



### Council of Governors

A meeting of the Council of Governors will be held between 2-5pm  
on **Thursday 20 October 2022**, via MS Teams

#### AGENDA

No	Item	Lead	Action	Est'd Time
1	Welcome and apologies for absence	Chair		2pm
2.	Declarations of Interest	All	To note	
3.	Minutes of the meeting held on 9 June 2022	Chair	Approval	2.05
4.	Matters arising from the minutes	Trust Secretary	Discussion	
5.	Report from the Trust Chair	Chair	To note	
<b>Assurance and Accountability</b>			Assurance	
6.	Chief Executive's briefing on Trust activities	Chief Executive		2.25
7.	Verbal reports from Board Committees	Governor observers		2.40
a.	Performance Assurance Committee			
b.	Quality and Patient Safety Committee			
c.	People and Organisational Development Committee			
d.	Audit and Risk Committee			
e.	Charitable Funds Committee			
f.	Innovation Committee			
8.	Report from Lead Governor on activities	Lead Governor		3.10
<b>Appointments</b>				
9.	Report of the Appointments and Performance Committee - Recruitment of Non-Executive Director and Associate Non-Executive Directors	Chair	Approval	3.20
10.	Lead Governor selection process	Interim Director of Governance	Approval	3.30
<b>Membership and engagement</b>				
11.	Membership and Engagement Group update	Chair of Group (Lead Governor)	Discussion	3.35
<b>Briefings and Information</b>				
12.	Seasonal Variation: planning for winter	Director of Operations Alison Stace/Head of Transformation Carolyn Tester	Discussion	3.45
13.	System/Trust strategic planning	Director of Strategy Research and Innovation	Discussion	4.15

No	Item	Lead	Action	Est'd Time
14.	Council of Governors Elections	Trust Secretary	Information	4.45
<b>Public questions</b>				
15.	Questions from members of the public present	Chair		4.50
16.	Date of next meeting: 2-5pm, Tuesday 13 December 2022, venue to be confirmed (face to face)	Chair		5.00

**Minutes of the Council of Governors meeting held in public on  
9 June, 2022, 10.00-11.30am,  
at the Conference Centre, Kesgrave War Memorial Community Centre, Twelve Acre Approach,  
Kesgrave, Ipswich IP5 1JF**

**Present**

Helen Taylor, Chair of ESNEFT (Chair)  
Helen Rose, Lead Governor / Public Governor, Rest of Suffolk and Lead Governor  
John Alborough, Public Governor, Rest of Suffolk  
Gemma Bourne, Staff Governor, Ipswich  
Caroline Bowden, Public Governor, Colchester  
James Chung, Public Governor, Rest of Essex  
Laurence Collins, Public Governor, Ipswich  
Philip Davy, Public Governor, Rest of Suffolk  
Major Zoe Dawson-Couper, Stakeholder Governor, Colchester Garrison  
Isaac Ferneyhough, Staff Governor, Colchester  
David Guest, Public Governor, Colchester  
Paul Gaffney, Public Governor, Ipswich  
Rebecca Hopfensperger, Stakeholder Governor, Suffolk County Council  
Martin Lewis-Jones, Public Governor, Rest of Suffolk  
Tim Newton, Public Governor, Ipswich  
Gillian Orves, Public Governor, Rest of Suffolk  
Mary Rudd, Stakeholder Governor, East Suffolk Council  
Elizabeth Smith, Public Governor, Rest of Essex  
James Stephens, Staff Governor, Ipswich  
Barry Wheatcroft, Public Governor, Rest of Essex  
Jane Young, Public Governor, Rest of Essex

**In attendance**

Eddie Bloomfield, Non-Executive Director  
Rebecca Driver, Director of Communications and Engagement  
Paul Fenton, Director of Estates & Facilities  
Nick Hulme, Chief Executive  
John Humpston, Non-Executive Director  
Hussein Khatib, Non-Executive Director  
Mark Millar, Non-Executive Director / Deputy Chair  
Steve Parsons, Interim Trust Secretary  
Mark Ridler, Associate Non-Executive Director  
Richard Spencer, Non-Executive Director / Senior Independent Director  
Helen Chasney, Membership and Committee Secretary  
Carolyn Tester, Head of Transformation – *Item 26/22*  
Lorna Fraser, EA to Director of Finance / Senior Committee Secretary (Minutes)

**Apologies**

Sam Chenery-Morris, Stakeholder Governor, University of Suffolk  
David Gronland, Public Governor, Rest of Essex  
Margaret Llewellyn, Public Governor, Ipswich  
Lynda McWilliams, Stakeholder Governor, Tendring District Council  
Alison Ruffell, Public Governor, Colchester  
Sara Smith, Stakeholder Governor, Anglian Ruskin University

