



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

1

Council of Governors

A meeting will be held between 2-4pm on **Tuesday 13 December 2022**, in the Ash Room, Aspen House, Stephenson Road, Severalls Business Park, Colchester, Essex, CO4 9QR

AGENDA

No	Item	Lead	Action	Est'd Time
1	Welcome and apologies for absence <ul style="list-style-type: none"> Mary Rudd, Emma Blowers, Harvey Crane, Martin Nixon, Elizabeth Smith, Mayuri Patel, Gillian Orves, Lynda McWilliams 	Chair		2pm
2	Declarations of Interest	All	To note	
3	Minutes of the meeting held on 20 October 2022	Chair	Approval	2.05
4	Matters arising from the minutes	Trust Secretary	Discussion	
5	Report from the Trust Chair	Chair	To note	
Assurance and Accountability				
6	Lead Governor election process	Interim Director of Governance	Approval	2.25
7	Chief Executive's briefing on Trust activities	Chief Executive	Discussion	2.30
8	Board Proceedings Report	Interim Director of Governance	Assurance	2.45
9	Verbal reports from Board Committees	Governor observers	Discussion	2.55
	a. Performance Assurance Committee			
	b. Quality and Patient Safety Committee			
	c. People and Organisational Development Committee – no attendees			
	d. Audit and Risk Committee – no meeting			
	e. Charitable Funds Committee			
10	Report from Lead Governor	Lead Governor	Discussion	3.05
Governance				
11	Appointments to Committees	Trust Secretary	Approval	3.15
12	Trust Constitution review	Interim Director of Governance	Information	3.25
13	NHS Code of Governance briefing	Interim Director of Governance	Information	3.30
Appointments				
	There are no items for consideration			

No	Item	Lead	Action	Est'd Time
Membership and engagement				
14	Membership and Engagement Group update	Chair of Group	Discussion	3.40
Briefings and Information				
	There are no items for consideration			
Public questions				
15	Questions from members of the public present	Chair		3.50
16	Date of next meeting: Wednesday 8 th March 2023, 2-5pm, virtual	Chair		4.00

**Minutes of the Council of Governors meeting held on
20 October 2022, 2pm – 5pm
Via TEAMS**

Present

Helen Taylor, Chair of ESNEFT (Chair)
Helen Rose, Lead Governor / Public Governor, Rest of Suffolk and Lead Governor
Paul Gaffney, Public Governor, Ipswich
Martin Lewis-Jones, Public Governor, Rest of Suffolk
Councillor Lynda McWilliams, Stakeholder Governor, Tendring District Council
Pride Mukungurutse, Staff Governor, Colchester
Gillian Orves, Public Governor, Rest of Suffolk
Elizabeth Smith, Public Governor, Rest of Essex
Allison Weston, Staff Governor, Ipswich
Barry Wheatcroft, Public Governor, Rest of Essex

In attendance

Eddie Bloomfield, Non-Executive Director
Rebecca Driver, Director of Communications and Engagement
Ann Filby, Trust Secretary
Shane Gordon, Director of Strategy, Research and Innovation - *item 13*
Nick Hulme, Chief Executive
John Humpston, Non-Executive Director
Andrew McLaughlin, Director of Clinical Strategy Implementation - *item 13*
Joshua Nwaebonyi, Project Strategy Manager - *item 13*
Steve Parsons, Interim Director of Governance
Richard Spencer, Non-Executive Director / Senior Independent Director
Alison Stace, Director of Operations – *item 12*
Anna Turner, Associate Director of Engagement – *item 12*
Helen Chasney, Membership and Committee Secretary (Minutes)

Observing

Peter Coleman, Member

Apologies

John Alborough, Public Governor, Rest of Suffolk
Caroline Bowden, Public Governor, Colchester
James Chung, Public Governor, Rest of Essex
Laurence Collins, Public Governor, Ipswich
Philip Davy, Public Governor, Rest of Suffolk
Isaac Ferneyhough, Staff Governor, Colchester
David Gronland, Public Governor, Rest of Essex
David Guest, Public Governor, Colchester
Sharmila Gupta, Staff Governor, Colchester
Tim Newton, Public Governor, Ipswich
Alison Ruffell, Public Governor, Colchester
Jane Young, Public Governor, Rest of Essex

		ACTION
CHAIR'S BUSINESS		
30/22	WELCOME & APOLOGIES FOR ABSENCE	
	The Chair welcomed attendees to the meeting. Apologies for absence were received as noted above.	
31/22	GOVERNORS DECLARATIONS AND REGISTER OF INTEREST	
	The Chair gave members an opportunity to mention any interests in relation to the agenda items. Barry Wheatcroft declared working with EPUT as a volunteer vaccinator.	
32/22	MINUTES OF MEETING HELD ON 9 JUNE 2022	
	The minutes of the meeting held on 9 June 2022 were received and accepted as a correct record.	
33/22	MATTERS ARISING FROM THE MINUTES OF THE LAST MEETING	
	The Trust Secretary advised that with regards to the single outstanding action from the June meeting, membership and engagement review and opportunities will form part of the reset of the Council.	
34/22	REPORT FROM THE TRUST CHAIR	
	<p>The Chair thanked those governors who were leaving Council due to a number of reasons (maximum term of office reached, stood down or were unsuccessful in the recent election process). A number of other events and updates were highlighted:</p> <ul style="list-style-type: none"> • The long service awards held in person earlier in the month. Helen Rose, Pride Mukungurutse and Gemma Bourne attended with over 223 colleagues and more than 9,500 years of service were recognised. A similar event is due to be held next week for a further 200 staff where 12,500 years of service will be recognised. • Black History Month which honours the achievements, culture and history of black people. A number of events have been held by the EMBRACE staff network. • October is also Breast Cancer Awareness Month. Helen Rose, along with fundraisers, patients and staff visited the new centre being built, which will transform services and the patient experience. Fundraising is still ongoing and staff members at ESNEFT will be encouraged to wear pink on Friday 21 October. • The important role of volunteers has been celebrated and the Chair gave a particular mention to a wheelchair volunteer at Clacton Hospital who was left paralysed by a motorcross accident and now volunteers as a way of thanking the NHS for the support he received. Events are being held before Christmas to thank the volunteers for their service. • Staff are being encouraged to complete the National Staff survey and the Board will be reviewing results. • The Annual Report had been laid before Parliament and will be presented at the Annual Members' Meeting on 10 November at 6pm. • An Integrated Care System update. The Integrated Care Partnership will be having four meetings per year, three of those will be based on the place based alliances, the first being held on 11 November in Stowmarket with an open invitation for people to attend. The focus will be on work happening through Ipswich and Suffolk partnerships. • An informal Meeting with the Chair and governors takes place on 1 November. 	
ASSURANCE AND ACCOUNTABILITY		
35/22	CHIEF EXECUTIVE'S BRIEFING ON TRUST ACTIVITIES	
	The Chief Executive expressed his thanks to all the governors for the work that they do.	

