

Council of Governors 19.07.2022

MEETING
19 July 2022 13:30

PUBLISHED
19 July 2022

Agenda

<i>Location</i>	<i>Date</i>	<i>Owner</i>	<i>Time</i>
	19/07/22		13:30
1. Introduction		Harry Turner	13:30
1.1. Apologies			
1.2. Minutes from the previous meeting - 24.05.22			
1.3. Matters Arising			
1.4. Declaration of Interests			
2. Welcome from the Chairman		Harry Turner	13:35
3. Governor Update			
3.1. Lead Governor Update		William Greenwood	13:40
4. Trust Overview (Presentation)		Stacey Keegan	13:45
5. Committee Chairs Updates			
5.1. Audit and Risk Committee (verbal)		Martin Newsholme	13:50
5.2. Finance Planning and Digital Committee (verbal)		Martin Newsholme	13:55
5.3. Quality and Safety Committee (verbal)		Chris Beacock	14:00
5.4. IPC Quality Assurance Committee (verbal)		Chris Beacock	14:05
5.5. People Committee (verbal)		Paul Kingston	14:10

Continued on the next page...

1. Introduction
2. Welcome from
3. Governor Update
4. Trust Overview
5. Committee
6. Governance
7. Any Other

Agenda

<i>Location</i>	<i>Date</i>	<i>Owner</i>	<i>Time</i>
	19/07/22		13:30
6. Governance			
6.1. Discussion on how the Governor's role might fit into the new Integrated Care System arrangements		Harry Turner	14:15
6.2. Committee Self Assessment Presentation		Shelley Ramtuhul	14:20
6.3. Council of Governors Annual Report 2021-22		Shelley Ramtuhul	14:25
6.4. Board Governance Framework		Shelley Ramtuhul	14:30
6.5. Patient Safety Walkabout Feedback		Shelley Ramtuhul	14:35
6.6. Foundation Trust Public Membership Development and Engagement Strategy		Shelley Ramtuhul	14:40
6.7. Membership Report		Shelley Ramtuhul	14:45
6.8. Questions from the Governors		Shelley Ramtuhul	14:50
6.9. Review of Work Plan		Shelley Ramtuhul	14:55
7. Any Other Business			
7.1. Next Meeting: 9 November 2022			15:00

1. Introduction

2. Welcome from

3. Governor Update

4. Trust Overview

5. Committee

6. Governance

7. Any Other

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7.1. Next Meeting: 9 November 2022	

The Robert Jones and Agnes Hunt Orthopaedic Hospital

NHS Foundation Trust

COUNCIL OF GOVERNORS

TUESDAY 24TH MAY 2022

MINUTES OF THE MEETING

PRESENT:

Harry Turner
William Greenwood
Allen Edwards
Tony Wright
Katrina Morphet
Sue Nassar (part)
Kate Betts

Chair	HT
Lead Governor/Public Governor – Powys	WG
Staff Governor	AE
Public Governor – West Midlands	TW
Public Governor – Cheshire and Merseyside	KM
Public Governor – Shropshire	SN
Staff Governor	KW

IN ATTENDANCE:

Shelley Ramtuhul
Craig Macbeth

Trust Secretary	SR
Chief Finance and Planning Officer/Deputy Chief Executive	CM

Paul Kingston
Sarfraz Nawaz
Martin Newsholme
Penny Venables
David Gilburt

Non-Executive Director	PK
Non-Executive Director	SN
Non-Executive Director	MN
Non-Executive Director	PV
Associate Non-Executive Director	DG

SECRETARY:

Gayle Murphy

Trust Office EA	GM
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MINUTE No	TITLE	ACTION
COMMITTEE MANAGEMENT		
1.1	WELCOME & APOLOGIES Apologies were received from Kate Chaffey, Karina Wright, Colette Gribble, Colin Chapman, Simon Jones, Victoria Sugden, Peter David, Jan Greasley, Phil White Chris Beacock and Stacey Keegan. HT welcomed Penny Venables and Martin Newsholme to the meeting, who have joined the Trust as Non-Executive Directors.	
1.2 – 1.7	MINUTES FROM THE PREVIOUS MEETING The minutes from the previous meetings were approved as a true and accurate record.	
1.8	MATTERS ARISING None recorded. ACTIONS FOLLOWING THE PREVIOUS MEETING All actions from the previous meeting were recorded as complete.	
1.9	DECLARATIONS OF INTEREST None recorded	

MINUTE No	TITLE	ACTION
2.0	WELCOME FROM THE CHAIRMAN	
	<p>HT welcomed the Committee members and highlighted the main focus of the Board is:</p> <ul style="list-style-type: none"> • Learning from the Ockendon report • Learning from incidents and listening to patients • Creating stability within the organisation • Infection, Prevention and Control • Reducing the number of 104 week waits <p>The Council of Governors <i>noted</i> the Update.</p>	
3.0	GOVERNOR UPDATE	
3.1 & 3.2	<p>Lead Governor Update and Governor Activity and Feedback</p> <p>WG gave a verbal update to the Committee. He noted the Council has had a period of instability including four new Governors joining the team. The Council members have been keeping in touch online with key issues such as upcoming elections. They are all welcoming a period of stability. A few concerns were highlighted such as System working and what impact it will have on the Governors and waiting list numbers.</p> <p>Looking to the future the Council are keen to see a substantive Chief Executive Officer and a new Chief People Officer in place.</p> <p>HT responded the CEO recruitment will be discussed at the Remuneration Committee in the next few weeks. He will feedback to WG with any updates. He added there is a Board Session planned for the 6th June at which Sir Neil McKay will be providing an ICS update; the Governors have been invited to attend this session. He urged the Council, via WG, to gather themes and questions and submit them to himself prior to the day.</p> <p>Action: WG to gather themes and questions for Sir Neil McKay and submit them to HT prior to the session on 6th June.</p> <p>The Council of Governors <i>noted</i> the Governor Update.</p>	
4.0	IPC UPDATE	
	<p>CM provided a comprehensive IPC update to the Committee.</p> <p>HT thanked CM and noted this is an area that needs to be rectified and should be receiving the highest possible attention from everyone in the organisation. He added the Patient Safety Walkabouts are an important role for the Governors to take part in.</p> <p>WG highlighted that the IPC issue has been discussed at an informal meeting with HT but he took further assurances from CM that the Trust is building on what HT has previously mentioned. He added he is pleased to see an action plan is in place to address the issues and thanked the Senior Leader team for their hard work.</p> <p>HT added he will keep the Governors updated as the situation develops.</p> <p>The Council of Governors <i>noted</i> the IPC Update.</p>	

MINUTE No	TITLE	ACTION
5.0	TRUST OVERVIEW	
	<p>CM provided a Trust Overview to the Committee; the slides can be made available to the Committee members if required.</p> <p>KB asked if patients possibly transferred to alternative Trusts will have their follow up appointments at RJAHH or the hospital providing their treatment. CM confirmed this will be varied and dependant on each patient and what is appropriate aftercare and rehabilitation for them.</p> <p>WG thanked CM and queried whether the 93 patients waiting 104 weeks are from England or both England and Wales. HT confirmed they are English patients.</p> <p>WG highlighted that the strengthening of the Freedom to Speak Up arrangements can only improve on the excellent work already being done. HT agreed and added that there will be a Freedom to Speak Up Non-Executive Director at Board level which will allow the guardians role to be closer to the shop floor. PK added the Trust is in conversation with the System which will help to strengthen the position.</p> <p>WG added that in the future the Governors would like to have more knowledge of the finances once they have liaised with their Non-Executive Director colleagues.</p> <p>KB highlighted that during the critical incident, staff were asked to work at other Trusts. The lack of notice caused upset and so she asked if, going forward, more notice for sharing staff could be given. HT clarified the System declared the critical incident and asked for support; SK had tried to resist sending staff due to negative impact it would have on RJAHH waiting times. CM added that the Trust asked for volunteers, no one was sent unwillingly, the staff that went would not have a detrimental effect on the day to day running of RJAHH and that due to the critical situation it was not possible to give more notice.</p> <p>The Council of Governors <i>noted</i> the Trust Overview.</p>	
5.0	COMMITTEE CHAIRS UPDATES	
5.1	<p>Audit and Risk Committee</p> <p>SN provided an update on the Audit and Risk Committee, he highlighted their focus is on:</p> <ul style="list-style-type: none"> • Annual Report • IPC • BDO Audit Plan for 21/22 • MIAA Audit Plan • Oversight of the Risk Register <p>DG added the Audit Plan targets the areas of concern for the organisation.</p> <p>The Council of Governors <i>noted</i> the Chair Report.</p>	
5.2	<p>Finance, Planning and Digital Committee</p> <p>SN provided an update on the Finance, Planning and Digital Committee, he highlighted their focus is on:</p> <ul style="list-style-type: none"> • The change of Non-Executive Directors and the need for an Associate Non-Executive Director with Digital experience • Maintaining a strong financial performance • A deep dive into savings and efficiencies • A deep dive into the 104 week waits • A forward look into restoration and recovery 	

MINUTE No	TITLE	ACTION
	<p>WG asked for full terminology to be used rather than acronyms, to help those Governors who are new to the NHS.</p> <p>The Council of Governors <i>noted</i> the Chair Report.</p>	
5.3	<p>Quality and Safety Committee</p> <p>PK provided an update on the Quality and Safety Committee; he highlighted the following:</p> <ul style="list-style-type: none"> • The IPC Quality and Assurance Committee had been formed • There is a focus on never events and serious incidents • The Committee reviews the Quality Accounts • There has been an exceptional piece of work on Harms reviews that has been submitted to HSJ for an award • The agility of the newly formed monthly IPC Committee to assure the regulators • The cross cover and inter-relationships between the various committees is very helpful <p>HT added that the Trust needs be a model of recovery that demonstrates the Trust is an exemplar in responding and putting in place governance arrangements that other Trusts would refer to.</p> <p>The Council of Governors <i>noted</i> the Chair Report.</p>	
5.4	<p>People Committee</p> <p>PK provided an update on the People Committee, he highlighted the following:</p> <ul style="list-style-type: none"> • The Committee meets monthly; the agenda grows with each meeting • During the May meeting a deep dive was held on HCA vacancy rates with an action plan now in place • IPC assurance was sought on capacity of staffing and training within the team • An internal EDI audit was held, this left limited assurance. An action plan is now in place • A monthly recruitment update with a detailed Gant plan to monitor progress, will come to the Committee • A focus on the staff survey, morale and ability to speak up specifically targeted • Governance work on the Volunteer policy to ensure safety of the volunteers <p>The Council of Governors <i>noted</i> the Chair Report.</p>	
6.0	GOVERNANCE	
6.1	<p>2022/23 Quality Priorities</p> <p>SR introduced the Quality Priorities which have been approved by the Quality and Safety Committee and are now presented for support and approval from the Council.</p> <p>KM asked the Non-Executive Directors if they were fully assured on the measurable targets. The Non-Executive Directors present confirmed they are fully assured. HT added each Sub-Committee would usually review them monthly and feedback to the Board if required. SR confirmed the Board does not have sight of the detail other than the metrics in the integrated performance report, as this is an annual report, but they link in with the corporate objectives. HT asked for the Board to have a half year report for assurance purposes.</p>	

MINUTE No	TITLE	ACTION
	<p>Action: SR to add a half yearly report on the Quality Priorities to the Board of Directors workplan</p> <p>SR added that the quality accounts are usually audited so measures must be auditable; this has been paused due to Covid and the reduced requirements. It is foreseeable that this requirement will come back so the Trust has to ensure the measures are still auditable.</p> <p>The Council of Governors <i>noted</i> the content of the report and <i>approved</i> the proposed quality priorities for 2022/23.</p>	
6.2	<p>Corporate Objectives</p> <p>SR presented the Corporate Objectives that were previously discussed at the March meeting in their draft form when feedback and comments were requested. She noted they had been approved by the Board at the May meeting and that any progress and updates will be fed back to the Board of Directors on a quarterly basis. She added the targets align with the National Workforce Plan.</p> <p>HT added there is a golden thread which is also reflected in the senior leaders and Non-Executive Directors targets.</p> <p>WG confirmed he and the Council have no issues, but it would be helpful for an accompanying narrative to aid benchmarking. DG added that the Board Sub Committees see the benchmarking and the Governors could also see that when they join to observe the meetings.</p> <p>The Council of Governors <i>noted</i> the Corporate Objectives.</p>	
6.3	<p>Patient Safety Walkabout Feedback</p> <p>SR presented the report to the Committee and noted that this is a new item on the agenda due to the Governors requesting feedback from the walkabouts to aid learning and also a recommendation from the Well Led review.</p> <p>HT asked for clarity that if any issues arise that needed addressing, they would be fed back to the relevant Sub Committees. SR confirmed this is the case but also the relevant senior leader would also be made aware of any issues rather than waiting for the meeting.</p> <p>KB added it is great to see what is happening on the ground and found the visits a useful tool. HT agreed and noted that the interim CEO had supported the visits being reinstated.</p> <p>The Council of Governors <i>noted</i> the feedback</p>	
6.4	<p>Membership Report</p> <p>SR provided an update on the membership for the Trust and noted there were no significant changes to highlight. The year-on-year increase stands at 1.2%. She noted the Governor surgeries had been reinstated on site but due to current restrictions it is still difficult to action any other events.</p> <p>The Council of Governors <i>noted</i> the Membership Report.</p>	
6.5	<p>Questions from the Governors</p> <p>The Council were aware that no questions had been asked prior to the meeting. No supplementary questions were asked during the meeting.</p> <p>The Council <i>noted</i> the Questions and Answers paper.</p>	
6.6	<p>Review of the Workplan</p> <p>SR presented the work plan for 2022/223 and HT noted that due to annual leave the date of the July meeting will be reviewed.</p>	