		ACTION
<b>CHAIR'S BUSINESS</b>		
17/22	<b>WELCOME &amp; APOLOGIES FOR ABSENCE</b>	
	<ol style="list-style-type: none"> <li>1. The Chair welcomed attendees to the first face-to-face Council of Governors meeting since the beginning of the COVID-19 pandemic.</li> <li>2. Apologies for absence were received as noted above.</li> </ol>	
18/22	<b>GOVERNORS DECLARATIONS AND REGISTER OF INTEREST</b>	
	<ol style="list-style-type: none"> <li>1. The Chair gave members an opportunity to mention any interests in relation to the agenda items. No declarations of interest were received.</li> </ol>	
19/22	<b>MINUTES OF MEETING HELD ON 7 APRIL 2022</b>	
	<ol style="list-style-type: none"> <li>1. The minutes of the meeting held on 7 April 2022 were received and accepted as a correct record.</li> </ol>	
20/22	<b>MATTERS ARISING FROM THE MINUTES OF THE LAST MEETING</b>	
	<ol style="list-style-type: none"> <li>1. The Chair stated that with reference to the Quality Account the Council of Governors had approved the governors' response for inclusion. The Quality Account would now be presented to the Annual Members Meeting rather than the next Council of Governors meeting.</li> </ol>	
21/22	<b>CHAIR'S REPORT</b>	
	<ol style="list-style-type: none"> <li>1. The Chair noted that many ESNEFT staff had been working over the Jubilee Bank Holiday and thanked them for this. A number of events had been carried out across ESNEFT sites including the community hospitals and staff had facilitated patients to be able to view the celebrations on the television. A member of ESNEFT staff, lymphedema practitioner Libby Gray, had been recognised for her service to the NHS in the Jubilee Honours list.</li> <li>2. This week was national Volunteers Week and ESNEFT was celebrating the work of our volunteers with a special social media campaign and poster series of "Why I love volunteering at ESNEFT". The Chair stated that as COVID-19 restrictions relaxed it was good to be able to welcome back volunteers across ESNEFT. It was also noted to be Carers Week and ESNEFT was promoting the new updated Carers Passport across the Trust.</li> <li>3. The Chair advised that the month of June marked the annual celebration of Pride. To show support ESNEFT was flying rainbow flags on the flagpoles at the entrances to Ipswich and Colchester hospitals. The Chair stated that she was proud that ESNEFT had a staff network that championed the LGBTQIA+ community who had recently been hosting awareness sessions for colleagues throughout the Trust, which had been well attended and received good feedback.</li> <li>4. The Chair noted that it had been a very special day for ESNEFT on Wednesday 11 May 2022 when Dame Clare Marx picked up the first spade-full of earth and dug in as work began on the multimillion-pound centre for planned orthopaedic care, which would open in 2024. The specialist centre, to be named the Dame Clare Marx Building, would have at least six theatres and two wards, with enough space to expand over the next 20 years.</li> <li>5. At Ipswich Hospital building work on the new Emergency Department and Urgent Treatment Centre continued at pace at the south end of the site.</li> <li>6. The Chair noted that the new £8.9m Interventional Radiology and Cardiac Angiography (IRCA) unit at Colchester Hospital was now open. This would improve patient experience, thanks to quicker diagnosis and care in the state-of-the-art specialist centre.</li> <li>7. Looking ahead to next week, on Wednesday 15 June, ESNEFT would be celebrating the new National Day to thank and recognise the work of estate and facilities colleagues across the NHS. The day would include information stands to raise awareness about the work of non-clinical staff working in estates and facilities.</li> <li>8. On Monday 20 June ESNEFT would be celebrating Armed Forces Week for the first time and this would include raising the Armed Forces flag with awareness stands at a community event in Hadleigh and the 16 Air Assault and Colchester Garrison Show on Saturday 25 June 2022.</li> </ol>	
<b>ASSURANCE AND ACCOUNTABILITY</b>		
22/22	<b>CHIEF EXECUTIVE'S BRIEFING ON TRUST ACTIVITIES</b>	
	<ol style="list-style-type: none"> <li>1. The Chief Executive stated that he would echo the comments made regarding the pleasure of being able to meet in person.</li> <li>2. The Chief Executive noted the operational issues being faced across both sites and in the community and that over the last couple of years he had been open that in his view the biggest</li> </ol>	

		ACTION
	<p>challenge the NHS would face would be recovery following COVID-19. People were waiting an unacceptable length of time for elective care and many had deteriorated since referral, which was a challenge to addressing the backlog.</p> <ol style="list-style-type: none"> <li>3. The Chief Executive noted that ESNEFT was now treating more cancer patients than pre-pandemic but the national decision made to stop cancer screening programmes at the start of the pandemic had led to later diagnosis which affected the acuity of some patients when they attended. People had also not found it easy to access primary care which had led to higher acuity of patients attending the Emergency Department.</li> <li>4. The Chief Executive stated that there was no doubt that the incredible response from the public towards NHS staff during the acute stage of the pandemic was changing due to the length of waits and expectations.</li> <li>5. The Chief Executive advised that from 1 July 2022, ESNEFT with partners would move to a system-based approach to care provision with formal implementation of the Integrated Care System, which presented a welcome opportunity to improve care for patients across services.</li> <li>6. The Chief Executive observed that it should be remembered that COVID-19 was still present with 30-40 patients across sites. ESNEFT was currently planning for the autumn vaccination programme.</li> <li>7. The Chief Executive stated that he was pleased to see volunteers coming back on site and the Trust being able to relax and lift the visiting restrictions.</li> </ol> <p><b>Questions and Comments</b></p> <ol style="list-style-type: none"> <li>8. Martin Lewis-Jones noted the considerable backlog of patients and that many had been assessed some time ago and he would question whether there was a process to reassess patients' current health position. The Chief Executive advised that the Trust had introduced a ring back system to contact patients to check on changes to their health and sign post the support which was available whilst they were waiting. There was discussion taking place nationally and locally to consider a more holistic approach for prioritisation of treatment.</li> <li>9. Paul Gaffney questioned whether patients who tested positive for COVID-19 who were awaiting surgery would move back to the bottom of the list. The Chief Executive advised that patients would retain their place on the waiting list and, following the incubation period and negative LFT test result, would be slotted back in for their surgery.</li> </ol>	
23/22	<b>VERBAL REPORTS FROM OBSERVATION OF THE ASSURANCE COMMITTEES</b>	
	<p><b>Performance Assurance Committee</b></p> <ol style="list-style-type: none"> <li>1. Elizabeth Smith stated that this was an extremely well chaired Committee with a large and complex agenda. The governors had access to the papers in advance via Decision Time, which was helpful to follow the discussions. The Committee was inclusive, with governors offered the opportunity to speak privately to the chair and raise comments at the meeting.</li> <li>2. Tim Newton assured the Council that the Non-Executive Directors held the executives to account but also demonstrated supportive teamwork with everyone contributing and fulfilling their roles appropriately.</li> </ol>	
	<p><b>Quality and Patient Safety Committee</b></p> <ol style="list-style-type: none"> <li>1. The Chair noted that no meeting had been held observed by governors since the last Council of Governors meeting.</li> </ol>	
	<p><b>People and Organisational Development Committee</b></p> <ol style="list-style-type: none"> <li>1. Paul Gaffney noted that Richard Spencer ably chaired the meeting with support from the other Non-Executive Directors.</li> <li>2. Helen Rose stated that she had joined the meeting part way through as a "reserve" governor observer but the meeting had been run very well and in great detail. The Chair was inclusive and at the end of the meeting had a round up and reflection of the meeting.</li> </ol>	
	<p><b>Audit &amp; Risk Committee</b></p> <ol style="list-style-type: none"> <li>1. Helen Rose stated that David Gronland and Alison Ruffell were not present at the meeting and there was no report available. She would be reviewing with the Chair how governor attendance at the meetings was managed going forward.</li> </ol>	
	<p><b>Charitable Funds Committee</b></p> <ol style="list-style-type: none"> <li>1. John Alborough provided the following briefing report to the Council regarding the meeting held on 24 May 2022.</li> </ol> <p><i>Thank you for this opportunity to give you an arm's length report concerning the most recent</i></p>	