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	<p>The Chief Executive noted the immense pressure that services are under due to the increase in acuity of patients and an increase in the number Covid patients. The numbers of patients becoming seriously ill with Covid have reduced due to the incredible success of the vaccination program. The numbers have started to reduce but this has impacted on staff illness. A decision needs to be made nationally about how Covid will be managed, however, there is anxiety over new variants. An update was provided on the operational situation and provision of care to patients:</p> <ul style="list-style-type: none"> • The Trust is tackling the huge backlog of planned operations. ESNEFT is the second best in the region and about third or fourth nationally in terms of our speed of recovery. It was noted that for cancer, more operations and treatments were provided, about 113% compared to the same period 2/3 years ago. Due to the decisions during Covid to stop screening and that people avoided attending A&E, there has been an increase in the number of sicker patients presenting with Stage 4 cancer and complex patients, some of whom sadly, have a worse prognosis. • The seasonal variation plan commenced much earlier this year and received significant investment of £7m, which will go towards additional schemes to keep people out of hospital and discharge patients sooner. In terms of planning and preparation, ESNEFT is in a stronger position than in previous years but there will still be significant challenges. • The Royal College of Nursing is currently balloting for industrial action and the junior doctors will be balloting in the New Year. • In summary, the challenges are well known and the political uncertainty makes planning for next year a challenge. 	
36/22	VERBAL REPORTS FROM OBSERVATION OF THE ASSURANCE COMMITTEES	
	<p>Performance Assurance Committee Elizabeth Smith advised that at the last meeting there was a deputy chair and gave the assurance that this did not reflect in the standards of the Committee, which remained very high. The Non-Executive Directors challenge the managers where necessary and are focused on discussing the detail in the action programs. All Non-Executive Directors demonstrate an excellent grasp of the issues and lead discussions about improvement and outcomes. There is a positive good working relationship between the Non-Executive Directors and the Executive Directors enabling challenge. The Committee is extremely well chaired with a large and complex agenda.</p>	
	<p>Quality and Patient Safety Committee The Chair noted that no meeting had been held since the last Council of Governors meeting.</p>	
	<p>People and Organisational Development Committee Paul Gaffney advised that there was good questioning by the Non-Executive Directors. Paul suggested benchmarking performance with other external organisations outside of the NHS.</p>	
	<p>Audit & Risk Committee The Chair noted that neither governor representatives were in attendance so no feedback was provided.</p>	
	<p>Charitable Funds Committee The Committee is expertly chaired and the Chair ensures that everyone has sufficient time to comment. There is rigorous, insightful and constructive challenge by the Non-Executive Directors ensuring that monies are being spent on improving the patient experience. The Chair commented that this Committee is reviewing the establishment of a staff benevolent fund to help staff through hardship with the current cost of living challenges.</p>	

	ACTION
<p>Innovation Committee Martin Lewis Jones reported that the September meeting was cancelled and following relevant approval, the Committee has now been disbanded. The Chair advised that this work would continue involving the entire Board.</p> <p>Questions and Comments The Chair advised that the Trust Secretary is currently gathering expressions of interests from governors so there may be a change to the governor observers on each of the Committees. Reference was also made to the external review of governance that foundation trusts are required to commission, and confirmed that Deloitte is currently undertaking the review. Feedback will be received by the end of November and will be reported to Board and Council of Governors. The Chair thanked those governors who have been involved with completing the questionnaire and meeting with Deloitte as part of a focus group.</p>	
<p>37/22 REPORT FROM THE LEAD GOVERNOR</p>	
<p>Helen Rose thanked the Chair for the recognition of the invaluable work that is provided by the governors, and reported as follows:</p> <ul style="list-style-type: none"> • The last informal meeting with the Chair, held on 28 July, enabled a range of questions including how the Trust is supporting staff through the cost of living crisis. Governors were informed about the Integrated Care Board and Integrated Care Partnership and the role of governors which had been covered in updated guidance. The ICS brings partner organisations together to collaborate and helping health and care organisations to tackle complex challenges, including those associated with health inequalities, supporting people to stay well and independent, and caring for those with multiple needs. The formal launch of the ICS on 1 July was attended by governors and included themed presentations and a variety of workshops and information stands which illustrated the breadth, complexity and remit of the ICS. • The Appointments and Performance Committee met on 6 September to agree the recruitment process for the non-executive directors and associate non-executive director appointments. • Six governors attended the Board meeting held in public on 6 September and the opportunity was taken for governors to meet afterwards. • The governors support to the well led review by Deloitte was noted and she looked forward to receiving the report later in the year. • It was a privilege to attend the long service awards event and a pleasure to greet staff on arrival from Ipswich, Colchester and Clacton hospitals and the community. • The Trust Secretary had been meeting with governors in preparation for refreshing the work program. 	
<p>APPOINTMENTS</p>	
<p>38/22 REPORT OF THE APPOINTMENTS AND PERFORMANCE COMMITTEE – RECRUITMENT OF NON-EXECUTIVE DIRECTOR AND ASSOCIATE NON-EXECUTIVE DIRECTORS</p>	
<p>The Chair gave an update on the appointment process, advising that Elaine Noske, Non-Executive Director, is standing down at the end of her term of office on 31 December, Mark Ridler, Associate Non-Executive Director, has already stood down due to a new role outside of the Trust and Andy Morris, Associate Non-Executive Director, comes to the end of his two year appointment at the end of December. The Committee has reviewed the skill mix and experience required for recruitment. One of the main areas of skills and experience would be the digital and transformation challenge.</p> <p>The Chair reported that there is a clear expectation that NHS boards are more diverse and representative of the population that they serve and staff groups. The Trust is aware that women and black and minority ethnic backgrounds are under-represented. An external</p>	