MINUTE No	TITLE	ACTION
	<p>Action: SR to review the date of the July meeting</p> <p>SR noted that as it is not a requirement of the auditors to audit the Quality Accounts, the Governors are not required to select an indicator.</p> <p>The Council of Governors <i>noted</i> the Work Plan Review.</p>	
7.0	ANY OTHER BUSINESS	
	<p>KB raised a question regarding the Trusts TRAC recruitment system; she asked if it is reviewed and if there are any other systems available. PK noted that there has been a request via the People Committee for a deep dive into this system and its shortfalls.</p> <p>KM asked if there anything the Governors should be doing that they aren't. HT noted that there must be a time of recovery, as the Council have not been together in person for a long while. He added he is keen to work with WG to implement the changes asked for by the Council such as observing Sub-Committees, representation at the Board meetings etc. HT asked WG to seek reflections from the Governors and feedback to himself, to help improve the journey on continuous improvement.</p> <p>Action: WG to collect reflections from the Governors and feedback to HT</p> <p>WG asked if the Sub-Committees will still be accessible remotely or if they will become face to face. HT responded that as restrictions allow, they will become face to face and noted that hopefully, as of July the meetings can be held on site once more. SN added she was happy to hear that the meetings will be face to face.</p> <p>WG thanked the Communications team, KM and AE for the regular Governor newsletter.</p> <p>SR highlighted that the Governor election process will begin on the 10th June.</p> <p>HT thanked the members of Council for their attendance and contribution and brought the meeting to a close.</p>	

NEXT COUNCIL OF GOVERNORS MEETING: TBC

COUNCIL OF GOVERNORS - SUMMARY OF KEY ACTIONS

New Actions	Lead Responsibility	Progress
3.1 and 3.2 Lead Governor Update and Governor Activity and Feedback WG to gather themes and questions for Sir Neil McKay and submit them to HT prior to the session on 6 th June	WG	Complete
6.1 2022/23 Quality Priorities SR to add a half yearly report on the Quality Priorities to the Board of Directors workplan	SR	Complete
6.6 Review of the Workplan SR to review the date of the July meeting	SR	Complete
7.0 Any Other Business WG to collect reflections from the Governors and feedback to HT	WG	Complete

0. Reference Information

Author:	William Greenwood, Public Governor, Powys/Lead Governor	Paper date:	19 July 2022
Senior Leader Sponsor:		Paper written on:	05 July 2022
Paper Reviewed by:	Shelley Ramtuhul, Trust Secretary / Director of Governance	Paper Type:	Governance
Forum submitted to:	Council of Governors	Paper FOIA Status:	Full

1. Purpose of Paper

1.1. Why is this paper going to **Council of Governors** and what input is required?

This paper presents an update of recent activity of the Council and is presented to the Council of Governors for noting.

2. Executive Summary

2.1. Context

The Council of Governors has statutory and general duties with regard to holding the Non-Executive Directors to account and further representing the interests of the Trust's members and the wider public.

2.2. Summary

This report sets out the activities which have been undertaken by the Council of Governors in recent months. It demonstrates how they meet their statutory and general duties.

2.3. Conclusion

The Council of Governors Committee is asked to note the recent activity of the Governors.

Lead Governor Update

3. The Main Report

3.1. Introduction

As Governors our work is all voluntary, but our common aim with the Trust Board is to ensure our staff provide the highest quality of care; delivered by an outstanding team who all live by our Trust values. Much of our effort is focused on challenging our executive and non-executive colleagues to ensure the Trust is recognised as a listening organisation; patient centred and delivering compassionate care. We aim to play our part in ensuring it is an outstanding place to work, where staff can flourish, deliver quality improvement and innovation each and every day. With the new NHS system which started on 1 July 2022 we want to work together even more with our partners to strengthen our community and, be a sustainable and well-led organisation that is fit for the future.

The Council of Governors has continued to meet virtually to discuss the progress of the Trust. We have welcomed four new Governor colleagues in recent months and said goodbye to other colleagues as their terms of office expire. Whilst we inevitably lose organisational memory we benefit from new skills, ideas and experience.

3.2. Recent Activity

As Governors we have

- Played a part in recent non-executive recruitment.
- Restarted the patient safety visits on a regular basis following the Covid restrictions on site access.
- Undertaken a number of Governors surgeries to aid our member recruitment.
- Joined a meeting with the Chair of the new Integrated Care System.
- Held meetings with our new Chair and our non-executive colleagues.

3.2.1. Looking Ahead

As always, we will focus on ensuring our voice is being heard and that this is reflected in the ongoing plans for the Trust. As the NHS moves into the recovery phase of the Covid response, Governors have started to focus on implementing our 'new normal' which saw us restoring some of our previous work and engagement events, albeit that we may still have to embrace new methods to do so. We have also received the document 'System working and collaboration: The role of foundation trust councils of governors' for review and consideration (May 2022).

With our new Chair, Harry Turner, we have enjoyed the opportunity to start to re-examine our relationship with the Board and to change the way we work so that we can better align our 'agenda' with the executive work plan.

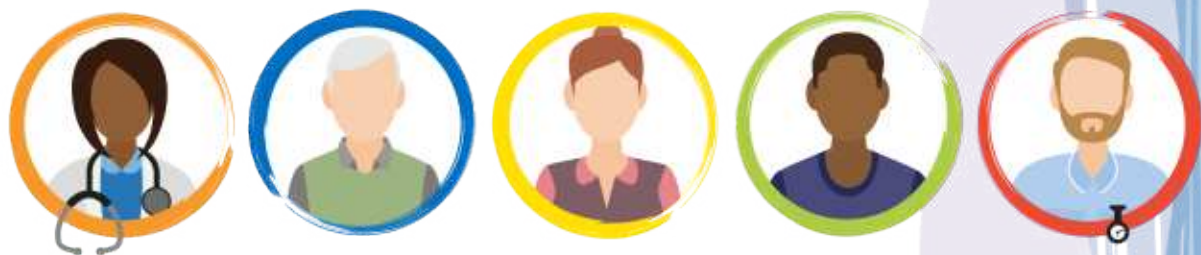
3.3. Conclusion

On behalf of the Governors, I would like to place on record our thanks to the Board and all the staff of the RJA for their hard work and assistance to us, and to mention in particular their extraordinary response to Covid. In addition, as Governors, we feel very privileged to represent the hospital. I would also thank everyone for their continuing support and the formal and informal feedback that we receive - this is invaluable to us in performing our role.

1. Introduction
2. Welcome from the
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5. Committee Chairs
6. Governance
7. Any Other Business

Overview of the Trust – June 2022

Stacey Keegan, Chief Executive



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IPC Improvement Plan Progress Update.

- Monthly report and Improvement plan reported monthly at Board
- Improvement actions prioritised and monitored weekly
- Escalation of overdue actions through IPCQAC and twice weekly meetings held by CEO
- Good progress being made – 32 actions closed
- Business cleanliness case being escalated through system with NHSE support
- NHSE formal 3 month review showed good progress and improvements moving RJAH from red to amber on the NHSE internal IPC matrix
- First undertakings meeting held with RJAH, NHSE and ICS with positive feedback on progress against the exit criteria.
- Regular staff engagement and communication on progress through managers briefings and IPC bulletins

Sl no	Strategic Level	Action/Improvement	Target completion date (1)	Responsible person (2)	Accountable (3)	Responsible (4)	Update Status
Objective 1: Evidence of Board assurance, senior leadership and delivery of actions Monthly Board report with progress against IPC Improvement Plan IPC QAC, monitor and action logs Board minutes Practical Safety walkabout - Quarterly paper to QAC Committee Increased attendance to House Code (HCP) analysis - 3x attendance							
1. Leadership and Culture							
17	1.1	Leadership development programme to be considered for the IPC Team	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
18	1.2	IPC function to be established	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
19	1.3	IPC strategy to be launched	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
20	1.4	Developing a plan to ensure that the IPC team is able to deliver its role	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
21	1.5	Developing a plan to ensure that the IPC team is able to deliver its role	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
22	1.6	Developing a plan to ensure that the IPC team is able to deliver its role	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
23	1.7	Developing a plan to ensure that the IPC team is able to deliver its role	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
24	1.8	Developing a plan to ensure that the IPC team is able to deliver its role	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
Objective 2: Trust staff have the necessary improvement skills IPC training monthly report (by improvement) IPC champion role job description on launch Review of staff of IPC champion actions (implemented actions)							
2. IPC Team and Capacity							
25	2.1	Review IPC team job plan and ensure it is up to date and appropriate	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
26	2.2	Review IPC team job plan and ensure it is up to date and appropriate	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
27	2.3	Review IPC team job plan and ensure it is up to date and appropriate	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
28	2.4	Review IPC team job plan and ensure it is up to date and appropriate	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
29	2.5	Review IPC team job plan and ensure it is up to date and appropriate	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
30	2.6	Review IPC team job plan and ensure it is up to date and appropriate	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
31	2.7	Review IPC team job plan and ensure it is up to date and appropriate	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
3. Training							
32	3.1	IPC training report to include details of all IPC training and development	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
33	3.2	IPC training report to include details of all IPC training and development	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
34	3.3	IPC training report to include details of all IPC training and development	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
35	3.4	IPC training report to include details of all IPC training and development	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
36	3.5	IPC training report to include details of all IPC training and development	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
37	3.6	IPC training report to include details of all IPC training and development	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
38	3.7	IPC training report to include details of all IPC training and development	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
Objective 3: Trust IPC action demonstrates improvement Head of Infection Control (HIC) report, monthly IPC report, monthly IPC report, IPC (IPC dashboard) Trust general IPC inspection audit (quarterly IPC report, monthly IPC report, IPC (IPC dashboard)) NHSE Letters following internal audit NHSE Letters following 1 and 5 month reviews							
4. Cleanliness							
39	4.1	Case of food or drink management and disposal to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
40	4.2	Case of food or drink management and disposal to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
41	4.3	Case of food or drink management and disposal to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
42	4.4	Case of food or drink management and disposal to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
43	4.5	Case of food or drink management and disposal to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
44	4.6	Case of food or drink management and disposal to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
45	4.7	Case of food or drink management and disposal to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
46	4.8	Case of food or drink management and disposal to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
47	4.9	Case of food or drink management and disposal to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
48	4.10	Case of food or drink management and disposal to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
49	4.11	Case of food or drink management and disposal to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
50	4.12	Case of food or drink management and disposal to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
5. Structure							
51	5.1	Trust governance and risk management to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
52	5.2	Trust governance and risk management to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
53	5.3	Trust governance and risk management to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
54	5.4	Trust governance and risk management to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track
55	5.5	Trust governance and risk management to be up to date	26/06/2022	Chief Nurse	Chief Nurse	Chief Nurse	On track

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Key achievements to date.