		ACTION
	<p><i>meeting of the Charitable Funds Committee. I say arm's length insofar that Gillian Orves and I are shared observers. By shared observers I mean that as we have both served the Trust and its predecessors for so long (I hope I can speak for both of us) that we are flattered that the Board fixed upon the unusual structure of we both sharing the role of observer. We are "observers", but that in no way does that make us feel in any sense impotent. The Committee is superbly Chaired by Eddie Bloomfield and Eddie always commences the meeting by not only welcoming us, but also by stressing his insistence that if we wish to contribute beyond just "observing" then we are most welcome to do so. It is not my intention to report on the detail of discussions within the Committee as I'm sure Eddie or Mandy will do this, but I would like to say that all the members of the Committee clearly do have a real enthusiasm to ensure the publicly announced charity funded schemes are properly carried out and are financially carefully managed. I also welcome the input from the external financial advisors who guide the Committee as far as investments are concerned during these difficult and uncertain times.</i></p>	
	<p><b>Innovation Committee</b></p> <ol style="list-style-type: none"> <li>1. Laurence Collins noted that the Innovation Committee was not a traditional assurance committee and explored the way forward for the Trust.</li> <li>2. The last meeting had been held at BT's Aadastral Park on 18 May 2022. The discussion around collaboration with BT and the use of digital technologies had been very productive with high-level discussions by the Non-Executive Directors and executives of the implications for the Trust.</li> <li>3. The Committee was well run by Ms Noske who organised a pre and post meeting with governors to discuss the agenda and outcome from the meeting. All the Non-Executive Directors contributed fully and lead the meeting well.</li> </ol> <p><b>Questions and Comments</b></p> <ol style="list-style-type: none"> <li>4. The Chair noted that an open session at BT was planned on 4 July 2022, details of which would be circulated.</li> </ol>	
24/22	<b>REPORT FROM THE LEAD GOVERNOR</b>	
	<ol style="list-style-type: none"> <li>1. Helen Rose provided the following report: <p><i>It's already been said, but it is so good to be meeting face to face, and in public, after all this time and to have members of the Trust Board here with us is a bonus.</i></p> <p><i>Since our last meeting, in April, which was open for the public to observe on line, the majority of Governors have been attending a Membership and Engagement Group. Public Governor John Alborough, will be reporting on this later in the agenda, but I do want to reiterate for members of the public, our serious intention to be out into the communities that this Trust serves, as soon as possible, meeting you and listening to your experiences and ideas. In the meantime, some of us have been involved in supporting some on-line engagement sessions with patients interested in the construction and services that will form the new Orthopaedic Centre, the Dame Clare Marx Centre, at Colchester. It's been excellent to see how patients' ideas and comments have all been listened to and incorporated in the designs for this new build.</i></p> <p><i>Along with the Chief Executive of the Art for Cure organisation, I was lucky enough to be given an on-site tour of the on-going construction of the new Breast Care Centre at Ipswich Hospital, in the company of the architect, the foreman and the Lead Specialist Breast Care Nurse. It's pretty impressive how so many rooms and spaces are being dropped into the centre of the hospital as well as others being demolished to create state of the art diagnostic facilities under one roof. I should add that we did all look very fetching in our pink hard hats and Hi-Viz jackets. Before this work started, patients were invited to be involved in adding their own ideas for the designs, based on their experience of using current breast care services at Ipswich.</i></p> <p><i>In the closed part of our meeting we'll be discussing the appraisals of each of the non-executive directors, a process in which all governors were invited to contribute, and we'll be discussing the Chair's appraisal during which I worked with Senior Independent Director Richard Spencer to gather Governor responses and to join him in going through all the results with Helen.</i></p> <p><i>You've already heard from those Governors who observe Trust Assurance Committees. Of course, this opportunity supports one of our key roles in gaining assurance that the Non-executives are effectively holding to account the Executive Directors who attend the committees. It may be worth highlighting that, typically, these Directors may include the Trust's Managing Director, its Chief Executive, Medical Director, Chief Nurse and Directors of</i></p> </li> </ol>	

