place and are operating satisfactorily for the completion and review of relevant legal documentation relating to the compulsory admission and detention of patients and automatic referrals to the Mental Health Review Tribunal.
- g) To seek assurance that procedures are in place and operating satisfactorily to inform detained patients and their nearest relatives about the applicable provisions of the Mental Health Act and of their rights.
- h) To review issues raised through Care Quality Commission visits and Annual Reports and to receive reports on any recommendations and action plans resulting from them.

- i) To review incidents designated as 'Serious Incidents' in respect of the Trust's actions under the Mental Health Act or Mental Capacity Act, and ensure that learning is identified and disseminated appropriately throughout the Trust and to partner organisations, where appropriate
- j) To seek assurance that appropriate training programmes are in place for Trust staff, and MHA Managers.
- k) Through monitoring of allocated corporate and strategic risks from the trust's risk register, seek assurance that potential threats at strategic and operational levels are systematically identified, assessed and, as far as is reasonably practicable, mitigated.