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1. Introduction	2. Welcome from the	3. Governor Update	4. Trust Overview	5. Committee Chairs	6. Governance	7. Any Other Business
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June 2022 Operational plan submission



Plan re-submission 20th June 2022:

- **Elective spells** - Plan to deliver 102% recovery in 2022/23
- **Outpatients** – Plan to deliver 96% recovery in 2022/23
- **104 week waits** – reduction trajectory to achieve no English patients over 104 weeks by March 2023
- **78 week waits** –trajectory to reduce to 247 English patients by March 2023
- **Finances** – Deficit of £0.8m as part of a system wide deficit of £19m against a break-even target

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1. Introduction
2. Welcome from the
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June 2022 Performance Update



- **Elective spells: Planned for 96% restoration of 19/20 baseline**
 - June elective activity 890, which was 18 above plan
- **Outpatients: Plan for 88% restoration of 19/20 baseline**
 - June outpatients activity 12,197, which was 464 below plan
- **104 weeks: Planned for 93 English and 86 Welsh (remain at the end of month)**
 - June English: 82 patients, which was 11 ahead of trajectory
 - June Welsh: 81 patients, which was 5 ahead of trajectory
- **78 weeks: Planned for 580 English and 343 Welsh**
 - June English: 624 patients, which was 44 behind trajectory
 - June Welsh: 342 patients, which was 1 ahead of trajectory
- **Finances**
 - Performance to end of June is £190k adverse to plan for RJAH driven by shortfall of private patients

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Caring for Staff



- Welcome to Mike Carr, Chief Operating Officer
- Senior level organisational structure under review for implementation in August 2022.
- Key areas identified following the annual staff survey with a focus on Speaking Up, Civility, Well-being and Leadership.
 - Strengthened Freedom to Speak Up arrangements with recruitment of champions as well as tailored Trust wide training
 - A leadership and Organisational Development offer being scoped.
- Established system staff support and well-being offer,
 - Health and Well-being conversations
 - Resilience, burnout and stress
 - Sleep school
 - Trauma Risk Management (TRiM) service
 - Men's Health

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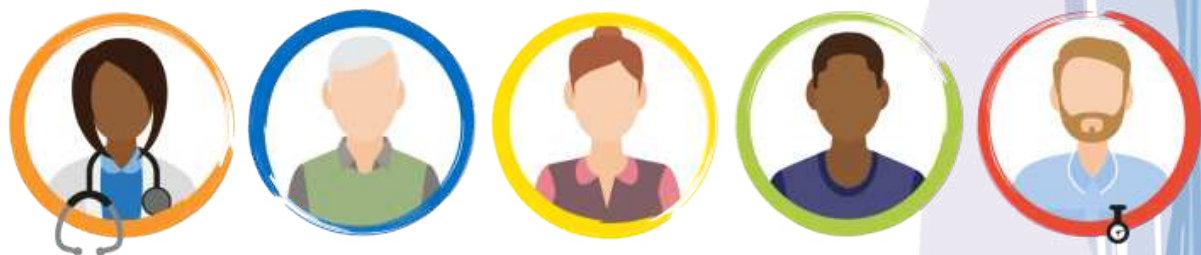
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The Robert Jones and Agnes Hunt
Orthopaedic Hospital
NHS Foundation Trust

Council of Governors Self Assessment

Shelley Ramtuhul, Trust Secretary/Director of Governance



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The Survey

- Survey has been shared with all Governors – 60% response rate which is a very slight reduction compared to 62% in 2019/20
- Same questions have been in use since 2013 to allow tracking of progress
- Scores are presented as decimalised percentages

Four key areas reviewed:

- The Statutory Role
- The Meetings
- Membership
- Governor Involvement

Statutory Role

	Strongly Agree		Agree		Disagree		Strongly Disagree		Unable to answer	
	19-20	21-22	19-20	21-22	19-20	21-22	19-20	21-22	N/A	21-22
I understand what my statutory duties are	0.6	0.3	0.4	0.7	0	0	0	0		0
The COG is able to fulfil its duty of holding the NEDs to account for the performance of the Trust Board	0.4	0.2	0.6	0.5	0	0.2	0	0		0.1
I am clear about the difference between the role and responsibilities of the Council of Governors and the Board of Directors	0.9	0.6	0.1	0.3	0	0.1	0	0		0
The COG has been sufficiently engaged in the Trust's forward planning processes and that their views have been taken into account	0.2	0.1	0.7	0.7	0.1	0.1	0	0		0.1
I understand the key risks which the Trust faces in delivering its objectives	0.1	0.3	0.9	0.6	0	0	0	0.1		0
The COG has fulfilled its statutory duties in reference to NED/Chair appointments	0.6	0.6	0.4	0.4	0	0	0	0		0
I have been provided with training that has helped me in my role	0.4	0.3	0.6	0.7	0	0	0	0		0
The COG members receive sufficient information about the Trust performance	0.4	0.2	0.4	0.7	0	0.1	0	0		0

Statutory Role - action



Actions taken during 2021/22

- Governors continued to attend and observe Board
- Governors and the Board held a joint annual meeting to discuss the long term plan, corporate objectives and forward look of the Trust for 2022/23
- Invited to attend a briefing session with Sir Neil McKay regarding the STW ICS
- Attended training with NHS Providers
- Trust Communications shared with the Governors twice weekly

Further suggested action for 2022/23

- Look at alternative training options to continue Council of Governor development
- Support the understanding of what is the role of the Governor within the ICS

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Council of Governors Meetings



	Strongly Agree		Agree		Disagree		Strongly Disagree		Unable to answer	
	19-20	21-22	19-20	21-22	19-20	21-22	19-20	21-22	N/A	21-22
I have received sufficient training to fulfil my role	0.6	0.4	0.4	0.6	0	0	0	0		0
I consider the Council of Governors meetings to be effective and that the meeting outcomes are valued and followed up by the Trust	0.5	0.2	0.4	0.5	0.1	0.2	0	0.1		0
Council meeting agendas are relevant and timely and adequate time is given for the discussion of each item	0.3	0.2	0.6	0.6	0.1	0.2	0	0		0
As a Council Member I feel respected and valued for the contributions I make	0.4	0.1	0.6	0.7	0	0.2	0	0		0
Council of Governors meetings are chaired effectively	0.7	0.3	0.2	0.7	0.1	0	0	0		0
I get the opportunity to speak if desired and am made to feel comfortable doing so	0.7	0.6	0.3	0.3	0	0.1	0	0		0
Executive Directors are available at COG meetings to answer questions raised by governors	0.3	0.4	0.7	0.4	0	0.2	0	0		0

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Council of Governors Meeting - actions

Actions taken during 2021/22

- Continuation of the questions and answers paper to facilitate answers from the Executive Team
- Informal catch up meetings with the Chairman

Further suggested action for 2022/23

- Senior Independent Director and Trust Secretary to explore further opportunities for improvement

Membership Matters



	Strongly Agree		Agree		Disagree		Strongly Disagree		Unable to answer	
	18-19	21-22	18-19	21-22	18-19	21-22	18-19	21-22	N/A	21-22
There is an effective membership strategy in place	0.2	0	0.8	0.8	0	0.1	0	0.1		0
I am satisfied that the profile of the governors within the Trust and externally is sufficient for others to understand their role and function.	0.2	0.1	0.6	0.7	0.2	0.1	0	0.1		0
I have sufficient communication/ contact with FT members in my role as a governor	0.1	0.1	0.8	0.7	0.1	0.2	0	0		0

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Membership Matters – actions

Actions taken during 2021/22

- Membership strategy reviewed
- Improved Governor information in the hospital and availability of membership forms
- Governor posters continue to be updated and shared

Further suggested action for 2022/23

- Review of the membership information on the Trust website
- Share information via social media channels with support from the Communications team
- Review the Membership Strategy

Involvement of the Governors



Where the Governors have been involved

- Involvement in Non Executive Director interviews
- Patient Safety Walkabouts
- Council of Governors Surgery
- Promotion of Trust membership
- Effective challenge of the Non Executive Directors

Where the Governors would like to be more involved

- The opportunity to be involved informally – to increase natural interaction and interpersonal interaction
- Buddy with Non Executive Directors

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Impact of the Governors

Where the Governors have had an impact

- Overall feedback indicated that the Council of Governors feel able to challenge the NEDs
- The Governors have raised challenge on behalf of patients
- Supporting with communication
- Being accessible to all

Council of Governors Annual Report

0. Reference Information

Author:	Mary Bardsley, Assistant Trust Secretary	Paper date:	19 July 2022
Senior Leader Sponsor:	Stacey Keegan, Chief Executive Officer	Paper written on:	05 July 2022
Paper Reviewed by:	Shelley Ramtuhul, Trust Secretary / Director of Governance	Paper Type:	Governance
Forum submitted to:	Council of Governors	Paper FOIA Status:	Full

1. Purpose of Paper

1.1. Why is this paper going to **Council of Governors** and what input is required?

This paper presents the annual activity of the Council and is presented to the Council of Governors for noting.

2. Executive Summary

2.1. Context

The Council of Governors has statutory and general duties with regard to holding the Non-Executive Directors to account and further representing the interests of the Trust's members and the wider public.

2.2. Summary

This report sets out the activities which have been undertaken by the Council of Governors over the past year. It demonstrates how they have met their statutory and general duties throughout the year.

2.3. Conclusion

The Council of Governors have met their statutory and general duty requirements for 2021/22 and are asked to note the paper presented.

Council of Governors Annual Report

3. The Main Report

3.1. Introduction

This Annual Report describes the main activities undertaken by the Council of Governors over the past year on the behalf of their members who elected them or the partner organisations who appointed them. It demonstrates how the Governors have fulfilled their general and statutory duties.

3.2. Duties of the Council of Governors

The general duties of the Council of Governors are:

- To hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
- To represent the interests of the members of the Trust as a whole and the interests of the public (Health & Social Care Act 2012)

The Council of Governors is responsible for representing the views of Foundation Trust members and partner organisations in the governance of the Trust. They have no role in the day to day management of the Trust, but advise on strategic issues.

The Council of Governors also have a number of statutory duties, including the appointment of Non-Executive Directors, approval of the Trust's Constitution (jointly with the Board of Directors) and the approval of large "significant transactions".

The Governors do not receive any payment for the time that they spend supporting the Trust or attending the Council of Governors. They are able to have their travel costs reimbursed.

3.2.1. Elections and Appointments

The Council approved an extension of the tenure of the previous Lead Governor; Jan Greasley in order to maintain stability of the leadership of the Council of Governors. William Greenwood was appointed Jan's successor in July 2021.

The following Governors were elected throughout 2021/22:

- Colette Gribble
- Phil White
- Tony Wright
- Simon Jones

The following Governors were re-elected throughout 2021/22:

- Allen Edwards
- Katrina Morphet

Council of Governors Annual Report

3.2.2. Meetings

The meetings of the Council of Governors are open to the public. There were four formal meetings of the Council of Governors in 2021/22 and four Extraordinary Meetings. The attendance at these meetings was as follows:

Council of Governors Meetings 2021/22		
Member attendance	Formal	Extraordinary
Frank Collins - Chairman	4	2
Karina Wright, Stakeholder Governor Keele University	1	1
Kate Chaffey, Staff Governor	0	0
Jan Greasley, Lead Governor/Public Governor North Wales	3	1
Russell Luckock, Public Governor West Midlands	2	0
Sue Nassar, Public Governor Shropshire	0	0
Peter David, Stakeholder Governor League of Friends	1	2
Victoria Sugden, Public Governor Shropshire	4	3
Allen Edwards, Staff Governor	0	3
Colin Chapman, Public Governor Shropshire	4	1
Katrina Morphet, Public Governor Cheshire & Merseyside	2	2
Martin Coggon, Public Governor North Wales	0	0
William Greenwood, Public Governor Powys & Lead Governor	3	2
Kate Betts, Staff Governor	2	3
Tony Wright, Public Governor West Midlands	1	3
Phil White, Public Governor Rest of England and Wales	1	1
Simon Jones, Shropshire Council	2	3
Board of Directors attendance	Formal	Extraordinary
Mark Brandreth, Chief Executive	2	
Craig Macbeth, Chief Finance Officer	1	
Stacey-Lea Keegan, Interim Chief Executive/Chief nurse	3	
Kerry Robinson, Chief Performance, Improvement Officer	3	
Rachel Hopwood, Non Executive Director	1	
David Gilburt, Non Executive Director	1	
Ruth Longfellow, Chief Medical Officer	1	
Chris Beacock, Non Executive Director	2	1
Alison Tumilty, Non Executive Director	1	
Sarfraz Nawaz, Non Executive Director	1	
Harry Turner, Non Executive Director/Chairman	2	1
Paul Kingston, Non Executive Director	3	
Hilary Pepler, Board Advisor	3	

The areas covered in those meetings include:

Council of Governors Annual Report

Statutory duties

In 2021 the Council approved the recommendation to a 12 month extension to the tenure of the existing Chair. This was to enable stability of the Trust's leadership and effective and robust recruitment of a replacement once the national crisis in relation to the Covid-19 pandemic eased. Harry Turner, previous Non-Executive director for the Trust was appointed Chairman as of 1 February 2022.

General Duties

The Council held the NEDs to account for the performance of the Board and represented the views of their membership by:

- Receiving an update from the Chairman at every meeting
- Receiving regular reports on the Trust's performance from the Chief Executive
- Observing Non Executive interaction and challenge at the Board of Directors
- Observing presentations at the Board of Directors from the Non-Executive Director Chairs of the Finance Planning and Digital Committee, Quality & Safety Committees, Risk Management Committee and Audit Committee.
- Receiving regular reports on the Trust's membership

The Governors are also able to appraise the performance of the Trust Board by; the receipt of monthly performance data, receipt of Board minutes and papers. The Governors are in regular attendance as observers at the Trust Board.

Due to the pandemic there was no requirement for the Trust's auditors to report on the Quality Account and this was the first year that the Governors had not received such a report. This has remained the case for 2021/22.

In March 2022 the Council of Governor and the Board of Directors held an annual meeting where the following was presented:

- Operational Plan 2022/23
- Corporate Objectives and Long-term Strategy
- System Update

Governance

The Council:

- Agreed a work plan prior to the start of the years and reviewed it at every meeting
- Made recommendations to the Non-Executive Director Remuneration Committee

3.2.3. Membership

The Council of Governors also have an important role to play in the recruitment of and the engagement with Foundation Trust members.

The Council reviewed it's Membership Strategy in 2020 and agreed to move from the 5% increase target to a more realistic year on year increase. This was in recognition of the fact that membership was at the required level and therefore had moved into a maintenance phase. It was agreed that a year-on-year increase target would ensure membership levels remained appropriate for the population covered by the Trust. The Council is reviewing the strategy again in 2022.

Council of Governors Annual Report

3.2.4. Other Duties

The Governors also sit on the patient's panel and would ordinarily attend patient safety walkabouts these were paused due to the pandemic and the need to minimise visitors to the site. However, virtual visits were instated to replace these in the interim. The Trust reinstated patient safety walkabouts in April 2022 and therefore further information will be shared within the next report.