		ACTION
	<p><i>Governance, Finance and Patient's Services – so as Governors, through our attendance as observers on these committees we are regularly being made aware of all aspects of services that may affect patient care or staff welfare through the NED's challenges and pressure for more information.</i></p> <p><i>Going forward, we hope to bring reports that cover all those committees and give other governors the opportunity to be involved in this particular process. All Governors do of course have an opportunity to observe the performance of the Board as a whole, just as the public may, when the Board meets in public.</i></p> <p><i>We continue to appreciate the regular informal meetings that are arranged for us with our Chair, Helen, and which include engaging with some of the non-executive team. This helps us to get to know their particular backgrounds and the added value these bring to the Board. And coming up next on our agenda we're looking forward to hearing about the Integrated Care System which will be launched on 1 July and learning about how our role as Governors fits into this.</i></p>	
25/22	<b>DEVELOPMENT OF INTEGRATED CARE SYSTEMS (ICS) AND GOVERNOR INVOLVEMENT</b>	
	<ol style="list-style-type: none"> <li>1. The Director of Communications and Engagement presented an update on the development of the ICS with formal implementation from 1 July 2022 and the impact on the role of the ESNEFT governors.</li> <li>2. The Director of Communications and Engagement gave assurance that further support and guidance would be given to the governors by the Communications and Engagement team and Ms Helen Chasney, Membership &amp; Committee Secretary.</li> <li>3. The Director of Communications and Engagement advised that as an executive team and Board, discussion with West Suffolk Hospital had already started with a Board-to-Board meeting held on 25 May 2022. Governors would be kept informed of the process and progress of the conversations. The papers and agendas for the Council of Governors meetings would be reviewed to ensure that they reflected the new duties for governors.</li> </ol> <p><b>Questions and Comments</b></p> <ol style="list-style-type: none"> <li>4. The Chair noted that the consultation documents, which had been mentioned, had come out at the very end of last week and these were currently being reviewed, responses being required by 8 July 2022. She would be arranging a virtual meeting to discuss this further with the governors in due course.</li> <li>5. Helen Rose observed that the Council of Governors had not been informed officially of the Board-to-Board meeting with West Suffolk Hospital but that she would declare an interest, her husband being a Non-Executive Director at West Suffolk Hospital.</li> <li>6. The Chair stated that relationships were being developed with West Suffolk Hospital, which would ultimately develop with regards to governors.</li> <li>7. The Chief Executive noted that the Trust was fortunate that good progress and collaboration had already been developed in the local ICS but highlighted the need to be aware that ESNEFT would now formally be held to account as part of the ICS for finances.</li> <li>8. David Guest questioned the definition of the "public at large" and whether this was responsibility for the services at ESNEFT or the wider system. The Director of Communications and Engagement observed that this related to the whole ICS. As things evolved the Trust might want to ask governors to look beyond the ICS borders.</li> <li>9. David Guest stated that whilst he understood the governor role to hold the Non-Executive Directors to account, governors also had a role to represent the people they served but were told they were not responsible for the performance of the Trust, and he would question which was the area to focus on. The Director of Communications and Engagement observed that the assurance role was relatively straightforward, whilst representing the people who governors served was more complex, particularly during the pandemic. A number of ideas were being discussed by the Membership and Engagement Group to consider the opportunities. The Interim Trust Secretary would be requested to bring a more formal paper to the next meeting setting out the ideas being discussed.</li> </ol>	SP
26/22	<b>TIME MATTERS DAY</b>	
	<ol style="list-style-type: none"> <li>1. Carolyn Tester, Head of Transformation, was welcomed to the meeting to provide an update on the Time Matters philosophy across ESNEFT.</li> <li>2. Ms Tester advised that it was known that for many patients, the way the NHS works, took up a lot of their time. Many trips to hospital to attend individual appointments for example, when a one-stop clinic would give people back more time to spend on what they chose to do.</li> <li>3. Reducing unnecessary stress and frustration for patients and for staff was at the heart of the</li> </ol>	

		ACTION
	<p>ambition. Dedicated 'time matters' days were scheduled every month to find out how time could really be made to matter for patients, our staff and our community.</p> <p>4. The report set out how the Time Matters Days were run and how the team was striving to ensure that everyone played a part in pulling together every day, to ensure 'Time Matters' in everything which was done.</p> <p><b>Questions and Comments</b></p> <p>5. James Stephens observed that he had previously worked in the Transformation Team when the Time Matters philosophy had been introduced, before moving to another area of the Trust, and would acknowledge the work done by the transformation team and that the concept of Time Matters had really taken off across the Trust since its introduction.</p>	
27/22	<b>MEMBERSHIP AND ENGAGEMENT GROUP (MEG) UPDATE</b>	
	<p>1. John Alborough presented the following update from the meeting held on 7 June 2022.</p> <p><i>To a certain extent, the Membership &amp; Engagement Group is still finding its feet. Although the core Group has been in existence for many years as the then Strategy &amp; Engagement Group this newer incarnation is in many ways a far more practical and meaningful title. For example, as a Public Governor, I could never really believe I was playing any role whatsoever in the strategy of ESNEFT. That involves a far bigger picture than me, just a humble volunteer! But Membership &amp; Engagement is far more meaningful and something I believe someone in my role can really help with.</i></p> <p><i>We always begin with a Lead Governor report. Our Lead Governor usually says to me (privately) that she has no idea what she is going to talk about – and then proceeds to talk at some length at the meeting sharing her very considerable expertise working in the health services and in so doing gives us real help going forwards. So, thank you Helen.</i></p> <p><i>I believe that through this Group we can begin to do more to get the message of what "Membership" means. Now that the restrictions of Covid are largely behind us I look forward to working with the newly appointed Helen Chasney who has joined in the Engagement area for the Trust. I have a lot of ideas that I look forward to suggesting to Helen and working with her as soon as possible.</i></p> <p><i>Anna Turner is such a key member of this Group. Anna's knowledge and enthusiasm is comprehensive and infectious. I realise I say something along these lines every time, but it is still worth repeating. Anna not only shares her own thoughts and ideas with us she also is very good at updating us on progress in all sorts of activities around the Trust – especially when it come to new builds and the massive level of investment in additional facilities taking place at both Ipswich and Colchester.</i></p> <p><i>Finally, there is the administrative "glue" that binds us together. That is the very thorough and diligent Luke Mussett. Among other things, Luke set out the structure and procedures that are coming up later this year as far as the election of new Governors is concerned.</i></p> <p><b>Questions and Comments</b></p> <p>2. Helen Rose stated that she felt it was important to say that the governors were not only "volunteers" but were unpaid professionals and a valuable part of the Trust.</p> <p>3. Elizabeth Smith observed that the Trust had a cohort of experienced and enthusiastic governors and it would be good for the governors to be involved in the community visits which were taking place.</p>	
28/22	<b>UPDATE ON FORTHCOMING GOVERNOR ELECTIONS</b>	
	<p>1. The Chair advised that the report would be taken as read but noted that the Trust was now in a cycle of elections which took place every 18 months and the paper set out the seats which would be vacated at the end of October. The Trust was currently in the process of tendering for the company who would administer the elections.</p> <p>2. The Chair noted that the current staff governor constituencies had been questioned and she had held a conversation with the Interim Trust Secretary regarding changing these, but this was complex. For the next elections, the Trust would be working on the current system but would set up a small working group in the autumn to review the constituencies and put forward a proposal to the Council of Governors and Board for the spring 2024 elections.</p> <p>3. Helen Rose stated that she would put on record that ESNEFT had thousands of members of</p>	



		ACTION
	<p>staff working in the community and community services and none were currently represented by staff governors and it was important that the system was changed.</p> <p>4. The Chair advised that no ESNEFT staff were precluded from standing for election. The Interim Trust Secretary advised that under the current rules staff governors elected represented all staff across Colchester and Essex and Ipswich and Suffolk and there might be something which could be looked at to encourage staff from the community and corporate areas across the Trust to stand prior to the formal review.</p>	
29/22	<b>QUESTIONS FROM MEMBERS OF THE PUBLIC</b>	
	1. No questions were raised.	
<p><b>MOTION FOR PRIVATE SESSION</b>                      The Chair moved that representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest.</p>		
<b>DATE OF NEXT MEETING:</b> 6 October 2022		

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

Helen Taylor, Chair

Disclaimer: The minutes do not necessarily reflect the order of business as it was considered.