	ACTION
<p>agency has been appointed to support the Trust to try and attract as strong and diverse a field of candidates. A diverse board is a stronger board with a greater range of skills and experience contributing to discussion and decision making. The associate non-executive director roles give an opportunity to those who may be new to the role or not have sufficient experience to fulfil the job specification and provides another opportunity to diversify and strengthen the board.</p> <p>The Chair advised that the timeline differs slightly to that previously discussed at the Committee. The recruitment will be launched next week for a period of six weeks. Governors were asked to advise if they had any contacts who may be interested in the role and who would like to be contacted for a further discussion. The details of the recruitment will be circulated once finalised. The short/long listing process will occur either side of the Christmas period with interviews in the middle of January. There is a national expectation that everybody involved in the recruitment process should have undertaken unconscious bias training. All members of the Appointments and Performance Committee will be trained initially, and then the training will be rolled out to all other governors.</p> <p>The Council ratified the skills and experience being sought and noted the focus on developing diversity in the candidate pool and the revised timetable being proposed for the appointment process.</p>	
<p>39/22 LEAD GOVERNOR SELECTION PROCESS</p>	
<p>The Interim Director of Governance advised that the current standing orders provide that the lead governor has to be re-elected every 12 months, which would fall at the time when newly elected members would not yet be in office. We therefore would have liked to propose suspension of those relevant standing orders to run an election in December at the next Council of Governors meeting. However, to approve the suspension, a super quorum of 17 members is required and that was not in place today to enable approval. Following consultation with the Chair, it was proposed that Helen Rose continue as interim lead governor until an electoral process has been completed. Expressions of interest for the role will be requested on 1 November and, if more than one expression of interest was received, a quick ballot would be held for resolution before the December meeting.</p> <p>Governors were advised that following the well led review, a review of effectiveness will be held and the term of the lead governor will be realigned with the electoral cycle, so that after each election there will be a lead governor election.</p> <p>Questions and Comments</p> <ol style="list-style-type: none"> 1. The Director of Communications and Engagement commented that new governors would require knowledge and understanding of the governor role if we are asking them to put themselves forward for the lead governor. It was noted that there is clear documentation and a specific role description. The Trust Secretary is also discussing the role with the new governors as part of their induction. 2. Martin Lewis Jones asked if the same external body used for the Council elections could be used to elect the lead governor. The Interim Director of Governance advised that it would be possible, however, would incur a cost and be highly unusual. The opportunity would only be open to serving governors. 3. The Chair noted that when matters arise outside of the Constitution and Standing Orders, they are referred to the Audit and Risk Committee. The Interim Director of Governance reported that a discussion had been held with the Chair of the Audit and Risk Committee who was happy with the proposed way forward. 4. Martin Lewis Jones asked about current plans to appoint a substantive Director of Governance. The Chief Executive advised that a selection process will be supported by a recruitment agency. The job description is being finalised prior to going to advert in a couple of weeks. <p>The Council agreed for the current Lead governor to continue in the role, whilst a Lead</p>	<p>SP</p>

		ACTION
	Governor election commences from 1 November 2022.	
MEMBERSHIP AND ENGAGEMENT		
40/22	MEMBERSHIP AND ENGAGEMENT GROUP (MEG) UPDATE	
	<p>Helen Rose presented the following update from the meeting held on 4 October 2022:</p> <ul style="list-style-type: none"> • A detailed update was provided on the building programmes and, in particular, the Dame Clare Marks Orthopaedic Centre, and that staff were to be involved in the engagement process. Gemma Bourne and Pride Mukungurutse, staff governors, confirmed that they were aware of this, partly because of their roles within the Radiology Service. They emphasised the need for early engagement with that cohort of staff. • A discussion on the Virtual Wards project and Hospital at Home. There are to be two formal face to face meetings and one virtual meeting with West Suffolk Hospital. • An update was given on the arrangements for the Annual Members' Meeting on 10 November. It was noted that more people log into this meeting when it's virtual than attend when this meeting is face to face. • A discussion was held on how Governors see the future of engagement with the community as a whole. Governors shared information about organisations and groups within their own communities and were invited to feed this information into the office. • It was noted that the link on the ESNEFT website to sign up as a member of the Trust is difficult to find, and this will be reviewed. • A discussion was held on the need to make members of the Council of Governors more visible to the public and it was suggested that Governor noticeboards at the entrances to the various sites would help with this. • Helen had been invited by the local Carers' Support group and a Parkinsons Support Group to join some members of the Community Nursing Team to sit in on one of these meetings to listen to them sharing some of their experiences. She suggested that it may be worthwhile to have a member of the PALS team in attendance so that issues could be raised by members of the public, but it was good that as governors we can start to really engage with our local communities. • She participated in a tour of the new Breast Care Centre at Ipswich, with a group of patients who have been involved in the planning. The first patients may be attending at the beginning of next year dependent upon the completion of building works and the infection control situation. <p>Questions and Comments</p> <p>The Chair commented that there was a useful discussion about sharing ideas between governors on ways of picking up engagement work. Ann Filby and Helen Chasney are looking at ways to support governors. There was also a discussion about the role of the Integrated Care System and the Integrated Care Partnership and the importance for governors to connect into the place-based presentations from the alliance.</p> <p>Helen Rose thanked the Trust for providing her GP surgery with display material for Breast Care Awareness, which will be displayed for a while and then passed onto other surgeries in the town.</p> <p>The Chair noted that many of the patient participation groups in GP practices had not restarted after the pandemic and Helen Rose is in discussion with a member of the ICS.</p>	
41/22	12. SEASONAL VARIATION: PLANNING FOR WINTER	
	The Director of Operations presented the seasonal variation plan and advised that regionally, ESNEFT is regarded as leading the way in its planning. The Trust has been proactively working with partner organisations including primary care and the East of	