3.3. Conclusion

Having considered the activities undertaken by the Council of Governors during 2021/22 it can be seen that they fulfilled their duties as set out in the Health and Social care Act and the Trust's constitution.

Board Governance Framework

0. Reference Information

Author:	Mary Bardsley, Assistant Trust Secretary	Paper date:	19 July 2022
Senior Leader Sponsor:	Stacey Keegan, Chief Executive Officer	Paper written on:	8 June 2022
Paper Reviewed by:	Board of Directors	Paper Type:	Governance
Forum submitted to:	Council of Governors	Paper FOIA Status:	Full

1. Purpose of Paper

1.1. Why is this paper going to Council of Governors and what input is required?

This paper presents the Board Governance Framework for the Governors for information.

2. Executive Summary

2.1. Context

Governance in the NHS can be defined as the systems and processes by which board-led health bodies including NHS FTs lead, direct and control their functions, in order to achieve organisational objectives, meet the necessary standards of accountability and probity, and by which they relate to their partners and the wider community.

A governance framework is an important tool for effective board oversight which supports authority and accountability while enabling effective decision-making in an organisation.

2.2. Summary

- The framework has been reviewed
- All appendices have been approved by the relevant committee meeting
- The framework was presented to the Strategy Board Session in June for formal approval
- The public Board meeting received the framework to note in July following the suggested amendments which were incorporated into the framework.

2.3. Conclusion

The Board Governance Framework is shared with the Council of Governors for information only.

BOARD GOVERNANCE FOR THE ROBERT JONES AND AGNES HUNT ORTHOPAEDIC HOSPITAL NHS FOUNDATION TRUST

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1. THE BOARD OF DIRECTORS

1.1 The Collective Role of the Board

The collective role of the Board of Directors is to:

- Act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public (Health and Social Care Act 2012)
- Formulate Strategy
- Ensure accountability by holding the organisation to account for the delivery of the strategy and through seeking assurance that systems of control are robust
- Provide active leadership of the Trust within a framework of prudent and effective controls which enables risk to be assessed and managed
- Ensure compliance by the Trust with its terms of authorisation, its Constitution, mandatory guidance issued by NHSI, relevant statutory requirements and contractual obligations
- Set the Trust's strategic aims, taking into consideration the views of the Council of Governors and ensuring that the necessary financial and people services are in place for the Trust to meet its objectives, and to review management performance
- Ensure the quality and safety of healthcare services, education, training and research delivered by the Trust and apply the principles and standards of clinical governance set out by the Department of Health, the Care Quality Commission and other relevant NHS bodies
- Set the Trust's values and standards of conduct and ensure that its obligations to its members, patients and other stakeholders are understood and met
- Ensure that the Trust exercises its functions effectively, efficiently, and economically

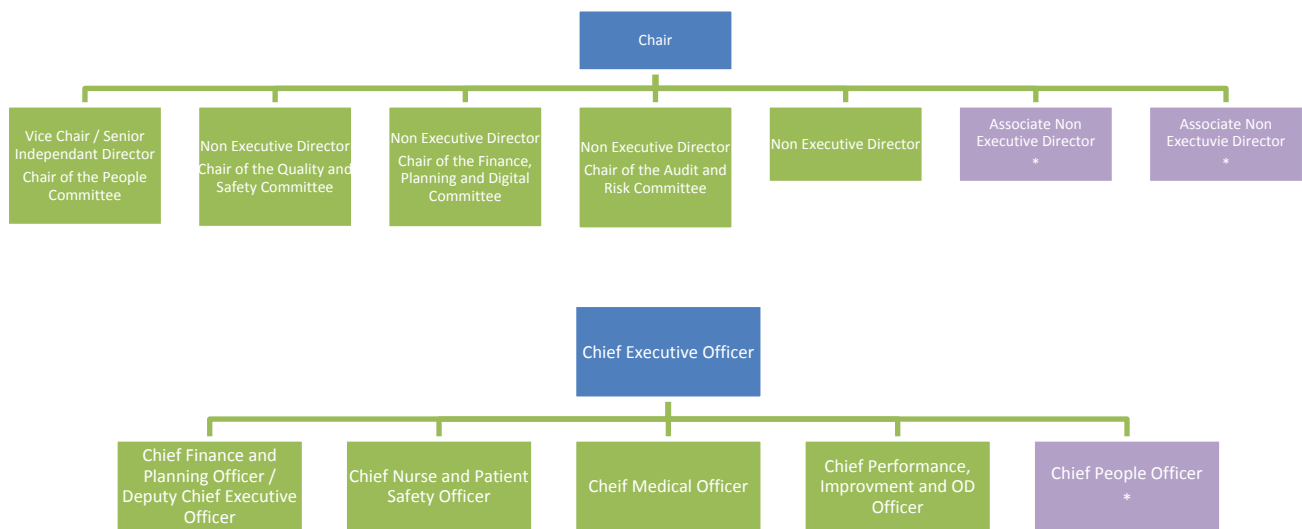
1.2 The Composition of the Board

The Board of Directors comprises:

- A Non-Executive Chair
- No fewer than four and no more than six other Non-Executive Directors
- One of the Non-Executive Directors will act as the Deputy Chair and Senior Independent Director
- No fewer than four and no more than six Executive Directors, including a Chief Executive, a Finance Director, a Registered Medical Practitioner or Registered Dentist and a Registered Nurse or Registered Midwife

At any time, at least half the voting members of the Board (excluding the Chairman) will be made up of Non-Executive Directors.

RJAH Trust Board is constituted as follows:



** Purple non-voting members of the Board*

The Trust has a Foundation Trust Secretary to support the work of the Board. This role will also support the Council of Governors.

1.3 The Operation of the Board

The Board of Directors operates as a unitary body which is collectively responsible for the performance of the Trust and the exercise of its statutory powers. Accordingly, all Directors, whether Executive or Non-Executive:

- Have joint responsibility for every decision of the Board and are required to take decisions objectively in the interests of the Trust
- Are responsible for leading and directing the Trust's activities and for helping to develop proposals on strategy
- Are responsible for monitoring the conduct and performance of management and for constructively challenging the decisions of the Board

1.4 Framework for the Performance Evaluation of the Board, its Committees and Directors including the Chairman

This framework sets out how the performance of the Board of Directors, its Committees, and its Directors, including the Chairman is regularly reviewed.

The collective performance of the board is reviewed on an annual basis and will be independently assessed every 3 years against the board leadership and governance framework set out by NHSi.

The Senior Independent Director leads the annual assessment of the performance of the Chairman in accordance with the process agreed with the Council of Governors (appendix A.1).

The performance of the Non-Executive Directors is assessed annually by the Chairman and includes 360° feedback from all members of the board of Directors (appendix A.2).

The performance of the Chief Executive is assessed annually by the Chairman and agreed with the Remuneration Committee based on agreed criteria (appendix A.3)

The performance of Executive and Directors is assessed annually by the Chief Executive and agreed with the Remuneration Committee based on agreed criteria (appendix.A.3)

1.5 Appointments to the Board

The appointment of the Chief Executive is the responsibility of the Remuneration and Nomination committee made up of the Chairman and Non-Executive Directors. This appointment is subject to approval by the Council of Governors.

Executive Director Appointments (excluding the Chief Executive) to the Board are the responsibility of the Committee made up of the Chairman, Chief Executive and Non-Executive Directors. The Remuneration and Nomination.

Non-Executive Directors are appointed by a Committee of the Council of Governors

The Terms of Reference of these committees are included in the Appendices.

1.6 Standards for NHS Board members

The Board is responsible for ensuring that all of its members meet the “fit and proper person test” as required by the Health and Social Care Act.

The Board has adopted the “Standards for members of NHS Boards and Clinical Commissioning Group governing bodies in England”, which has been developed by the Professional Standards Authority (and was reissued in November 2013).

All members of the Board are expected to adhere to these standards.
(The Standards are attached at Appendix B).

In addition to this all managers in the Trust are required to comply with the “Code of Conduct for NHS Mangers” which can be found via [Code of Conduct for NHS Managers](#). Further, all managers are required to comply with the Trusts Standards of Business Conduct Policy (Extract attached at Appendix C)

2. INDIVIDUAL ROLES WITHIN THE BOARD OF DIRECTORS

Non-Executive Roles

2.1 All Non-Executive Directors

The Board of Directors is a unitary body which is collectively responsible for the performance of the Trust and the exercise of its statutory powers.

Within the unitary Board, all Directors, whether Executive or Non-Executive, have joint responsibility for every decision of the Board and are required to take decisions objectively in the interests of the Trust. Non-Executive as well as Executive Directors are responsible for leading and directing the Trust's activities and for helping to develop proposals on strategy. Conversely, Executive as well as Non-Executive Directors are responsible for monitoring the conduct and performance of management and for constructively challenging the decisions of the Board.

As part of their role as members of the unitary Board, Non-Executive Directors have a particular duty to ensure that the decisions of the Board are subject to constructive challenge and to scrutinise management performance in meeting agreed goals and objectives.

In addition, Non-Executive Directors who are determined by the Board to be independent in character and judgement and free from any business or other relationship which could materially interfere with the exercise of their judgement will be responsible, as the members of key committees of the Board, for:

- Monitoring the integrity of financial, clinical and other information
- Ensuring that financial and clinical quality controls and systems of risk management are robust
- Determining appropriate levels of remuneration of executive directors
- Playing a supporting role in appointing and, where necessary, removing Executive Directors, and in succession planning

2.2 Trust Chairman

The Trust Chairman provides leadership for the Board of Directors and the Council of Governors and ensures their effectiveness in all aspects of their role and agenda. Key responsibilities include:

- Ensuring the provision of accurate, timely and clear information to Directors and Governors
- Facilitating the effective contribution of Non-Executive Directors, Executive Directors and Governors and ensuring constructive relations between them
- Ensuring that the Board establishes clear objectives for the delivery of agreed plans and meeting the Trust's terms of authorisation and regularly reviews performance against these objectives

A statement on the division of responsibilities between the Trust Chairman and the Chief Executive, as agreed by the Board of Directors, is attached as Appendix D to this document.

2.3 Deputy Chairman

The Deputy Chairman is appointed from amongst the Trust's Non-Executive Directors by the Council of Governors. Where the Trust Chairman has died or has ceased to hold office, or where he or she is unable to perform his or her duties as Chairman owing to illness, conflict of interest or any other cause, the Deputy Chairman will:

- Preside at meetings of the Board of Directors and the Council of Governors

- Exercise all the authorities vested in the Trust Chairman by the Standing Orders of those bodies, including the right to a casting vote where necessary.

2.4 Senior Independent Director

The Senior Independent Director is to be appointed from amongst the Trust's independent Non-Executive Directors by the Board of Directors, in consultation with the Council of Governors. In addition to his or her responsibilities as a Non-Executive Director, the Senior Independent Director will:

- Lead the Non-Executive Directors in the evaluation of the Trust Chairman's performance as part of a process agreed with the Council of Governors
- Convene a meeting of the Non-Executive Directors, without the Trust Chairman, at least annually and on such other occasions as are deemed appropriate
- Be available to Members and Governors if they have concerns which contact through the normal channels of Trust Chairman, Chief Executive or Deputy Chief Executive/Chief Finance Officer has failed to resolve or for which such contact is inappropriate
- Maintain sufficient contact with, and attend sufficient meetings of, the Governors to listen to their views in order to help develop a balanced understanding of their issues and concerns.

Executive Roles

2.5 Chief Executive and Accounting Officer

The Chief Executive will manage the Trust in accordance with the values, objectives, policies, and specific decisions of the Board of Directors and ensure that all activities are directed towards their achievement. Key responsibilities include:

- Evaluating present and future opportunities, threats and risks in the external environment and current and future strengths, weaknesses, and risks to the Trust
- Producing the annual business plan and ensuring that it is geared to achieving the Trust's vision and strategy
- Managing Executive Directors and Senior Managers and developing effective working relationships and communications with other staff
- Ensuring that the Board of Directors is given the advice and information it needs to perform its duties and that the business of the Board is properly conducted
- Establishing systems of control and limits of delegation and providing the Board of Directors with regular assurance on their effectiveness
- Establishing strong systems for performance management, focused on continuous improvement in the delivery of services, and maintaining close relationships with relevant regulatory bodies
- Promoting effective joint working with external stakeholders and other key partners
- Strategic leadership for the Trust's Digital infrastructure and services
- Ensuring the Trust has a robust Digital strategy in place to support the objectives of the organisation.

In his or her capacity as the Accounting Officer, the Chief Executive has personal responsibility for:

- The overall organisation, management, and staff of the Trust and for its procedures in financial and other matters ensuring there is a high standard of financial management in the Trust as a whole,
- The Trust delivers efficient and economical conduct of its business and safeguards financial propriety and regularity throughout the organisation
- Financial considerations are fully taken into account in decisions by the Trust
- The propriety and regularity of public finances for which he or she is answerable, the keeping of proper accounts, prudent and economical administration in line with the principles set out in Managing public money, the avoidance of waste and extravagance and the efficient and effective use of the Trust's resources in their charge
- Ensuring that appropriate advice is tendered to the Board of Directors and the Council of Governors on all matters of financial propriety and regularity, prudent and economical administration, efficiency and effectiveness
- If necessary, informing NHSi of any proposed course of action which might infringe the requirements of financial propriety and regularity, prudent and economical administration, efficiency and effectiveness
- Appearing before the Public Accounts Committee as required to give evidence on any report by the Comptroller & Auditor General on the economy, efficiency and effectiveness with which the Trust has used its resources

A statement on the division of responsibilities between the Trust Chairman and the Chief Executive, as agreed by the Board of Directors, is attached as Appendix A to this document.