**East Suffolk and  
North Essex**  
NHS Foundation Trust

## Council of Governors

20 October 2022

<b>Report Title:</b>	<b>Appointment of a Non-Executive Director and two Associate Non Executive Directors</b>
<b>Executive/NED Lead:</b>	Helen Taylor, Trust Chair
<b>Report author(s):</b>	Steve Parsons, Interim Director of Governance
<b>Previously considered by:</b>	Appointments and Performance Committee

Approval

Discussion

Information

Assurance

<b>Executive summary</b>		
<p>At the end of December 2022, Elaine Noske will retire as a Non-Executive Director (NED), and Andy Morris will retire as an Associate NED. Mark Ridler retired as an Associate NED at the end of July 2022, as he took on a new role outside of the Trust.</p> <p>A diverse Board is stronger and makes better decisions, drawing on a wider range of experiences. This helps to improve the access and health outcomes for patients and communities and supports our aim to become a more inclusive employer and by making full use of the talents of our diverse staff. Women and people from black and minority ethnic backgrounds are currently under-represented at Board level.</p> <p>There is a focus during this recruitment process on having the best opportunities for a diverse field of candidates, and for them to have as fair an opportunity as possible to progress and be considered for appointment. To support this, a specialist recruitment agency has been appointed that provides a specific focus on promoting diversity through these types of recruitment process. Board members are also being asked to promote the opportunities through their various networks, including those that promote diversity.</p>		
<b>Action Required of the Council</b>		
<p>The Council of Governors is invited to-</p> <ol style="list-style-type: none"> <li>i. Ratify the skills and experience being sought in the appointment of a Non-Executive Director and two Associate NEDs;</li> <li>ii. Note the focus on developing diversity in the candidate pool for the process of appointment;</li> <li>iii. Note the revised timetable being proposed for the appointment process.</li> </ol>		
<b>Link to Strategic Objectives (SO)</b>		<b>Please tick</b>
SO1	Keep people in control of their health	<input checked="" type="checkbox"/>
SO2	Lead the integration of care	<input checked="" type="checkbox"/>
SO3	Develop our centres of excellence	<input checked="" type="checkbox"/>
SO4	Support and develop our staff	<input checked="" type="checkbox"/>
SO5	Drive technology enabled care	<input checked="" type="checkbox"/>

<b>Risk Implications for the Trust</b> <i>(including any clinical and financial consequences)</i>	The Trust needs to have access to an appropriate mix of skills and experience in the membership of the Board of Directors to ensure effective decision making.
<b>Trust Risk Appetite</b>	The Board has a cautious risk appetite when it comes to compliance and regulatory issues. Where the laws, regulations and standards are about the delivery of safe, high quality care, it will make every effort to meet regulator expectations and comply with them and will only challenge them if there is strong evidence or argument to do so.
<b>Legal and regulatory implications</b> <i>(including links to CQC outcomes, Monitor, inspections, audits, etc.)</i>	
<b>Financial Implications</b>	N/A
<b>Equality and Diversity</b>	A diverse Board is stronger and makes better decisions, drawing on a wider range of experiences. Reverse mentoring is in place but currently women and people from black and minority ethnic backgrounds are under represented at Board level.

## Appointment of a Non-Executive Director and two Associate NEDs

### Background

The Non-Executive Directors of the Trust are appointed by the Council of Governors,<sup>1</sup> supported by the Appointments and Performance Committee. The Non-Executive Directors are appointed for fixed terms of up to three years, and are usually eligible to be re-appointed once.

The Trust has also put into place two Associate NED positions, which enable the Trust to access additional skills and experience, and also enables the individuals to gain experience of working as part of a Non-Executive team, to support them in considering full Non-Executive Director positions. The Associate NED positions are for two-year terms and the Trust has decided that these will not allow re-appointment.

Elaine Noske will reach the end of her first term of office at the end of December 2022 and has indicated that given the pressures of her employment, she would not be able to accept appointment for a second term. Andrew Morris will reach the end of his term as an Associate NED at the end of December 2022; Mark Ridler retired from the Board at the end of July 2022, as he moved to take on new employment. There is therefore an opportunity to appoint one Non-Executive Director and two Associate NEDs.

### Key Skills and Experience

The Appointments and Performance Committee met at the start of September, to consider the process and the key skills and experience that should be sought through this process. The Committee considered the skills and experience currently available to the Board, and the key forthcoming challenges; and has agreed the following to be sought across the combination of the three appointments-

- Experience of the implementation and management of significant organisational transformation schemes, particularly those which are technology-led;
- A senior-level background in business;
- A patient-oriented viewpoint, with it being desirable that they have relatively recent experience of treatment under the NHS;
- Experience of managing the delivery of a significant capital programme, involving a number of separate schemes being at different stages of development and implementation at the same time;
- The delivery of high-quality services in a context of limited resource;
- Working in partnership and/or working in complex system contexts.

### Diversity

A diverse Board is stronger and makes better decisions, drawing on a wider range of experiences. This helps to improve the access and health outcomes for patients and communities and supports our aim to become a more inclusive employer and by making full use of the talents of our diverse staff. Women and people from black and minority ethnic backgrounds are currently under-represented at Board level.