	ACTION
<p>England Ambulance Service and this was discussed a lot earlier than in previous years.</p> <p>The Director provided a full update regarding the assumptions made using historical data and forecasted emergency and elective admissions. A combination of projects aim to reduce length of stay or prevent admission into an acute ward as well as providing alternatives to hospital admissions. Robust governance arrangements are in place with weekly meetings to assess progress and ensure that the right schemes are in place and value for money is achieved with any assigned funding.</p> <p>Out of the 100 schemes put forward by divisional teams, 35 schemes were identified as priority by a senior panel. Of these, 12 related to additional bed capacity, nine related to patient safety and 14 were to support a change in practice. Funding of £7.14million was approved to support these. There was a requirement for 173 additional WTE members of staff to be appointed to support the plan and, if all schemes deliver, the Trust will be in a slightly positive bed position on both sites through the most challenging months. Currently, the virtual ward has been slow to deliver on both sites. The October forecasted bed position for Ipswich shows an average of a six bed shortfall and for Colchester an average of a nine bed shortfall.</p> <p>The Trust is pushing forward with these schemes and any constraints will be unblocked. Other funding opportunities are being investigated and if any scheme is not delivering, a decision may be made to withdraw and invest in a scheme where assurance of delivery has been gained.</p> <p>Questions and Comments</p> <p>Pride Mukungurutse asked if capacity within diagnostic and support services was reviewed. The Director of Operations advised that alongside the schemes that require funding, there are other ongoing pieces of work across the system which includes diagnostics and how the portering service is utilised.</p> <p>The Chair asked for clarification on the term Criteria to Reside. The Director explained that the term refers to those patients who are deemed to be medically fit, that do not require to be in an acute setting but are awaiting other services outside of the Trust to enable them to either go home or have their ongoing care. The number can be between 120-130 on both sites and is higher than in recent years. Work is ongoing with social services and different working practices are being reviewed to support additional pressures that may be faced over the next few months. One of the schemes, flow for flo, reviews the patients care needs to enable the patient to go home rather than into residential care.</p> <p>The Chair asked for an update on the virtual ward programme. The Director advised that the programme is quite complex to be able to provide acute care for patients in their own home, and has required clinical engagement, development of new pathways and ensuring that the individual's information is being captured whilst at home. There are virtual ward pathways in place for frailty, cardiac, respiratory and returning surgical patients.</p> <p>Paul Gaffney asked if the virtual ward programme presents any cost savings and whether it could be used for those patients who are medically fit for discharge. The Director advised that funding has been provided for its set up and there would be cost savings in the longer term. It cannot be used for medically fit patients as it is a different pathway and alternative ways are being reviewed to support patients going home who have reached the end of their acute care. The Chief Executive added that there will be cost avoidance in terms of opening more acute expensive beds to deal with the growth rather than straight forward cost improvement.</p> <p>The Chair requested information on the conveyancing work. The Director reported that the Trust's relationship with the ambulance service is very good. In previous years ambulances were conveying 100 patients to the hospital, compared to the current figures of 65-70 patients. The Trust's community teams are working with the ambulance service so that patients can be diverted to them. It was noted that the cause of ambulance queueing may not be because activity is higher, but because of patient flow issues within the organisation.</p>	

		ACTION
42/22	13. SYSTEM/TRUST STRATEGIC PLANNING	
	<p>The Director of Strategy, Research and Innovation provided an overview of the delivery of the current strategy developed in 2018/19 and set the Trust’s ambition to offer the best care and experience to our patients and communities. To support delivery, there are five strategic objectives; keep people in control of their health, lead the integration of care, develop our centres of excellence, support and develop our staff and drive technology enabled care. Underpinning this is the Time Matters concept which is improving services to make every moment count. The strategy covers a five year period and the strategic plan covers three years. A business plan is also developed annually. The governance of delivery is through the Time Matters Board, Executive Management Committee and then a quarterly report to Board. The following achievements were reported:</p> <ul style="list-style-type: none"> • Development of supporting strategies, including Quality, Estates, People, Communications • Keeping people in control of their health – 7 day frailty service, AMSDEC, outpatient transformation, virtual consultation, tele-dermatology, urgent care response services • Integrating care – North East Essex Community Services, Microbiology, property transfers, mental health areas in Emergency Departments • Centres of excellence - Urgent treatment centres, Clacton Community Diagnostic Centre, Interventional Radiology Centre, Surgical Assessment Units, Elective Orthopaedic Centre robotic surgery • Supporting and developing our staff - Faculty of Education, Health and Care Academy, Wellbeing Hub, new on boarding process, e-rostering and e-job planning • Technology enabled care – order comms, cardiac telemetry, critical care systems, vital signs monitoring, unified telecoms, agile working. <p>The Director of Clinical Strategy Implementation advised that the new strategy is under development, and requires the Council’s input in identifying the major issues by conducting a SWOT analysis, in terms of the internal aspects of the organisation (strengths and weaknesses) and the external environment (opportunities and threats). Group sessions commenced and detailed feedback was provided. These comments would be used to feed into development of the new strategy, with similar sessions to be held with other groups.</p> <p>The Chair advised that updates on the strategy would be provided as it develops.</p>	
43/22	14. COUNCIL OF GOVERNOR ELECTIONS	
	<p>The Trust Secretary provided an update on the elections and advised that there were two constituencies where there was the same number of nominees to vacancies so the election for Colchester and Rest of Essex was uncontested.</p> <p>Meetings are being held with each governor to provide an overview of the governor role and will be followed by a short induction programme prior to the first Council meeting. The Trust Secretary advised that the main point for discussion will be to understand the interests of each governor to ascertain where they may sit in the Committees. A report will be presented at the next Council of Governors meeting.</p>	
PUBLIC QUESTIONS		
44/22	15. QUESTIONS FROM MEMBERS OF THE PUBLIC	
	No questions were raised.	
DATE OF NEXT MEETING: Tuesday, 13 December 2022, Aspen House, Colchester		

Signed Date

Helen Taylor, Chair

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



Council of Governors

13 December 2022

Report Title:	Board Proceedings report to Council
Executive/NED Lead:	Steve Parsons, Interim Director of Governance
Report author(s):	Steve Parsons, Interim Director of Governance
Previously considered by:	N/A