2.6 Chief Finance and Planning Officer/Deputy Chief Executive

The Chief Finance and Planning Officer is accountable to the Chief Executive, the Board of Directors and the Council of Governors on all aspects of financial strategy, financial management and estates. Key responsibilities include:

- Providing strategic leadership for finance across the organisation and helping to strengthen its contribution to the Trust's activities
- Providing comprehensive financial services to the Trust including the production of budget proposals, the development of effective budgetary control systems, the provision of accurate and timely information and advice and the compilation of monthly management returns and year-end accounts for statutory and regulatory purposes
- Managing financial agreements between the Trust and its stakeholders effectively in order to ensure appropriate recovery of costs
- Overseeing all financial systems and internal controls, including the development and modification of accounting systems when required
- Managing relationships with the Trust's internal and external auditors
- Providing strategic leadership for the development of the Trust's Estate, ensuring its contribution to the Trust's activities.
- Ensure that there are robust systems in place to provide the Board with high quality data to support performance management and decision making

- Overseeing the Trust's operational and financial planning
- Overseeing the Trust's Estates and Facilities along with the implementation of the Estates Strategy
- Deputising for the Chief Executive in his / her absence
- Board responsibility for Health and Safety

2.7 Chief Medical Officer

The Chief Medical Officer is accountable to the Chief Executive, the Board of Directors and the Council of Governors on medical and clinical matters, including compliance with national policy, and will provide professional leadership to all medical staff within the Trust. Key responsibilities, carried out in collaboration with other executive directors, include:

- Developing a culture within the Trust which promotes clinical governance and ensures its effectiveness
- In collaboration with the Chief Nurse and Patient Safety Officer, ensure that the quality of patient care is integral to all the Trust's activities
- Planning and implementing the clinical services strategy for the Trust
- Leading the Trust's relationships with bodies representing general practitioners and with the medical schools associated with the Trust
- Leading on medical workforce planning and developing plans for the Trust and the wider health economy
- Taking the lead on research on behalf of the Trust and developing relationships with universities and the wider research community

2.8 Chief Nurse and Patient Safety Officer

The Chief Nurse and Patient Safety Officer is accountable to the Chief Executive, the Board of Directors and the Council of Governors on nursing matters, including compliance with national policy, and will provide professional leadership to all nursing staff and Allied Health Professionals within the Trust. Key responsibilities include:

- Developing and implementing nursing policies that achieve the Trust's strategic direction
- Fostering a culture that values continuing professional development and strives for excellence in the delivery of patient care
- In collaboration with the Chief Medical Officer, developing the clinical governance culture of the Trust and monitoring its effectiveness
- In collaboration with the Chief Medical Officer, ensure that the quality of patient care is integral to all the Trust's activities
- Board oversight of patient and public involvement in the Trust and managing the Patient Advice and Liaison Service (PALS) and complaints service
- Caldicott Guardian
- Director of Infection Prevention and Control (DIPC)

- Risk Management and Governance
- Safeguarding Executive Lead

2.9 Chief Operating Officer (from July 2022)

The Chief Operating Officer is accountable to the Chief Executive, the Board of Directors and the Council of Governors regarding the delivery of operational performance within the Trust. Key responsibilities include:

- Ensuring the delivery of operational activity in accordance with agreements between the Trust and its stakeholders and national targets
- Provide executive leadership to the units for service delivery.
- Board level accountability for the delivery for operational performance standards and targets and achievement against local and national standards.
- Corporate responsibility as a member of the Trust Board for overall formulation of policy and strategic direction of the Trust.
- Board level accountability for the delivery and management of partnerships and service/business development.
- Developing and implementing operational policies to achieve the Trust's strategic direction.
- Fostering a culture that values continuing professional development and strives for excellence in service delivery and patient experience.
- Meet agreed targets and objectives, and deliver within defined costs, timescales and resources.
- EPRR Executive Lead

2.10 Chief People Officer

The Chief People Officer is accountable to the Chief Executive, the Board of Directors and the Council of Governors on human resource matters. Key responsibilities include:

- Ensuring effective matching of workforce to activity
- Facilitating continuous professional development and learning
- Developing the leadership capacity and capability

2.11 Chief Performance, Improvement and Organisational Development Officer (until June 2022)

The Director of Improvement, Organisational Development and Performance is accountable to the Chief Executive, the Board of Directors and the Council of Governors on organisational development matters and also the ongoing management of performance and the Trust's improvement agenda. Key responsibilities include:

- Ensuring the Trust has adequate oversight of its performance
- Strategic leadership for the Trust's service improvement framework and agenda
- Ensuring the development and implementation of the Organisational Development Strategy
- Design and ensure the effective operation of the Trust's process of continuous improvement

- Including the portfolio of the Chief Operating Officer

Board and Council Support

2.12 Foundation Trust Secretary/Director of Governance

All Directors and Governors have access to the advice and services of the Trust Secretary/Director of Governance, who has the following primary responsibilities:

- Ensuring good information flows within the Board of Directors, the Council of Governors and their Committees and between Senior Management, Non-Executive Directors and Governors
- Ensuring that the procedures and Standing Orders of the Board of Directors and the Council of Governors are complied with
- Advising the Board of Directors and the Council of Governors (through the Chairman) on all governance matters
- Supporting the induction of new Directors and Governors and assisting with their professional development
- Leading patient and public involvement in the Trust and managing the Patient Advice and Liaison Service (PALS) and complaints service

Note: The Director of Digital is the Trust Senior Information Risk Owner (SIRO) ensuring that risks to data security are recognised and managed

3. RESERVATION AND DELEGATION OF RESPONSIBILITIES

3.1 Matters Reserved to the Board

As recommended by the NHS Foundation Trust Code of Governance, the Board of Directors has expressly reserved certain key matters for its collective consideration and decision. The schedule of matters reserved to the Board of Directors is set out in Appendix E to this document.

3.2 Delegation to Officers

Matters which the Board of Directors considers suitable for delegation to individual directors and officers of the Trust are contained in the Scheme of Delegation and Standing Financial Instructions (SFIs), which are regularly reviewed and revised by the Board and the Audit and Risk Committee.

3.3 Delegation to Committees of the Board

The Board of Directors has established the following Committees, all of which are chaired by Non-Executive Directors, to exercise delegated responsibilities on behalf of the Board:

- Audit and Risk Committee
- Quality and Safety Committee
- IPC Quality Assurance Committee (until further notice)
- Finance, Planning and Digital Committee
- People Committee
- Nomination and Remuneration Committee
- Executive Directors Appointments Committee

The membership and key responsibilities of these Committees of the Board are summarised in Appendix F to this document.

4. THE COUNCIL OF GOVERNORS

4.1 The Role of the Council of Governors

The general duties of the Council of Governors are:

- To hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
- To represent the interests of the members of the trust as a whole and the interests of the public. (Health & Social Care Act 2012)

The specific statutory powers and duties of the Council of Governors are to:

- Appoint and, if appropriate, remove the Trust Chairman
- Appoint and, if appropriate, remove the other Non-Executive Directors
- Decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other Non-Executive Directors
- Approve the appointment of the Chief Executive
- Appoint and, if appropriate, remove the External Auditor
- Receive the Trust’s annual accounts, any report of the External Auditor on them and the annual report
- Approve “significant transactions”, including plans to increase the proportion of income received from activities other than the health service in England by 5%

In addition, in preparing the Trust’s forward plan, the Board of Directors must have regard to the views of the Council of Governors.

In exercising its powers and duties, governors are required by the NHS Foundation Trust Code of Governance to:

- Represent the interests of Trust members and Partnership Organisations in the governance of the Trust
- Act in the best interests of the Trust and adhere to its values and code of conduct
- Hold the Board of Directors collectively to account for the Trust's performance and ensure that the Board of Directors acts in such a way that the Trust does not breach the terms of its Authorisation
- Feedback information about the Trust, its vision and its performance to the constituencies and stakeholder organisations that elected or appointed them.

4.2 The Composition of the Council of Governors

In accordance with the Trust's Constitution, the Council of Governors will consist of 15 governors, to be composed as follows:

- Nine Governors elected by the Public Constituency
- Three Governors elected by the Staff Constituency
- Three Governors appointed by Partnership Organisations, including one Governor appointed by Shropshire Council.

4.3 The Operation of the Council of Governors

Meetings of the Council of Governors will be held at least four times a year, one of which will be an AGM.

The Council of Governors is not permitted to delegate any of its powers or responsibilities to any committee or individual Governor, but is able to appoint committees to assist it in the proper performance of its functions.

The Trust's Constitution provides for the appointment by the Council of Governors of an ad hoc Nomination Committee for the purpose of making recommendations to it on each exercise of its powers to appoint and re-appoint the Trust Chairman and other Non-Executive Directors and to remove another Non-Executive Director (including the Trust Chairman).

4.4 The Role of the Lead Governor

The Lead governor has a role to play in facilitating direct communication between NHSi and the Council of Governors. This will be in a limited number of circumstances and, in particular, where it may not be appropriate to communicate through the normal channels, which in most cases will be via the Chairperson or the Trust Secretary.

The Lead Governor may also facilitate communication between the Chairman and the Governors where the Governors consider this to be the most appropriate approach.

4.5 Interface between the Board of Directors and the Council of Governors

The Chairman is responsible for ensuring that there is effective communication between the Board of Directors and the Council of Governors.

The Board of Directors provides the Governors with their meeting agenda, prior to the meetings and copies of the minutes once approved.

The Board of Directors ensures that the Governors are given the opportunity to comment on the strategic and operational plans.

There is a process in place for the escalation of disputes between the Board of Directors and the Council of Governors. In the first instance the Senior Independent Director would seek to resolve the dispute. If he / she was unable to resolve this, an ad hoc Dispute Resolution Committee would be appointed, comprising an equal number of Governors and Non-Executive Directors. If this committee were to be unsuccessful the Senior Independent Director would refer the dispute to an independent assessor who was agreeable to both parties.

1. Introduction
2. Welcome from
3. Governor Update
4. Trust Overview
5. Committee
6. Governance
7. Any Other

APPENDIX A: Framework for the Performance Evaluation of the Board, its Committees and Directors including the Chairman

APPENDIX A.1: Process for the Annual Appraisal of the Chairman

Prior to the Non-Executive Directors meeting formally, the Senior Independent Director will consult individually with the Chief Executive, Executive and Non-Executive Directors. The Lead Governor will formally meet with the Senior Independent Director and any other Governor may choose to contribute.

All Board members will participate in a confidential 360° questionnaire regarding the Chairman's performance.

Criteria

The criteria on which the appraisal will be based will include:

- RJAH annual performance
- Achievement of Board's key strategic objectives
- Leadership and effective working and development of the Board and Council of Governors
- Representational role on behalf of RJAH and stakeholder engagement

At the Non-Executive Directors' meeting the inputs from all sources will be considered and a collective assessment agreed.

The Senior Independent Director will then meet with the Chairman and subsequently confirm to the Board and Council that the appraisal has been conducted.

Timing

The appraisal should be conducted following the end of each financial year. This would normally be in May unless otherwise required.

1. Introduction
2. Welcome from
3. Governor Update
4. Trust Overview
5. Committee
6. Governance
7. Any Other

APPENDIX A.2: Process for the Annual Appraisal of Non-Executive Directors

Process

Prior to the Non-Executive Directors (NED) meeting formally, the Chairman will consult individually with the Chief Executive and seek the views of the Council of Governors via the Lead Governor.

All Board members will participate in a confidential 360° questionnaire regarding Non- Executive Directors performance which will address contribution and understanding of the following areas:

- The NED demonstrates sufficient understanding of the markets within which the RJAH operates
- The NED understands the strategic needs of the organisation and contributes to the development strategy.
- The NED understands and ensures compliance with regulatory, legal and governance requirements and makes relevant contributions to the management of risk
- The NED has effective relationships with other members of the Board
- The NED consistently behaves in a way congruent with the RJAH brand
- The NED dedicates sufficient time to undertake their role effectively
- The contributions of the NED at the Board meetings are consistent, providing a balance of support and challenge to the executive management team
- The NED is committed to the success of the RJAH and demonstrates passion and energy
- The NED's behaviour is helpful to forming and developing trusting relationships
- The NED's contribution to meetings is high quality and value added, demonstrating clear thinking and good judgement
- The NED effectively communicates any concerns they have, listens appropriately and follow's up proactively
- The NED is sufficiently independent and objective
- The NED challenges constructively and probes when appropriate

Overall, the performance of the NED adds value to the Board.

At the Non-Executive Directors' meeting with the Chairman the inputs from all sources will be considered and a collective assessment agreed.

The Chairman will confirm to the Council of Governors that the assessment has been conducted.