There is a national focus on promoting diversity across all of the protected characteristics set out in the *Equality Act 2010*, with particular focus on encouraging diversity related to ethnic background and disability. At part of that focus, the NHS has set out expectations that, by 2025, all NHS organisations will have Boards and senior management that will reflect the diversity of either (a) their community or (b) their staff body, taking the more diverse of the two as setting the expectation.

<sup>1</sup> Paragraph 17(1), Schedule 7, *National Health Service Act 2006*



For this Trust, that leads to an expectation of about 21% for diversity in ethnic background (reflecting the staff body's diversity). The position on disability is more uncertain, as more than 40% of Trust staff currently choose not to disclose whether they have a disability.

The Trust-wide ethnicity data as of 30 September for ESNEFT is as follows:

21.6% BAME  
 77.6% White/White Other  
 0.8% have not disclosed.  
 (Local demographics as of 31 March was around a 10% BAME v 80% White/white other)

Ethnicity Grouping	HC
NULL	2
BAME	2547
Unstated / Not Disclosed	93
White	8253
White Other	926

this is as at the end of Sept, 2,547 / 11,821 = 21.546%

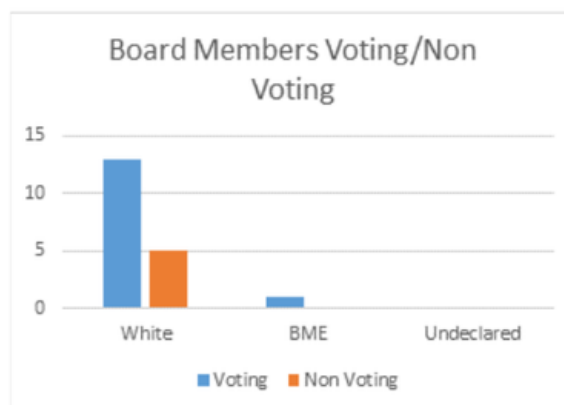
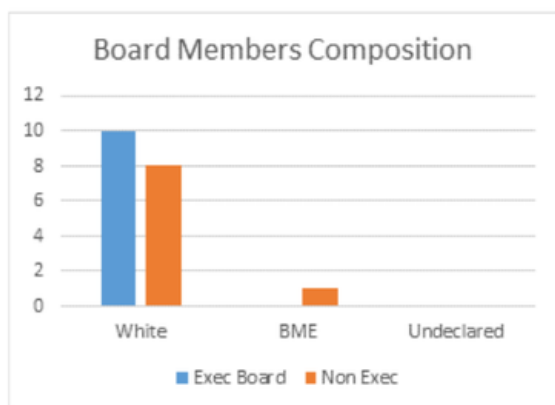
Disability: 4% of staff have declared a disability and non-disclosure has reduced to 27%:

Employee_Disability_Description	HC
No	7994
Not Declared	292
Prefer Not To Answer	122
Unspecified	2937
Yes	476

At the present time, the Board does not meet the diversity expectations in respect of ethnic background or women; it is believed to meet the requirement in respect of disability:

The breakdown of ethnicity is as follows:

5.26% BAME  
 94.7% White/White Other

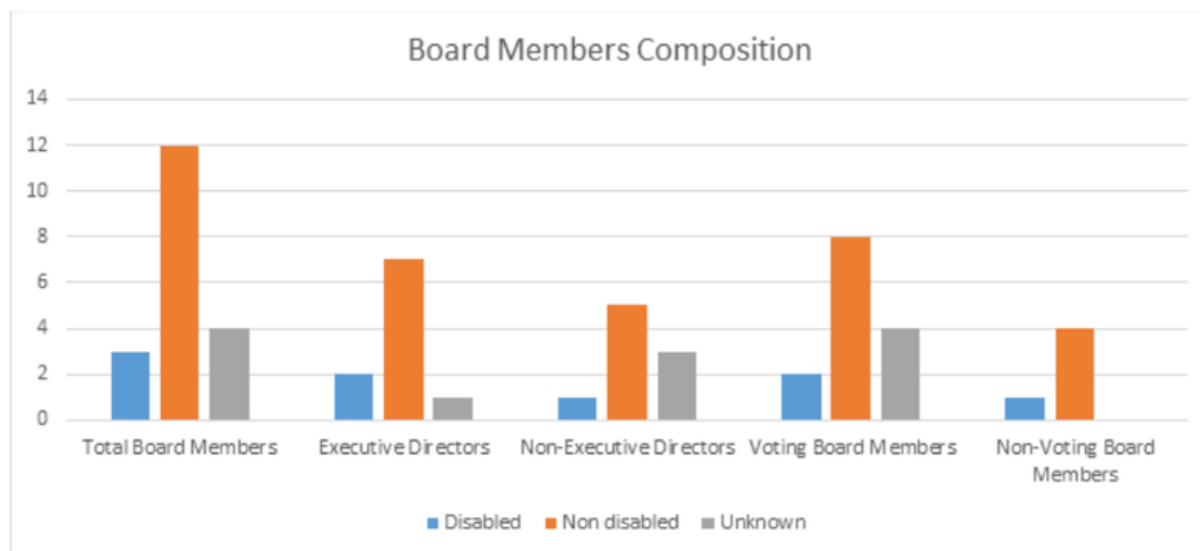


	Exec Board	Non Exec
White	10	8
BME	0	1
Undeclared	0	0
Total	10	9

	Voting	Non Voting
White	13	5
BME	1	0
Undeclared	0	0
Total	14	5

And breakdown of disability status is:

- 3 (15.7%) have declared a disability
- 12 (63.2%) have declared no disability
- 4 (21%) disability status unknown



With the making of the three appointments currently being considered, there is a significant opportunity to look to increase the diversity of the Board. Whilst it would be illegal to engage in positive discrimination in making the appointments, the Appointments and Performance Committee has recognised the need to take all available steps to have a wide and deep diversity of candidates applying for the post, and then to move through the process towards short-listing, interview and possible appointment.

To support that, and to enhance the Board’s decision making, the recruitment process is being supported by an agency that specialises in obtaining diversity in the candidate pool and into the later stages of the process. Board members are being asked to ensure that they draw these opportunities to the attention of their various networks.