Approval

Discussion

Information

Assurance

Executive summary		
<p>One of Council's statutory responsibilities is to hold the Board to account, through the Non-Executive Directors, for their decisions. This does not mean that Council is authorised to change or re-make the decisions; but that it can call the Non-Executive Directors to account for them, through explanation and discussion.</p> <p>Attached is a summary of the matters discussed and decisions taken at the September and November public meetings of the Board of Directors, to assist Council in discharging this duty.</p>		
Action requested of the Council		
<p>The Council is invited to-</p> <ol style="list-style-type: none"> i. Note the proceedings and decisions of the Board in the public meetings held in September and November 2022; ii. Hold the Board to account for the decisions through the Non-Executive Directors. 		
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"/>
Risk Implications for the Trust <i>(including any clinical and financial consequences)</i>	N/A	
Trust Risk Appetite	<p>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>	
Legal and regulatory implications <i>(including links to CQC outcomes, Monitor, inspections, audits, etc.)</i>	<p>Failure to be able to show that the Council is discharging its statutory duty to hold the Board to account through the Non-Executive Directors may</p>	

	have negative impacts on CQC judgements and on compliance with the Provider Licence.
Financial Implications	N/A
Equality and Diversity	N/A

Board Proceedings report to Council

Background

One of the statutory responsibilities of the Council of Governors is to hold the Non-Executive Directors, both individually and collectively, to account for the performance of the Board.¹ How effectively Council has undertaken this duty is something that may be taken into account by the Care Quality Commission in reaching their judgements on the “Is [the Trust] Well-Led?” strand of inspection.

This does not imply that Council can change or re-take decisions made by the Board. They are matters for which the Board, and not the Council, are legally responsible; and the Council is not empowered to interfere with them. The expectation and authority for Council is to hold to account for those decisions, in a public forum as Council will usually meet in public, through asking for explanations of the reasons that led the Board to reach the decisions that it did; and discussion of why alternatives were considered to be less appropriate in the circumstances that the Board found.

Report of Board proceedings

Appended to this paper is a summary of the proceedings of the Board at the public sessions held in September and November 2022. This is provided to support Council in understanding the matters considered and decisions taken by the Board, and thereby holding the Non-Executive Directors to account for them; but it does not act as a substitute for the formal minutes of the proceedings.

Governors have access to the papers for the public meetings of the Board, which are published on the Trust website [and are available here](#). Governors also have the opportunity to attend and observe public meetings of the Board; and are encouraged to attend at least one public session of the Board in each year, to support themselves in understanding how the Board works as part of the discharge of their responsibilities.

¹ Section 151(4), Health and Social Care Act 2012.

September 2022

Issue	Summary	Actions agreed	Additional notes
Patient Experience story	The Board received a patient story from a patient who had a poor experience of initial consultation at the Trust	<p>The Board noted the importance of the PALS intervention in this case to support the patient.</p> <p>The Board were concerned by both the attitude displayed by the Consultant, and the diagnostic ability. It noted that the clinical team would discuss learning, and appraisals gave the opportunity to address matters affecting individuals.</p>	The patient had a second consultation which resolved the issues and progressed the necessary treatment.
Workforce Race/ Disability Equality Scheme annual submissions	Following detailed work by members of the People and Organisational Development Committee, the annual submissions had been approved on behalf of the Board and submitted.		
Working with the Integrated Care Board (ICB)	The Board noted the need to have appropriate visibility of the work of the ICB, both at the Board and Board Committees.	Appropriate reporting to the Board from ICB meetings to be put in place.	
Report from the Quality and Patient Safety Committee	The Committee had noted, and drew to the Board's attention, the challenges being faced by the Trust in housing patients needing in-patient mental health care, for whom no dedicated mental health bed could be located.	The Board agreed that these issues should be drawn to the attention of the Integrated Care Board's Quality Committee.	
Research and Innovation annual report	The Board received a presentation on the research and innovation activity for the 2021-2022 year.	The Board welcomed the significant amount of research and innovation activity in the year, which placed the Trust in a positive position.	

Issue	Summary	Actions agreed	Additional notes
		The Board noted that there would be a presentation on this subject at the Annual Members' Meeting in November 2022.	
ESNEFT as an Anchor Organisation update	The Board received the quarterly update on this area of activity.	The Board welcomed the continuing positive progress in this area of work, recognising the obligation to support our communities.	
		The Board noted that work was being undertaken to develop consistent metrics for this area of work across the Integrated Care System	
Performance	The Board received updates on Trust performance.	The Board welcomed the overall positive direction of travel for Trust performance; but recognised that demand continued to be high and there were particular areas requiring focus to improve.	
Finance	The Trust continued to be on-plan for finances, although there were some concerns around capital.	The Board discussed plans to reduce agency and bank staff usage; and noted that this was a focus through the Divisional Accountability Meetings.	
	The latest information from system partners was that they were all forecasting that they would achieve the agreed plans for their organisations.	The Board noted that there were some risks to achievement for other organisations within the system, and that this would be monitored.	
	Work would be undertaken over the next few months to support a longer-term planning exercise, looking up to three years ahead.		

Issue	Summary	Actions agreed	Additional notes
Workforce and Organisational Development	The Board received updates on Workforce performance metrics and activities to support Organisational Development.	The Board noted the plans in place to implement the annual influenza vaccination programme, in conjunction with the COVID-19 booster vaccination programme.	
		The Board welcomed the improved performance regarding vacancies for Consultant positions.	
Medical Appraisal/ Revalidation Annual report	The Board received the annual report in accordance with the relevant General Medical Council requirements.	The Board welcomed the positive outcomes that could be seen from the paper.	
		It was noted that appropriate procedures were in place for doctors who left the Trust and/ or the NHS to be transferred.	
		The Board approved the Board statement set out in Appendix 'A' of the paper.	
Board Committees Terms of Reference	The Board received revised Terms of Reference for Board Committees, including winding-up the Innovation Committee.	The Terms of Reference were approved.	
Risk Appetite statement	Following seminar discussions earlier in the year, the Board received a formal Risk Appetite statement for consideration.	Subject to a minor clarification amendment, the statement was approved.	

November 2022

Issue	Summary	Actions agreed	Additional notes
Patient Experience story	The Board received a patient story from a patient, via video.	The Board noted the positive aspects of treatment, which had reflected improvements and changes made during the pandemic.	
		The Board also noted the need to keep patients fully informed of progress during treatment, including when performing procedures under local anaesthetic arrangements.	
Quality and Patient Safety	The Board received a report of the key issues considered by the Committee at its meeting prior to the Board.	The Board agreed that an update on assaults on staff should be provided to the People and Organisational Development Committee.	
		The Board was updated on the work being undertaken in Maternity to improve, with an independent Governance Advisor continuing to provide support.	
		The Board noted the Never Event that had been experienced in Podiatry, and had been assessed as low harm to the individual.	
		In response to a query, the Board received assurance that all patients in the Emergency Department were reviewed on arrival and regularly thereafter.	
	The Board considered the Quality and Patient Safety aspects of the Integrated Performance Report.	The Board noted the actions being agreed on a system basis to assist with reducing delays in ambulance discharges, including better use of community facilities. These were being undertaken in conjunction with the ICB.	