Criteria

The criteria on which the assessment will be based will include:

- RJAH annual performance
- Achievement of Board's key strategic objectives
- Contribution to effective working and development of the Board
- Representational role on behalf of RJAH and stakeholder engagement

Timing

The appraisals should be conducted following the end of each financial year. This would normally be in May unless otherwise required.

APPENDIX A.3: Criteria for the Annual Performance Assessment of the Chief Executive, Executive and Directors

- 1.1 Directors will be set annual objectives which address the following six areas:
 - Annual Corporate Objectives
 - Corporate Risks
 - Supporting Strategies
 - Other e.g. legislative
 - Standards of Business Conduct & Trust Values
 - Personal Development
- 1.2 A mid-year review will be undertaken to discuss progress and address any barriers to progress which may have arisen.
- 1.3 An end of year review will be undertaken to determine the level of performance of the Director as follows:
 - Concerned
 - Satisfactory performance
 - Good
 - Very good
- 1.4 The Chief Executive assesses the performance of the Executives.
- 1.5 The Chairman assesses the performance of the Chief Executive.
- 1.6 The remuneration committee will consider the recommendations of the Chairman and Chief Executive as part of the annual pay review process.

APPENDIX B: Standards for Board Members

1. Policy Statement

The Robert Jones & Agnes Hunt Orthopedic Hospital NHS Trust (the Trust) expects that all members of the Board of Directors understand and are committed to the practice of good governance and the legal and regulatory frameworks in which the Trust operates, and will apply the standards for members of NHS boards, as set out by the Professional Standards Authority (2012) and conform to the Fit and Proper Persons Requirements as set out in the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 – Regulation 5 and Schedule 4.

2. Application

The policy applies to Directors¹ by which is meant executive and Non-Executive, permanent, interim and associate positions, irrespective of their voting rights at all times when directors are carrying out the business of the foundation trust or representing the foundation trust.

3. Responsibilities

All Board members

- Will abide by the Standards at all times when at the service of the NHS.
- Will understand that care, compassion and respect for others are central to quality in healthcare; and that the purpose of the NHS is to improve the health and well-being of patients and service users, supporting them to keep mentally and physically well, to get better when they are ill and, when they cannot fully recover, to stay as well as they can to the end of their lives.
- Will understand that they must act in the interests of patients, service users and the community they serve, and that they must uphold the law and be fair and honest in all their dealings.
- Will complete declarations upon appointment and annually thereafter providing their commitment to these standards.
- Will declare any failure to maintain the Standards, including the requirements of the Fit and Proper Persons

Trust Secretary/Director of Governance

Will ensure appropriate declarations are provided on appointment, and annually thereafter as follows.

On Appointment

Standards for Board Members (Appendix 1)

Fit and Proper Persons Declaration (Appendix 2)

- Bankruptcy and Insolvency Register
- Disqualified Directors

Declaration of Confidence

Senior Managers Code of Conduct

Annual Declarations

Standards for Board Members (Appendix 1)

Fit and Proper Persons Declaration (Appendix 2)

Declarations of Interest

3. Monitoring

Directors will be monitored annually to confirm compliance and non compliance will be reported to the appropriate officer.

¹ As per Regulation 5~: Fit and proper persons: directors

APPENDIX C: Standards of Business Conduct Policy

1. Policy Statement

- 1.1. The Robert Jones & Agnes Hunt Orthopaedic Hospital NHS Foundation Trust (the Trust) is committed to achieving the highest possible standards of corporate behaviour and responsibility. As such, the Trust requires all employees to abide by the standards and principles within this policy.
- 1.2. The Trust has adopted a set of values which should inform all activities within the Trust, including business conduct.
 - Caring
 - Excellence
 - Friendly
 - Professional
 - Respect

2. Purpose.

2.1 This policy sets out the overall intent and general principles the Trust will apply in relation to business conduct in order to comply with current legislation:

- Fraud Act 2006
- Bribery Act 2010
- Public interest Disclosure Act 1998
- the principles of public life defined by the Committee on Standards on Public Life (originally the Nolan Committee)
- Research Governance Framework for Health and Social Care 2017

2.1. Failure to comply with this policy may lead to disciplinary action, up to and including dismissal and staff may also be liable for personal prosecution.

3. Scope

3.1. This policy applies to all employees, students and trainees, agency staff and secondees.

4. Principles of Public Life -

4.1. In carrying out their functions, it is the responsibility of all staff to be guided by the Seven Principles of Public Life as follows:

Selflessness: Holders of public office should act solely in terms of the public interest: They should not do so in order to gain financial or other benefits for themselves, their family or their friends.

Integrity: Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.

Objectivity: In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit alone.

Accountability: Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness: Holders of public office should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty: Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership: Holders of public office should promote and support these principles by leadership and by example.

4.2. The means by which these principles should be applied in practice are set out within this policy.

5. Roles & Responsibilities

- 5.1. It is the responsibility of the Board of Directors to develop and sustain a culture of corporate responsibility and good governance
- 5.2. It is the responsibility of the Foundation Trust Secretary to maintain the Register of Interests and update it annually (appendix 1), and also to maintain a register of hospitality
- 5.3. The following staff have been identified as 'decision making' staff and will be required to complete the Register of Interests;
 - Executive and Non-Executive Directors or equivalent roles which have decision making powers regarding the spending of tax payers money
 - Consultants
 - Staff at Agenda for Change band 7 and above
 - Administrative and clinical staff who have the power to enter into contracts on behalf of the Trust
 - Administrative and clinical staff involved in decision making concerning the commissioning of services, purchasing of goods, medicines, medical devices or equipment and formulary decisions
- 5.4. It is the responsibility of the Chief People Officer and Trust Secretary to communicate this policy to all new starters through the Trust induction process including providing a summary copy of the entire policy for staff categories identified in paragraph 5.4 above, (appendix 2), and provide guidance and support regarding its application as and when required, including summary information on procurement standards (appendix 3).
- 5.5. It is the responsibility of all staff to comply with this policy

6. Candour and Openness

- 6.1. The Trust is committed to supporting a culture of openness and candour, where errors are reported and learnt from.
- 6.2. All staff have a duty to comply with guidelines and duties of candour and openness as laid down by their professional bodies, external regulators or by statute, see Duty of Candour policy

7. Prevention of Corruption (Bribery Act 2010)

- 7.1. The Trust has a responsibility to ensure that all Trust staff are made aware of their duties and responsibilities arising from the Bribery Act 2010. Under this Act there are four offences:
 - bribing, or offering to bribe, another person (section 1);
 - requesting, agreeing to receive, or accepting a bribe (section 2);
 - bribing, or offering to bribe, a foreign public official (section 6);
 - failing to prevent bribery (section 7).
- 7.2. All Trust staff are required to be aware of the Bribery Act 2010 and should also refer to paragraphs 16 and 17 below for further guidance in relation to this.

8. Anti-Fraud measures

- 8.1. The Trust is committed to preventing fraud and staff are encouraged to report any concerns about potentially fraudulent activity.
- 8.2. For further information staff should consult the Anti-Fraud, Bribery & Corruption policy or contact the Local Counter Fraud Specialist (contact details are available on the intranet or via the Trust Secretary).

9. Gifts and Hospitality.

- 9.1. Staff should not accept gifts that may affect, or be seen to affect, their professional judgement.
- 9.2. Where gifts or hospitality are given to individuals within the trust, subject to the guidance below regarding value, the overall principle is that they should firstly be refused, or secondly, if they cannot be refused, they should be made available to all staff within the department .

9.3. Gifts

- 9.3.1. Gifts from suppliers or contractors doing business (or likely to do business) with the Trust should be declined, whatever their value.
- 9.3.2. Low cost branded promotional aids such as pens or post-it notes may, however, be accepted where they are under the value of £6 in total and need not be declared
- 9.3.3. Gifts of cash and vouchers to individuals should always be declined
- 9.3.4. Staff should not ask for any gifts
- 9.3.5. Gifts valued at over £50 should be treated with caution and only be accepted on behalf of the Trust and not in a personal capacity. These should be declared by staff
- 9.3.6. Modest gifts accepted under a value of £50 do not need to be declared
- 9.3.7. A common sense approach should be applied to the valuing of gifts (using an actual amount if known or an estimate that a reasonable person would make)
- 9.3.8. Multiple gifts from the same source over a 12 month period should be treated in the same way as single gifts over £50 where the cumulative value exceeds £50
- 9.3.9. In cases of doubt consult with your line manager and or the Trust Secretary and include on the gift register.
- 9.3.10 Further information on the information to provide in your declaration can be found in the Managing Conflicts of Interest Policy

9.4. **Hospitality**

- 9.4.1. Staff should not ask for or accept hospitality that may affect, or be seen to affect, their professional judgement
- 9.4.2. Staff should exercise particular caution when hospitality is offered by actual or potential suppliers or contractors.
- 9.4.3. Under a value of £25 may be accepted and need not be declared
- 9.4.4. Of a value between £25 and £75 may be accepted but must be declared
- 9.4.5. Over a value of £75 should be refused unless (in exceptional circumstances) senior approval is given
- 9.4.6. A common sense approach should be applied to the valuing of meals and refreshments

- 9.4.7. Material work related hospitality, such as the sponsorship of courses, is covered in the Commercial sponsorship section 14.
- 9.4.8. Modest offers to pay some or all of the travel and accommodation costs related to attendance at events may be accepted and must be declared
- 9.4.9. Offers which go beyond modest need approval by senior staff and should only be accepted in exceptional circumstances
- 9.3.4 All hospitality offered, even if refused, should be recorded in the hospitality register which is held by the Trust Secretary. Further information on the information to provide in your declaration can be found in the Managing Conflicts of Interest Policy
- 9.3.5 When in receipt of hospitality, staff should comply with the Alcohol and Drugs policy, in particular the Trust expects that all employees will not consume / use alcohol during working hours.

10. Declaration of Interest

- 10.1. There are occasions when an employees' links to another business or organisation could place them in a position where this could cause a conflict of interests. This link could be by the employees' direct involvement or by having a partner or close relative having an involvement. This link could be in the form of employment, unpaid work or by being a director. The type of organisation which could cause conflict would be ones who supplied (or may wish to supply) goods or services or ones which operated in the field of healthcare. These links could cause conflict if the employee was in a position to influence decisions by the Trust concerning them.
- 10.2 Where any of these circumstances occur the employee should declare this in the "Register of Interests", this is held by the Trust Secretary (see section 11) Having declared an interest, employees must not enter into business with that individual or organisation unless however the Trust can take steps to mitigate any potential conflict.
 - 10.2.1 For example, a Director may be required to leave a board meeting for any agenda item where there was a potential conflict; or employees would not normally be placed in a position where they were responsible for ordering goods or services from an organisation with which they have links, where this was unavoidable for operational reasons additional safeguards would be put in place.
 - 10.2.2 A potential conflict could also arise if an employee held a position of authority in a health related charity or campaigning organisation.

11. Registers.

The Trust maintains two registers which are held by the Foundation Trust Secretary as follows:

- 11.1. Register of Interests - This details interests held by managers or their close relatives (i.e. spouse or partner, parent, child or sibling and may include other relatives. Commons sense should be applied when deciding if a relative is a close relative).

Applicable staff (see paragraph 5.3) are required to update, or confirm a nil declaration on an annual basis. If the circumstances of staff or their relatives were to change during the year, so as to pose a potential conflict of interests, they should inform the Trust Secretary straight away. New managers will be asked to declare their interest on appointment.

- 11.2 Hospitality Register - This holds ad hoc declarations of gifts or hospitality which should be made as and when they occur together with indicative values.

12. Secondary and Other Employment.

- 12.1 Employees of the Trust must not engage in any secondary or other employment (including self-employment) which may conflict with their work or be potentially detrimental to the Trust. Before taking up any other employment, employees must put their request in writing to their Unit Manager, or Director.

12.2 Secondary employment whilst absent from work due to sickness is not acceptable and failure to report secondary employment whilst absent due to sickness may be considered an offence under the Fraud Act.

12.1. Permission to engage in secondary or other employment will normally be granted if the following conditions are satisfied.

12.2. Working hours on other employment are conducted entirely outside of Trust contracted hours of work.

12.3. The employment is not in direct competition with the Trust's business and does not affect the business by, for example, loss of business or the passing on of confidential information.

12.4. The employee provides the Trust with the name and address of the other employer or organisation, an outline of the job role they wish to undertake and the hours they intend to work.

12.5. The work is not inherently hazardous or likely to put at risk the employee, other employees or patients. Staff are reminded that occupational sick pay is not normally payable for an absence caused by injuries whilst working for another employer and may affect their rights to the NHS benefits such as Superannuation Scheme,

12.6. The requirements of the working time regulations are met (including appropriate rest prior to commencement of work for the Trust).

12.7. Work excluded from this policy would generally include unpaid voluntary activities and private practice as specified in Consultant Contract (see below).

12.8. Further guidance can be obtained in the Managing Conflicts of Interest Policy

13. Medical Staff.

13.1. Consultants and Staff and Associate Specialist who are employed under the terms of the new Contract may undertake private practice in accordance with the terms of that contract.

13.2. Staff and Associate Specialist who are employed under the terms of the old contract and associate specialists should refer to the guidance contained in "A guide to the management of Private practice in the NHS" (PM 979)11.