Timetable and Panel

As noted earlier in the paper, Elaine Noske and Andy Morris will be retiring from office on 31 December 2022. There was an initial review of whether it would be possible to complete the process at the December meeting of Council, to facilitate avoiding any gaps; but this has not proved to be possible and would also have meant a very truncated period to encourage applicants. On the advice of the recruitment agency, the timetable has been revised to be as follows-

Launch	24 October 2022
Close	9 December 2022
Long list	w/c 12 December 2022
Short list	w/c 9 January 2023
Interviews	w/c 16/23 January 2023

A meeting of Council to formally agree appointments will be arranged to follow interviews.

The Appointments and Performance Committee has agreed that the following Panel, plus reserves, should be appointed for the interview process. However, with the Council election results now confirmed, new members joining the Council from 1 November and the current draft timeline, this presents an opportunity to enhance the diversity of the panel.

Helen Taylor, Trust Chair  
Helen Rose, Lead Governor (Public Governor from Suffolk)  
Liz Smith, Public Governor from Essex  
Issac Ferneyhough, Staff Governor  
Mary Rudd, Partnership Governor

Reserves

Alison Ruffell (Public Governor)  
James Stephens (Staff Governor)  
Cllr Carlo Gugiellmi (Partnership Governor)

All of the Panel and the reserves will be required to undergo training to address unconscious bias, as expected by the new draft *Code of Governance*, before participating in the process.

The Trust Chair has approached Suffolk and North-East Essex ICB to identify an appropriate External Assessor to support the Panel in the process. It is also anticipated that there will be opportunities for other Directors and Governors to participate in the selection processes, which will be confirmed nearer the time.

## Council of Governors

20 October 2022

<b>Report Title:</b>	<b>Extension of Lead Governor term and arrangements for election of Lead Governor</b>
<b>Executive/NED Lead:</b>	Steve Parsons, Interim Director of Governance
<b>Report author(s):</b>	Steve Parsons, Interim Director of Governance
<b>Previously considered by:</b>	N/A

 Approval

 Discussion

 Information

 Assurance

### Executive summary

There is a regulatory expectation that each Foundation Trust will have a Lead Governor in place, to support any necessary communication between regulators and the Council. For this Trust, relevant provisions have been placed in the Standing Orders of the Council.

The current provisions of Standing Orders require that an election for Lead Governor is held every twelve months (SO 3.5.4), and so would usually be held at this meeting of Council. Given that elections to Council have just been held, and newly-elected Governors will enter office on 1 November 2022, it is recommended that the election is held over to the December meeting of Council, when newly-elected Governors will be able to participate. Consequently, it is also recommended that Standing Order 3.5 be suspended to enable Helen Rose to continue as Lead Governor until that meeting.

As reported elsewhere to Council, following the elections to Council and the outcomes of the Well-Led review currently being undertaken, it is intended to hold a review of Council's operations, in line with the expectations of the *Code of Governance*. As part of that review, it is expected that consideration will be given to amending Standing Orders so that the election of Lead Governor is usually aligned to the election of Governors to Council.

### Action Required of the Council

The Council of Governors are invited to-

- i. Agree to suspend Standing Order 3.5 to-
  - a. Enable Helen Rose to continue as Lead Governor to the meeting of Council in December 2022;
  - b. Hold an election for Lead Governor at the December 2022 meeting of the Council;
- ii. Note the intention to review the Standing Order related to Lead Governor elections, to align with the election of Governors to Council.

Link to Strategic Objectives (SO)		Please tick
SO1	Keep people in control of their health	<input checked="" type="checkbox"/>
SO2	Lead the integration of care	<input checked="" type="checkbox"/>
SO3	Develop our centres of excellence	<input checked="" type="checkbox"/>
SO4	Support and develop our staff	<input checked="" type="checkbox"/>
SO5	Drive technology enabled care	<input checked="" type="checkbox"/>

<b>Risk Implications for the Trust</b> ( <i>including any clinical and financial consequences</i> )	NHS England expects all Foundation Trusts to have a Lead Governor in place, to facilitate communication between regulators and the Council.
<b>Trust Risk Appetite</b>	The Board has a cautious risk appetite when it comes to compliance and regulatory issues. Where the laws, regulations and standards are about the delivery of safe, high quality care, it will make every effort to meet regulator expectations and comply with them and will only challenge them if there is strong evidence or argument to do so.
<b>Legal and regulatory implications</b> ( <i>including links to CQC outcomes, Monitor, inspections, audits, etc.</i> )	Standing Orders require Council to hold an election for Lead Governor every twelve months.
<b>Financial Implications</b>	N/A
<b>Equality and Diversity</b>	N/A



## Extension of Lead Governor term and arrangements for election of Lead Governor

### Background

For Foundation Trusts, there is a regulatory expectation that each Foundation Trust will have a Lead Governor, selected by the Council. The regulatory role is to act, if required, as a channel of communication between regulators and the Council if there is a need for communication that does not involve the Board of Directors, including the Trust Chair; this is a rare event. Trusts often also use the position of Lead Governor as an internal channel of communication between the Council and the Board, through the Trust Chair.

Our Trust has included provisions in respect of Lead Governor within the Standing Orders for the Council of Governors. These include that the Lead Governor position is subject to election at intervals not longer than every twelve months.

### Current position

The position of Lead Governor would, in the usual course of events, be subject to election at this meeting under Standing Order 3.5: and would, if held at this meeting, involve Governors currently in office. As Governors will be aware, the regular elections to the Council have recently been completed, and those elected will take office on 1<sup>st</sup> November 2022.

### Proposal

Given the need for the Lead Governor to represent Council's views, it is suggested to Council that it would be preferable to hold the election of Lead Governor over to the December 2022 meeting of Council, when the newly-elected colleagues would be able to participate.

In order to ensure that a Lead Governor is in place in the period to the December 2022 meeting, it is also proposed that the Standing Order be suspended to allow Helen Rose to continue as Lead Governor until that meeting.

If Council wishes to delay the election, it will be necessary to suspend Standing Order 3.5 for the purpose. Council should note the requirements for suspending the Standing Order (see SO 4.11.1)-

- At least seventeen Governors must be present for the vote;
- The attendance must include minimums of nine Public Governors, three Staff Governors and three Partnership Governors.