Issue	Summary	Actions agreed	Additional notes
		The Board noted the proposed national changes around what had to be reported as a breach of single-sex accommodation, in light of national challenges.	
Review of Maternity provision at East Kent NHS Foundation Trust	The Board received an initial review following the publication of <i>Reading the Signals; Maternity and Neonatal services in East Kent - the report of the independent investigation.</i>	The Board noted that the report identified broad but challenging recommendations, which would require substantial focus to address.	
		The Board agreed that the programme of in-person Director visits to sites should be resumed as soon as possible.	Governors will be involved in visits under the 15 Steps programme.
		The Patient Stories for the next three meetings (December 2022 to March 2023) would be focused on Maternity.	
Nursing and Midwifery skills/ acuity review	The Board received the review following the annual comprehensive skills mix review.	The Board noted that the review provided assurance and no significant concerns had been raised. The Board also noted the twice-daily staffing reviews that were undertaken, and operational escalation procedures in place.	
		The Board agreed that Quality and Patient Safety Committee would review this area on a six-monthly basis.	
Strategic collaboration with West Suffolk NHS FT	The Board received a summary paper on the collaborative work being undertaken with West Suffolk NHS FT	The Board welcomed progress to date, and asked that further work was undertaken on oversight mechanisms.	

Issue	Summary	Actions agreed	Additional notes
Performance and Finance	The Board discussed the key points in these areas from the Integrated Performance Report.	The Board noted that work was continuing to develop the seasonal variation plan, including the use of 'virtual wards'.	
		The financial position was positive, although full delivery of Cost Improvement Plans was a concern.	
		The financial position of East of England Ambulance Service was improving, although it remained a concern within the Integrated Care System.	
Influenza prevention self-assessment	The Board considered the nationally-mandated self-assessment checklist	The Board noted the importance of staff vaccination, given the potentially greater impact of influenza following two years of restricted interaction during the COVID-19 pandemic.	
		The completed checklist was approved by the Board.	
Workforce Safeguards review	The Board considered the annual review in line with NHS England requirements, which supported making informed, safe and sustainable decisions regarding workforce.	The Board welcomed the clear progress that was shown in the review's outcomes. It noted that the Chief Nurse and Chief Medical Officer had confirmed their satisfaction that the assessment provided adequate assurance.	
		The Board agreed that future monitoring would be delegated to the People and Organisational Development Committee.	
Board Assurance Framework	The Board considered the revised Board Assurance Framework for approval.	The Board agreed that structure charts for management-level meetings, showing authorisation to take decisions, should be prepared for the information of Directors.	

Issue	Summary	Actions agreed	Additional notes
		The Board decided to retain oversight of the strategic risk related to transformation at the Board, rather than in a Committee.	
		Subject to the agreed changes, the Board approved the Board Assurance Framework.	
Calendar of meetings	The Board considered the meeting arrangements for 2023.	A query was raised regarding whether the Quality and Patient Safety Committee, and the People and Organisational Development Committee, should meet monthly; this would be further considered in the light of the findings from the developmental Well-Led Review.	
Emergency Preparedness, Resilience and Response (EPRR) return 2022	The Board considered the return for 2022.	The Board welcomed the very positive self-assessment shown in the return, which continued to demonstrate good progress.	
		The Board formally approved the return.	



East Suffolk and
North Essex
NHS Foundation Trust

Council of Governors

13 December 2022

Report Title:	Appointments to Committees
Executive/NED Lead:	Interim Director of Governance
Report author(s):	Ann Filby, Trust Secretary
Previously considered by:	N/A

Approval

Discussion

Information

Assurance

Executive summary

The induction process has been underway since the most recent elections, with new governors joining the Council from 1 November 2022. This process included a request for governors to complete a form indicating their interests to support identification of Council Committee and working group membership.

Council members are afforded the opportunity to observe Board of Directors' Assurance Committees which enables a wider assessment of the Board's work and the Non-Executive Directors' contribution. The requirements are set out in the General Orders applicable to all Committee Terms of Reference, to be enhanced with an additional briefing document to include the reporting requirement to Council at its meetings in public. This is not open to all Trusts' Councils so to enable governors to take full advantage of the additional assurance that this provides, three governors have been allocated - with only two to attend each meeting, to be agreed between them. Governors are not members of these Committees, however, they will have access to the agenda and papers to review the detail if they wish.

The Code of Governance for NHS provider trusts, October 2022, includes provisions to regularly refresh membership, which is also good practice for governors. The proposal is therefore to refresh the governor observers to ensure that the Council is fully inclusive and all governors are given the opportunity to participate to support delivery of one of the Council's general duties, *to hold the Non-Executive Directors, individually and collectively, to account for the performance of the board of directors*.

Further work will be required in 2023 to consider how the Council operates and Terms of Reference require revision. In the interim, membership of the relevant Committees is proposed for an 18-month period as 12 months is felt to be insufficient for governors to fully understand the nature of the work. This timeframe will take us beyond the next election and new term of office from 1 July 2024.

Confirming membership has been challenging in some areas, with many more governors interested in some Committees than places available. It was also felt important to reflect a good balance of experienced and new governors. The aim has been to take account of governors' positive choices for the majority, rather than the 'maybes'. There will be other elements of work, such as the constitution review, involvement in patient experience activities and system working which will be taken account of in the coming months and as opportunities arise.

Action Required of the Council

The Council is asked to discuss and confirm membership for the next 18 months.

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"/>
Risk Implications for the Trust <i>(including any clinical and financial consequences)</i>		
Trust Risk Appetite		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.
Legal and regulatory implications <i>(including links to CQC outcomes, Monitor, inspections, audits, etc.)</i>		Meeting the requirements of the Code of Governance October 2022 in delivering governance best practice.
Financial Implications		N/A
Equality and Diversity		Diversity has been considered in finalising membership to ensure, as far as possible, an even spread of male/female and experienced/new governors, recognising individuals' interests and experience. This is particularly pertinent for the Governors' Appointments and Performance Committee when considering the importance of diversity of Non-Executive Director recruitment.