13.3. If a member of medical staff refers a patient to a nursing home in which he/she has an interest, they should declare that interest to the patient.

13.4. Medical staff cannot work for another organisation without the prior agreement of the Trust; following agreement, any such secondary employment should be declared in the register of interests.

13.5. Further guidance can be obtained in the Managing Conflicts of Interest Policy

14. Commercial Sponsorship.

14.1. Research Funding - Employees undertaking research projects must declare any financial interests or potential conflict of interest that may arise from the research activity in accordance with the Research Governance Framework 2005.

14.2. Posts - The sponsorship of any post by an outside organisation must have the prior approval of the Chief Executive and be included in the declaration of interests.

14.3. Courses and Conferences - Sponsorship for Trust events such as; conferences, training, publications, team meetings and social events must be approved in advance by a Divisional Manager or Director.

- 14.4. Sponsorship for attendance by non-medical staff on a course must be approved in advance by a Unit Manager or Director and attendance at courses abroad must have prior approval from the Chief of People. The Trust study leave form allows for this approval process to be followed.
- 14.5. Sponsorship for attendance by medical staff on a course must be approved in advance by the Chief Medical Officer and attendance at courses abroad must have prior approval from the Chief People Officer. The Trust study leave form allows for this approval process to be followed.
- 14.6. Where the sponsorship includes the costs of travel/accommodation the recipient must declare that they are aware of their obligations under this policy and will act in such a manner as not to confer a commercial advantage onto the sponsoring company.
- 14.7. All sponsorship of courses and conferences must be declared on the hospitality register together with estimated value.
- 14.8. Further guidance can be obtained in the Managing Conflicts of Interest Policy

15. Supplies and Contractors

- 15.1. All Trust staff who are in contact with suppliers and contractors (including external consultants), and in particular those who are authorised to sign purchase orders or enter into contracts for goods and services are expected to adhere to professional standards in line with those set out in the Code of Ethics of the Chartered Institute of Purchasing and Supply (Appendix 3).
- 15.2. All Trust staff must treat prospective contractors or suppliers of services to the Trust equally and in a non-discriminatory way and act in a transparent manner.
- 15.3. Trust staff involved in the awarding of contracts and tender processes must take no part in a selection process if a personal interest or conflict of interest is known. Such an interest must be declared to the Trust Secretary as soon as it becomes apparent. Trust staff should not at any time seek to give undue advantage to any private business or other interests in the course of their duties.
- 15.4. The Trust has duties under European and UK procurement law and staff must comply with standing financial instructions (SFIs) in relation to all contract opportunities with the Trust.
- 15.5. Trust staff must not seek, or accept, preferential rates or benefits in kind for private transactions carried out with companies with which they have had, or may have, official dealings on behalf of the Trust. This does not apply to officers' and members' benefit schemes offered by the NHS or trade unions.
- 15.6. Trust staff invited to visit organisations to inspect equipment for the purpose of advising on its purchase will be reimbursed for their travelling expenses in accordance with the travel expenses policy laid down by the Trust. Such expenses should not be claimed from other organisations to avoid compromising the purchasing decisions of the Trust.
- 15.7. Further guidance can be obtained in the Managing Conflicts of Interest Policy

16. Use of Trust Property.

- 16.1. Trust property or facilities should not be used for personal activity or benefit. This includes: -
 - 16.1.1. Use of telephone (though limited use in extenuating circumstance is permissible).
 - 16.1.2. Use of email. The "RJAH" email address should not appear in any literature or correspondence not directly related to Trust Business. This does not prevent employees from using e-mail to conduct related business in another capacity e.g. correspondence from staff side representatives acting in a trade union capacity or correspondence related to an appropriate professional organisation or membership.
 - 16.1.3. Photocopying or printing.

16.1.4. Trust Postal System.

16.2. Trust premises, facilities or equipment should only be used for private business with prior approval, and arrangements must be made for the Trust to be reimbursed for the cost of providing these facilities.

16.3. Photographs and graphics on the Trust website are also Trust property and should not be reproduced without permission.

16.4. In the case of any doubt, an employee should speak to their line manager.

17. Use of Trust Identity.

When employees are engaged in activities outside of their formal employment, they should not use the Trust name, logo, email address or any other reference to the Trust to promote those activities without the prior approval of the Chief Executive.

18. Political/ Campaigning activities.

18.1. Any political or campaigning activity should not identify an individual as an employee of the Trust, beyond any statutory declarations required.

19. Links to Other Policies.

19.1. Staff should familiarise themselves with the relevant Trust policies and procedures which are held on the Trust intranet. In particular it is important that staff are familiar with the Standing Financial Instructions, and Scheme of delegation.

19.2. If at any stage they have any queries concerning these policies they should refer the matter to their line manager.

- Openness (Whistle blowing)
- Research Misconduct and Fraud Policy
- Alcohol and Drugs Abuse policy
- Anti-Fraud, Bribery and Corruption Policy
- Standing Financial Instructions
- Email, Intranet and Social Media Use Policy
- Duty of Candour Policy
- Managing Conflicts of Interest Policy

20. Communication.

20.1. A copy of the policy is available on the Trust intranet site, and copies are available in different formats on request, from the human resources department.

20.2. Newly appointed staff will be informed of the policy and procedure as part of the corporate induction process.

21. Monitoring

The declaration of Interests and the Hospitality registers are reviewed on a quarterly basis by the Audit and Risk Committee.

Managers are responsible for ensuring that their staff complies with good standards of Business Conduct.

APPENDIX D: DIVISION OF RESPONSIBILITIES BETWEEN THE TRUST CHAIRMAN AND THE CHIEF EXECUTIVE

The following division of responsibilities between the Chairman and the Chief Executive has been agreed by the Board of Directors.

Key Responsibilities

Chairman:

- Managing the business of the Board of Directors and the Council of Governors so as to ensure their effective performance
- Promoting the highest levels of integrity, probity and corporate governance and ensuring that these standards are embodied in the conduct of the Board of Directors and the Council of Governors
- Ensuring that the Board as a whole is able to play a full and constructive role in the development of the Trust's strategy and business aims
- Ensuring that the Board pays sufficient attention to the development of the Trust's business and the protection of its reputation

Chief Executive:

- Executive management of the Trust's business consistent with the strategic and business objectives agreed by the Board as a whole
- Ensuring that the affairs of the Trust are carried out in accordance with the highest standards of integrity, probity and corporate governance and that these standards are embedded at all levels
- Ensuring that the strategy and business aims set by the Board are aligned with statutory, regulatory and contractual requirements
- Formulating annual objectives, budgets and operational plans to deliver the strategy and business objectives set by the Board

Detailed Responsibilities

a) Board of Directors

Chairman:

- Setting the Board's agenda and managing the conduct of its business
- Ensuring that all Directors receive accurate, timely and clear information on performance, the issues, challenges and opportunities facing the Trust and matters which are reserved to the Board for decision
- Facilitating the effective contribution of all Directors and ensuring constructive relationships between Executive Directors and Non-Executive Directors
- Ensuring that Non-Executive Directors receive full, formal and tailored induction and participate in the Board development programme
- Ensuring that the Board undertakes and acts on formal and rigorous

Chief Executive:

- Leading, motivating and directing the other Executive Directors and Senior Managers
- Ensuring that the Board is given the advice and information it needs to carry out its duties effectively and (in consultation with the Chairman) that the business of the Board is properly conducted
- Promoting the effective contribution of Executive Directors and Senior Managers to the proceedings of the Board and its Committees
- Contributing to induction programmes for new Directors and ensuring that management time is made available for this purpose
- Providing input to the evaluation of the performance of the Board and its Committees

- evaluation of its own performance and that of its Committees
- Appraising the performance of Non-Executive Directors and acting on the outcomes of performance evaluation where necessary

b) Council of Governors

Chairman:

- Leading the Council of Governors and setting its agendas
- Ensuring that governors receive accurate, timely and clear information that is appropriate for their duties
- Ensuring that Governors receive full, formal and tailored induction and are enabled to update their skills, knowledge and familiarity with the Trust
- Leading the Council of Governors in periodically assessing its collective performance
- Ensuring constructive relationships between the Board of Directors and the Council of Governors and that the views of governors and members are communicated to the Board

c) Stakeholders

Chairman

- Being a visible and accessible figurehead for the Trust's staff and the leading champion of its vision, values and objectives
- Taking the lead at ceremonial events and other corporate formalities
- Promoting mutual understanding with external partners and stakeholder bodies through dialogue with their Non-Executive or elected leads
- Supporting the Chief Executive in contacts with MPs and other political figures
- Taking the lead at public meetings and events and with voluntary

Chief Executive:

- Appraising the performance of Executive Directors in their corporate and functional roles.
- Facilitating the work of the Council of Governors and its Committees, ensuring that they have sufficient resources and are able to meet sufficiently regularly to discharge their duties
- Ensuring that the Council of Governors is given the advice and information it needs to carry out its duties effectively and (in consultation with the Chairman) that the business of the Council of Governors is properly conducted
- Contributing to induction and development programmes for Governors and ensuring that management time is available for this purpose.
- Providing input to the assessment of the performance of the Council of Governors
- Ensuring that the views of governors and members are taken into account in the conduct of the Trust's business and the development of its strategic aims

Chief Executive

- Performing the role of senior line manager and employer
- Taking the lead on employee relations and internal communications on operational matters
- Fostering good working relationships with external partners and stakeholders through the conduct of business with their Executive Officer Leads
- Taking the lead on contact with MPs and other political figures, with the participation of the Chairman as appropriate
- Taking the lead on communications with the media,

<p>groups, as the public face of the Trust, with the participation of the Chief Executive as appropriate</p> <ul style="list-style-type: none"> Acting as a confidential sounding board for the Chief Executive on key issues and decisions and providing advice, support or challenge as appropriate 	<p>with the participation of the Chairman as appropriate</p> <ul style="list-style-type: none"> Informing and consulting the Chairman on key issues and decisions and ensuring that the Chairman is aware of emerging opportunities and threats to the achievement of objectives
d) Accountability	
<p><u>Chairman</u></p> <ul style="list-style-type: none"> Accountable to the Board of Directors and the Council of Governors for the effective conduct of their activities 	<p><u>Chief Executive</u></p> <ul style="list-style-type: none"> Accountable to the Chairman (acting on behalf of the Board) and to the Board direct
e) Reporting Lines	
<p><u>Chairman</u></p> <ul style="list-style-type: none"> The Chairman is not responsible for the executive management of the Trust. Other than the Chief Executive and (in respect of matters relating directly to the Board of Directors or the Council of Governors) the Trust Secretary, no Executive Director, senior manager or other member of staff reports to the Chairman other than through the Board 	<p><u>Chief Executive</u></p> <ul style="list-style-type: none"> The Chief Executive is responsible for all executive management matters relating to the Trust. All members of executive management report, directly or indirectly, to the Chief Executive.
<p>The appointment and removal of the Trust Secretary is a matter for the Chairman and the Chief Executive jointly</p>	

APPENDIX E: SCHEDULE OF MATTERS RESERVED TO THE BOARD OF DIRECTORS

The matters set out in the schedule below are specifically reserved for the collective decision of the Board of Directors.

1.	STRATEGY AND MANAGEMENT
1.1	Responsibility for the overall management of the Trust
1.2	Approval of the Trust's long-term objectives and business strategy
1.3	Approval of the annual operating and capital expenditure budgets and any material changes to them
1.4	Oversight of the Trust's operations ensuring: <ul style="list-style-type: none"> • competent and prudent management • sound planning • an adequate system of internal control • adequate accounting and other records • compliance with its licence, constitution, mandatory guidance issued by the independent regulator, relevant statutory requirements, and contractual obligations • the quality and safety of healthcare services, education, training, and research delivered by the Trust • the application of the principles and standards of clinical governance set out by the Department of Health, the Care Quality Commission and other relevant NHS bodies
1.5	Review of performance in the light of the Trust's strategy, objectives, business plans and budgets and ensuring that any necessary corrective action is taken
1.6	Extension of the Trust's activities into new business areas
1.7	Any decision to cease to operate all or a material part of the Trust's business
1.8	Any decision to undertake transactions which have been designated as "Significant transactions",* subject to approval by the Council of Governors
1.9	Any decision to increase by 5% or more the proportion of its total income attributable to activities other than the provision of goods and services for the purposes of health service , subject to approval by the Council of Governors
1.10	Ratify decisions made under emergency powers
2.	CORPORATE STRUCTURE AND STATUS
2.1	Major changes to the Trust's corporate structure
2.2	Major changes to the Trust's management and control structure
2.3	Any changes to the Trust's status as an NHS Foundation Trust
2.4	Any proposal to establish a subsidiary company, joint venture or other corporate vehicle for the purpose of carrying out any current or proposed activity of the Trust
2.5	Any proposal involving a merger of the Trust with or takeover of the Trust by another organisation
2.6	Any acquisition or disposal of land
2.7	Any application to a planning authority for planning permission
2.8	Any proposal involving the Trust operating in another organisation (whether within the NHS

	or not) in the provision of services
2.9	Any use of the RJAH name or brand by another organisation for any purpose
3.	FINANCIAL REPORTING AND CONTROLS
3.1	Approval of the quarterly financial report to the Independent Regulator
3.2	Approval of the annual report and accounts, including the corporate governance statement and the remuneration report
3.3	Approval of any significant changes in accounting policies or practices
3.4	Approval of treasury policies, including foreign currency exposure and the use of financial derivatives
3.5	Receive Annual Audit Letter
4.	INTERNAL CONTROLS
4.1	Ensuring the maintenance of a sound system of internal control and risk management including: <ul style="list-style-type: none"> • receiving reports on, and reviewing the effectiveness of, the Trust's risk and control processes to support its strategy and objectives • undertaking an annual assessment of these processes • approving an appropriate statement for inclusion in the annual report • Approving Standing Financial Instructions
5.	CONTRACTS
5.1	Major capital projects and Business Cases
5.2	Contracts which are material, strategically or by reason of size, or length of commitment entered into by the Trust in the ordinary course of business Contracts, other than NHS, with a value per year in excess of £250k
5.3	Contracts entered into by the Trust which are not in the ordinary course of its business
6.	COMMUNICATION
6.1	Approval of formal submissions to the Department of Health, the Independent Regulator, the Care Quality Commission and other relevant NHS bodies concerning the Trust's compliance with applicable targets and standards
7.	BOARD MEMBERSHIP AND OTHER APPOINTMENTS
7.1	Nomination of a Deputy Chairman for formal appointment by the Council of Governors
7.2	Appointment of the Senior Independent Director in consultation with the Council of Governors
7.3	Establishment, Membership and chairmanship of Board committees
7.4	Nomination of Board representatives to any joint committee of the Board of Directors and the Council of Governors that may be established from time to time for any purpose
7.5	Appointments to the boards of any subsidiary company, joint venture or other corporate vehicle established by the Trust for the purpose of carrying out any current or proposed activity
8.	DELEGATION OF AUTHORITY
8.1	Approval of the statement on the division of responsibilities between the Chairman and the Chief Executive, which should be in writing
8.2	Approval and review of the terms of reference of Board committees