If Council agrees to suspend the Standing Order, the suspension will be referred for review by the Audit and Risk Committee, as required by Standing Order 4.11.5.

### Wider review

As had been previously advised to Council, following the elections to Council it is intended to undertake a review of the effectiveness of the Council, in line with the expectations set out in the *Code of Governance* (paragraph 4.8 in the current draft update). This review will be informed by any relevant commentary and observations from the Well-Led review that is currently being undertaken.

As a result of the current circumstances, the review will be invited to consider adjusting the Standing Orders so that the election of Lead Governor will follow the results of the regular election of Governors to the Council (with the necessary ability to hold elections to fill casual vacancies in the position of Lead Governor).



East Suffolk and  
North Essex  
NHS Foundation Trust

## Council of Governors

20 October 2022

<b>Report Title:</b>	<b>Council of Governors Elections</b>
<b>Executive/NED Lead:</b>	Ann Filby, Trust Secretary
<b>Report author(s):</b>	Ann Filby, Trust Secretary
<b>Previously considered by:</b>	N/A

Approval
  Discussion
  Information
  Assurance

<b>Executive summary</b>		
<p>A full update on the timetable and contested seats was provided to the meeting held on 9 June 2022.</p> <p>Voting closed at 5pm on Tuesday 11 October. The final report of voting is presented for the Council's attention. Whilst turnout could be viewed as disappointing, our election provider Civica advises that most Trusts range from 8–15%.</p> <p>The Trust Secretary has contacted everyone who self-nominated. Meetings will take place with each governor and an induction pack is being prepared. An additional meeting is likely to take place prior to the 13 December Council, for all Council members to start the induction process. This will be an opportunity to ensure that governors have access to the same information and support to carry out the Council's statutory role. Further development of the Council will also take account of the outcome of the Well-led review currently underway.</p>		
<b>Action Required of the Council</b>		
The Council is invited to note the update and the induction processes to be implemented.		
<b>Link to Strategic Objectives (SO)</b>		<b>Please tick</b>
SO1	Keep people in control of their health	<input checked="" type="checkbox"/>
SO2	Lead the integration of care	<input checked="" type="checkbox"/>
SO3	Develop our centres of excellence	<input checked="" type="checkbox"/>
SO4	Support and develop our staff	<input checked="" type="checkbox"/>
SO5	Drive technology enabled care	<input checked="" type="checkbox"/>
<b>Risk Implications for the Trust</b> ( <i>including any clinical and financial consequences</i> )		Compliance if the Trust is in breach of its Licence conditions
<b>Trust Risk Appetite</b>		The Board has a cautious risk appetite when it comes to compliance and regulatory issues. Where the laws, regulations and standards are about the delivery of safe, high quality care, or the health and safety of the staff and public, it will make every effort to meet regulator expectations and comply with them and will only challenge them if there is strong evidence or argument to do so and the gain will outweigh the adverse consequences.

<p><b>Legal and regulatory implications</b>  <i>(including links to CQC outcomes, Monitor, inspections, audits, etc.)</i></p>	<p>Health and Social Care Act, skills and experience of governors; Trust Provider Licence Condition G4 Fit and proper persons as Governors and Directors; Constitution and requirements for the Council of Governors</p>
<p><b>Financial Implications</b></p>	<p>N/A</p>
<p><b>Equality and Diversity</b></p>	<p>Preparation of the nomination site images and wording was shared with Head of EDI to ensure it was inclusive, with some changes made. The opportunity for nominations was shared widely.</p>

## EAST SUFFOLK AND NORTH ESSEX NHS FOUNDATION TRUST

### ELECTION TO THE COUNCIL OF GOVERNORS

CLOSE OF VOTING: 5PM ON 11 OCTOBER 2022

#### CONTEST: Public: Ipswich

RESULT		4 to elect
PATEL, Mayuri	117	ELECTED
SADLER, Peter	108	ELECTED
NEWTON, Tim	86	ELECTED
CRANE, Harvey	76	ELECTED
GAFFNEY, Paul	56	
DALEY, Paul	50	
MOLYNEUX, Anthony	36	

Number of eligible voters		2,218
Votes cast by post:	94	
Votes cast online:	94	
Total number of votes cast:		188
Turnout:		8.5%
Number of votes found to be invalid:		3
Total number of valid votes to be counted:		185

#### CONTEST: Public: Rest of Suffolk

RESULT		3 to elect
ROSE, Helen	261	ELECTED
ALBOROUGH, John	187	ELECTED
COLEMAN, Peter	110	ELECTED
CATLOW, Trevor	72	

Number of eligible voters		3,134
Votes cast by post:	170	
Votes cast online:	116	
Total number of votes cast:		286
Turnout:		9.1%
Number of votes found to be invalid:		7
Total number of valid votes to be counted:		279

**CONTEST: Staff: Colchester and Essex**

<b>RESULT</b>		<b>2 to elect</b>
MUKUNGURUTSE, Pride	256	<b>ELECTED</b>
BLOWERS, Emma	221	<b>ELECTED</b>
SARSON, Emma	209	
TSANG, Yim	92	

Number of eligible voters		4,879
Votes cast online:	544	
Total number of votes cast:		544
Turnout:		11.1%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		544

**CONTEST: Staff: Ipswich and Suffolk**

<b>RESULT</b>		<b>1 to elect</b>
BOSE, Abhijit	214	<b>ELECTED</b>
WESTON, Allison	138	
ONYEKACHI, Light	131	
PALMER, Louise	113	
HOWES, Anna	40	

Number of eligible voters		4,434
Votes cast online:	636	
Total number of votes cast:		636
Turnout:		14.3%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		636

Civica Election Services can confirm that, as far as reasonably practicable, every person whose name appeared on the electoral roll supplied to us for the purpose of the election:-

- a) was sent the details of the election and
- b) if they chose to participate in the election, had their vote fairly and accurately recorded

The elections were conducted in accordance with the rules and constitutional arrangements as set out previously by the Trust, and CES is satisfied that these were in accordance with accepted good electoral practice.

All voting material will be stored for 12 months.

**Ciara Hutchinson**  
**Returning Officer**  
**On behalf of East Suffolk and North Essex NHS Foundation Trust**