Appointments to Council Committees/Groups – December 2022-August 2024

Committee/Group	Meeting Role	Terms of Reference/ membership requirement	Frequency	Proposed members
Council Appointments and Performance	Once Council has approved Non-Executive Director (NED) appointments to be made, this Committee details with the detail/the interview panel is derived from its members; succession planning; terms and conditions; NED annual performance reviews	7 governors (at least one from each constituency), majority public, including Lead Governor Chaired by Trust Chair Trust Secretary – secretary to Committee	At least twice each financial year	Current appointments to operate with existing governors; from new financial year Trust Chair – Helen Taylor Lead Governor – Helen Rose Colchester – Caroline Bowden Rest of Essex – Martin Nixon Ipswich – Mayuri Patel Rest of Suffolk – Trevor Catlow, tbc Staff Colchester – Pride Mukungurutse Staff Ipswich – Gemma Bourne Appointed/Stakeholder – Daniel Tweed
Membership and Engagement Group	A representative group of the Council of Governors, supported by key members of the executive team with responsibility for membership activity and engagement, tasked to assist Council in meeting its statutory duty to represent the interests of members and the wider public	Open to all governors and attendance not mandatory Propose this is reviewed in early 2023	As required	Governors who have expressed a specific interest: John Alborough Caroline Bowden Harvey Crane David Guest Tim Newton Martin Nixon Gill Orves Helen Rose Don Sturgess Pride Mukungurutse – Staff Abhijit Bose (Bose) - Staff Sara Smith – Stakeholder

Committee/Group	Meeting Role	Terms of Reference/ membership requirement	Frequency	Proposed members
Council's Standards Committee	Examine any general and specific concerns about standards of conduct of individual Governors and enforce Governors' Code of Conduct	Chair or Trust Deputy Chair Four governors - Lead Governor, representative of Public, Staff and Appointed/ Stakeholder constituencies	As required – currently not met for some time	Chair Helen Taylor Lead Governor Helen Rose Public – Barry Wheatcroft Staff – tbc Appointed – Sara Smith
Board of Directors' Assurance Committee observers:				
Audit and Risk Committee	Review effectiveness/assurance available regarding internal control systems; risk management; processes to prevent fraud, corruption and conflicts of interest in decisions; appointment of internal audit service; support Council in appointment of external auditor	General Orders applicable to all Board Committees enables up to two observers ¹	Monthly	Three to be confirmed to enable two in attendance at each meeting Abhijit Bose David Guest Don Sturgess
Charitable Funds Committee	Oversight/operation of the Trust Charity on behalf of the Board of the Corporate Trustee		Monthly	Emma Blowers Peter Coleman Liz Smith
Quality and Patient Safety Committee	Oversight on key quality metrics/ performance indicators relating to quality of patient experience set by Board; safety of services; compliance with Care Quality Commission Fundamental Standards		Bi-monthly	Harvey Crane Gill Orves Alison Ruffell
Performance Assurance Committee	Oversight of key performance metrics/ performance indicators/financial performance and planning; consider developing strategies and key policies, making recommendations to Board		Monthly	James Chung Mary Rudd Jane Young
People and Organisational Development Committee	Oversight of development of people and organisational development strategies, education, research and innovation work; support to staff, volunteers and others working with the Trust to provide services; and to advise the Board accordingly;		Bi-monthly	Issac Ferneyhough Sam Glover Tim Newton

ⁱ The role of governors at an Assurance Committee is as follows, as approved by the Board of Directors on 8 September 2022:

- 3.4.1. Governor observers may attend meetings of the Committee, but shall have no ability to contribute to discussions; their role is only to observe, in support of Council's responsibilities to hold the Board to account through the Non-Executive Directors;
- 3.4.2. Governor observers are bound by the confidentiality of the meeting in the same way as Directors and others in attendance;
- 3.4.3. Governor observers will be provided with papers (on a confidential basis) at the same time as members of the Committee;
- 3.4.4. When reporting back to the Council of Governors (particularly in a public session), Governor observers must be careful to respect the confidentiality of the Committee's proceedings, and not make public any items that have not been reported to the Board in public.
- 3.5. Each member of a Committee, and each regular attendee, is expected to give an appropriate priority to attending meetings of the Committee.

Council of Governors

13 December, 2022

Report Title:	Review of the Trust Constitution
Executive/NED Lead:	Steve Parsons, Interim Director of Governance
Report author(s):	Steve Parsons, Interim Director of Governance
Previously considered by:	N/A

Approval
 Discussion
 Information
 Assurance

Executive summary		
<p>The Trust is required to have in place a Constitution that meets the requirements of Schedule 7 of the National Health Service Act 2006. It is proposed that a review of the Constitution is undertaken, to ensure that it continues to meet the requirements of both legislation and the Trust, and taking account of the findings of the recent Well-Led review.</p>		
Action requested of the Council of Governors		
<p>The Council of Governors is invited to note the intended time-line for reviewing the Trust Constitution.</p>		
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"/>
Risk Implications for the Trust <i>(including any clinical and financial consequences)</i>	<p>If the Trust does not have an appropriate constitution in place, it may be in breach of legislation and the requirements of the Provider Licence.</p>	
Trust Risk Appetite	<p>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>	
Legal and regulatory implications <i>(including links to CQC outcomes, Monitor, inspections, audits, etc.)</i>	<p>The Trust is required to have a Constitution that is compliant with Schedule 7 of the National Health Service Act 2006 (as amended).</p>	
Financial Implications	N/A	
Equality and Diversity	N/A	

Review of the Trust Constitution

Background

As a Foundation Trust, we are required to have a Constitution for the Trust, which must comply with the requirements of Schedule 7 of the National Health Service Act 2006 (as amended). The Constitution covers a range of structural points, including-

- The formal matters such as the Trust's name;
- The structure and rules related to the Board of Directors;
- The structure and rules related to the Council of Governors;
- Matters related to Trust membership and the Annual Members' Meeting.

Most Trusts will start with the model Constitution that has been issued by NHS England (formerly Monitor/NHS Improvement), and will then adjust to reflect local circumstances.

Proposal

It has been some time since the Trust Constitution was reviewed. Given the outcomes of the Well-Led review will shortly be available, and this is likely to lead to actions affecting the Constitution, the Trust Chair has asked that work is started on reviewing the Constitution to ensure that it remains fit for purpose.

As previously, the intention would be to start with the Model Constitution, and then adjust to reflect the most appropriate arrangements for this Trust. A range of issues are likely to be considered, but may well include-

- Any issues related to the structure of constituencies represented in Council (both the geographical basis for Public, and whether Staff representation should move from a geographic basis to by staff groups)
- Any possible changes to Board of Director structures (none expected)
- A review of the Standing Orders for both the Board and Council, to make them more effective and reflective of the way that business is conducted in practice;
- More minor matters that can be clarified and made more efficient.

Timescale

Under the relevant legislation, changes to the Constitution are required to be agreed by both the Board of Directors and the Council of Governors. Therefore, the timescale for consideration will need to be focused around when the Council is scheduled to meet; and then fit into when the Board will be meeting in public in association with that. It is intended that the developing proposals would be consulted on with a reference group of Governors as appropriate.

Given the schedule for Council's meeting, the current thinking regarding the timetable for consideration of changes would broadly be-

- Discussion of the emergent proposals for changes at the meeting of Council in March 2023. This will also align with the Board's expected publication of the Well-Led review report and the related action plan, which Council would also be likely to be considering at that meeting as part of the duty to hold the Board to account;
- Formal amendments to the Constitution, with finalised wordings, would be brought forward to Council in June, probably with consideration at the Board at the July public meeting.



Council of Governors- Briefing

13 December, 2022

Report Title:	Approved changes to the Code of Governance
Executive/NED Lead:	Steve Parsons, Interim Director of Governance
Report author(s):	Steve Parsons, Interim Director of Governance
Previously considered by:	N/A

Approval
 Discussion
 Information
 Assurance

Executive summary		
<p>Earlier in 2022, Governors received a presentation on the changes being proposed to the Code of Governance following passage of the Health and Care Act 2022.</p> <p>NHS England has now issued the final version of the revised Code of Governance, and this paper is to brief Council regarding the changes made, which will come into force in April 2023.</p>		
Action requested of the Council		
The Council is invited to note the changes in the <i>Code of Governance</i> .		
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 type="checkbox"/>
SO3	Develop our centres of excellence	<input type="checkbox"/>
SO4	Support and develop our staff	<input checked="" type="checkbox"/>
SO5	Drive technology enabled care	<input checked="" type="checkbox"/>
Risk Implications for the Trust (including any clinical and financial consequences)		
Trust Risk Appetite		<p>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>
Legal and regulatory implications (including links to CQC outcomes, Monitor, inspections, audits, etc.)		<p>Failure to follow the Code of Governance (including the explanations given for any non-compliance) may be taken into account when assessing the appropriateness of the</p>

	governance and control systems in place at the Trust.
Financial Implications	N/A
Equality and Diversity	The revised Code increases the focus on equality and diversity issues in governance, particularly those related to Board composition (B2.9, C1.1, C5.2) and addressing wider health inequalities (A1.3)

Approved changes to the Code of Governance

Background

Governors received a presentation on the proposed changes to the Code of Governance in July 2022, reflecting the consultation exercise then being carried out. NHS England were proposing changes both to reflect the changed legislative provisions, with the formation of Integrated Care Systems; and also to update various provisions where best practice had developed since the 2014 Code. A formal response to that consultation was submitted by the Trust, together with involvement with engagement exercises carried out by NHS England.

NHS England have now published the final version of the revised Code, [which is available here](#). The new provisions will come into effect from 1 April 2023; therefore they will not impact on the annual reporting round for 2022-2023, all of which will be prior to the new Code coming into effect.

As previously, the Code is not compulsory, but is put forward on a 'comply or explain' basis; if the Trust has good reason for not following a provision in any given year, it is required to provide an explanation for that decision in the Annual Report. However, regulators may take any areas where a Trust does not comply with the Code into account in making their judgements.

Key changes from the 2014 Code

No significant changes have been made by NHS England between the draft and final codes. Key areas that Council should be aware of are-

- The Trust's vision, values and strategy must align with those being set by the relevant Integrated Care System or Systems, and meet the new 'triple-aim' objectives of (a) better health and wellbeing for everyone, (b) better quality of health services for all individuals, (c) sustainable use of NHS resources. (A1.2, A2.1) The Board is expected to give particular attention to the organisation's role in reducing health inequalities (A1.3).
- Resources should be sufficient to meet the Trust's share in the system's five-year plan/capital plan, and other objectives; and the Board should measure performance against them (A1.4, A2.2, A2.4). The Board should also closely monitor culture and take corrective action where necessary (A1.2, A2.3).
- There should be regular Board-level engagement with stakeholders and the public (A1.5, A2.7, A2.8), including the engagement of Governors with those they represent and the general public (C5.4, C5.15, Appendix B).
- In making appointments as Non-Executive Directors, Councils should take into account the value of having a NED with a clinical background on the Board, and the importance of appointing a diverse set of NEDs with a range of skills, backgrounds and life experiences (B2.9, C1.2, reporting requirements in C4.13).
- Appointments to the Board should be made solely in the public interest, with decisions based on integrity, merit, openness and fairness. Appointments should promote diversity in gender; social and ethnic background; disability; and cognitive/personal strengths. The Board should publish plans to at least match the ethnic diversity of either its staff base or local community (whichever is more diverse) across both the Board and senior management. (C1.1, C1.2).
- NED appointments can be extended beyond six years following rigorous review, but only where needed to promote a diverse Board or support succession planning; NHS England's prior agreement would be required. There is a long-stop requirement of nine years. (C4.3)¹.

¹ At present, the Trust Constitution would not allow the Council to fully take advantage of this relaxation in requirements.

- Council should adopt a clear and fair process for removing Governors who (a) persistently fail to attend meetings (b) has conflicts of interest that prevent them performing their duties or (c) behaves in a way incompatible with the Trust's values and behaviours. This should include an independent assessor in the event that the Governor and Council do not agree on the outcome. (C4.9, C4.10).
- In setting remuneration (including the setting of Non-Executive Director remuneration by the Council), Trusts are expected to follow the national guidance (E1.1, E2.2).

NHS England has also published the final version of the [Addendum to the Guide for Governors](#), which sets out how Governors should consider their statutory duties in the light of the move to Integrated Care Systems.