8.3	Receiving Chair Assurance reports from Board committees on their activities
9.	CORPORATE GOVERNANCE MATTERS
9.1	Approval of the Trust Constitution, in conjunction with the Council of Governors
9.2	Undertaking at least annually a formal and rigorous review of the Board's own performance and that of its committees and individual directors
9.3	Determining the independence of Non-Executive Directors
9.4	Review of the Trust's overall corporate governance arrangements
9.5	Receiving reports on the views of the Trust's members, patients, carers and members of the public
10.	POLICIES
10.1	Approval and revision of Trust-wide Policy Management guidance
10.2	Approval of key policies of general application throughout the Trust, including: <ul style="list-style-type: none"> • codes of conduct • health and safety policy • whistle blowing • business continuity • risk management
11.	OTHER
11.1	Approval of the appointment of the Trust's principal professional advisers, with the exception of the external auditor
11.2	Decisions relating to overall levels of insurance for the Trust, including proposals for the purchase of commercial directors' and officers' liability insurance and indemnification of directors
11.3	Approve the arrangements relating to the discharge of the Trusts responsibilities as a corporate trustee for funds held on trust
11.4	This schedule of matters reserved for board decisions

Matters which the Board considers suitable for delegation are contained in the terms of reference of its committees and in the scheme of delegation.

In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the Trust.

*A Significant Transaction means a transaction which relates to;

- For UK Healthcare: investments, divestments or other transactions comprising > 25% of the assets, income or capital of the NHS Foundation Trust.
- For non-healthcare related and/or international; investments, divestments or other transactions comprising > 25% of the assets, income or capital of the NHS Trust
- or if a trust is in significant breach, any investment/divestment comprising >10% of the assets, income or capital of the trust

APPENDIX F: MEMBERSHIP AND KEY RESPONSIBILITIES OF BOARD COMMITTEES

Committees of the Board							
	Audit and Risk	People	Quality and Safety	IPC Quality Assurance	Finance, Planning and Digital	Remuneration / Appointment (Exec)	Remuneration / Appointment (Non-Exec)
Terms of Reference Requirement	4 NEDS 0 Execs	4 NEDS 4 Execs	4 NEDS 4 Execs	4 NEDS 3 Execs	3 NEDS 3 Execs	Chairman, CEO & 5 NEDS	Chairman, Senior Director & 4 Governors
Frequency of meetings	Quarterly 4 per year	Monthly Except Aug & Dec	Monthly Except Aug & Dec	Monthly Until further notice	Monthly Except Aug & Dec	As required	As required
Quorum	2 NEDS 0 Execs	1 NED 2 Execs	1 NED 2 Execs	1 NED 2 Execs	1 NED 2 Execs	CEO role Chair & 3 NEDS Exec Role Chair, CEO, 2 NEDS	Chairman Senior Director & 4 Governors NED role Chairman & 4 Governors
Non-Executive Director / Associate Non-Executive Director Membership (Attendance is required and makes up quorum, * denotes an open invitation)							
Harry Turner, Chairman	*	*	*	*	*	✓	✓ (NED role)
Paul Kingston, Non-Executive Director	✓	✓	✓	✓		✓	✓ (Chair role)
Chris Beacock, Non-Executive Director	✓	✓	✓	✓		✓	✓
Sarfraz Nawaz, Non-Executive Director	✓	✓			✓	✓	✓
Martin Newsholme, Non-Executive Director	✓		✓	✓	✓	✓	✓
Penny Venables, Non-Executive Director		✓	✓	✓		✓	✓
David Gilburt, Associate Non-Executive Director		✓			✓	✓	✓
John Pepper (July 22), Associate Non-Executive Director			✓	✓	✓	✓	✓
Executive Membership (Attendance is required and makes up quorum, * denotes an open invitation)							
Chief Executive Officer	*	*	✓	✓	*	✓ (Exec role)	
Chief Finance and Planning Officer	✓	*	*	*	✓		
Chief Nurse and Patient Safety Officer	✓	✓	✓	✓	*		
Chief Medical Officer	*	✓	✓	✓	*		
Chief Performance, Improvement and OD Officer (until June 22)	*	✓	*	*	✓		
Chief Operating Officer (from July 22)	*	*	✓	*	✓		
Chief People Officer	*	✓	*	*	*		
Governors Membership (Attendance is required and makes up quorum, * denotes an open invitation)							
Lead/Public/Staff or Appointed Governor							✓
In Attendance (Attendance is required but does not make up quorum)							
Trust Secretary/ Director of Governance	✓	✓	✓	✓	✓		✓
Director of Digital	*	*	*	*	✓		

Terms of Reference for the Committees:

Audit and Risk Committee - F1
Quality & Safety Committee – F2
Finance, Planning and Digital Committee – F3
People Committee – F4
Executive Appointments Committee – F5
Executive Remuneration Committee – F6
Non-Executive Appointments Committee – F7
Non-Executive Remuneration Committee – F8

APPENDIX F1: Audit and Risk Committee Terms of Reference

1. Constitution

The Board hereby resolves to establish a Committee of the Board to be known as the Audit and Risk Committee. The Committee is a Non-Executive Committee of the Board and has no executive powers other than those specifically delegated in these Terms of Reference.

2. Membership and Quorum

The Committee shall be appointed by the Board from amongst the Non-Executive Directors of the Trust and shall consist of no less than three members. At least one of the members should have recent relevant financial experience. A quorum shall be two members. The Board will appoint a Committee Chair and Deputy Chair from the Committee members. The Chairman of the Trust Board shall not be a member of the Committee.

3. Attendance

The Chief Finance and Planning Officer, Trust Secretary/Director of Governance and Head of Financial Accounting, as well as appropriate Internal and External audit representatives will be expected to attend each Audit Committee meeting.

The Chief Medical Officer, Chief Nurse and Patient Safety Officer, and Chief Performance, Improvement and OD Officer will attend as required.

At least once a year the Committee will meet privately with the Internal and External Auditors.

The counter fraud specialist or representative will attend a minimum of two committee meetings a year.

The Chief Executive Officer and other Senior Leaders may be invited to attend, particularly when the Committee is discussing areas of risk or operations that are the responsibility of that director.

The Chief Executive Officer may be invited to attend the meeting at which the draft Annual Governance Statement is discussed with the Audit and Risk Committee and the process for assurance which supports it.

In relation to Part one of the meeting (Risk Management section) the following attendance is required:

A medical representative is required to attend each meeting.

The Head of Clinical Governance will be expected to attend each meeting.

The Managing Directors will ensure unit representation at each meeting and will attend, where possible with the Unit Clinical Chair, Assistant Chief Nurse/Professions and Clinical Governance Lead

The Director of Digital, Chief Pharmacist, Operational Director of Finance, Head of People Services and Director of Estates and Facilities will have an open invitation and will be required to attend (by invitation) for discussion regards their department.

The Chair of the Board is not a member of the Audit and Risk Committee and will not attend unless invited by the Chair of the Audit and Risk Committee to attend certain meetings or for specific agenda items either to form a view and understanding of the Committees operations or to provide assurances and explanation to the Committee on certain issues.

The Chief Finance and Planning Officer shall agree the agenda with the Chair of the Audit and Risk Committee and other attendees. The Assistant Trust Secretary will organise the collation and distribution of the papers and keep a record of matters arising and issues to be carried forward.

4. Access

The Head of Internal Audit, representative of external audit and counter fraud specialist have a right of direct access to the Chair of the Committee.

5. Frequency

The Committee will meet at least four times per year, including at least one meeting a year with both the internal and external auditors but without the members from the Board. The external auditors or internal auditors may request a meeting if they consider that one is necessary.

6. Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

The Committee is authorised by the Board of Directors to make executive decisions regarding the management of risk. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of others from outside the Trust with relevant experience and expertise if it considers this necessary.

7. Reporting

The Chair of the Committee will report to the Board in as soon as practically possible following the Committee meeting, this will be no later than the Board meeting in the following month. A Chairs Assurance Report of the main issues of the discussion, drawing attention to any issues that require full Board or Executive action, will be presented. In addition to this the approved minutes of the meeting will also be submitted to the private session of the Board. This is in line with the committee reporting process agreed by the Board.

The Committee will report to the Board annually on its work in support of the Annual Governance Statement, specifically commenting on the fitness for purpose of the Assurance Framework, the completeness and embeddedness of risk management in the Trust, the integration of governance

arrangements and the appropriateness of the self-assessment against the Care Quality Commission (CQC) regulations.

The Committee will undertake an annual self-assessment, which will be presented to the Trust Board, along with the Annual Report of the Committee’s activities.

8. The Duties of the Committee can be categorised as:

Governance and Internal Control

The Audit and Risk Committee reviews the establishment and maintenance of an effective system of internal control across the Trust. The Audit and Risk Committee provides an oversight of the activities of internal audit, external audit, the local counter fraud service and the assurance on internal control, including compliance with the law and regulations governing the Trust’s activities.

The Audit and Risk Committee oversee the annual audit programme for the Trust. This includes verifying that the Trust has suitable and effective systems of internal controls with respect to risk management in place. An annual Head of Internal Audit Report is presented to the Audit and Risk Committee.

In particular, the Committee will review the adequacy of:

All control related disclosure statements (in particular the Annual Governance Statement and declarations of compliance with the Care Quality Commission (CQC) regulations), together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by the Board.

The underlying assurance processes that indicate the degree of the achievement of corporate objectives and the appropriateness of the above disclosure statements.

The policies for ensuring that there is compliance with relevant regulatory, legal and code of conduct requirements and any related reporting and self-certifications.

The policies and procedures for all work related to fraud and corruption as required by NHS Protect and best practice.

The policies and procedures promoting an anti-bribery and corruption culture. This will include the “Whistle blowing” and Standards of Business Conduct policies and the Declaration of Interests and Hospitality registers

In carrying out this work the Committee will primarily utilise the work of Internal Audit, External Audit and other assurance functions, but will not be limited to these audit functions. It will also seek reports and assurances from directors and managers as appropriate, concentrating on the over-arching systems of integrated governance and internal control, together with indicators of their effectiveness.

This will be evidenced through the Committee’s use of an effective Assurance Framework to guide its work and that of the audit and assurance functions that report to it.

The Audit and Risk Committee will have oversight of the effectiveness of the Governance of Board Committees.

Information Governance

The Audit and Risk Committee are responsible for maintaining an oversight of Information Governance principally by monitoring the progress against the Information Governance toolkit including data security and the protection toolkit.

The Audit and Risk Committee has a specific role with regard to data quality to review the process put into place by the Trust to ensure the accuracy of key data. This will be achieved through a regular report on data quality presented by the Information Manager at each meeting and additional reports by exception where required. Members of the committee may request further assurance where necessary.

The Quality & Safety Committee has a specific role to review data governance issues relating to patient information, in particular in investigating any Patient Identifiable Data SI's.

The Audit and Risk Committee has a duty to ensure that these specific matters have been referred to the appropriate committee and dealt with appropriately.

Internal Audit

The Committee shall ensure that there is an effective internal audit function established by management, which meets mandatory NHS Internal Audit Standards and provides appropriate independent assurance to the Audit and Risk Committee, Chief Executive Officer and Board. This will be achieved by:

Considering the appointment of the internal audit service, the audit fee and any questions of resignation and dismissal.

Reviewing and approving the internal audit strategy, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the Trust as identified in the Assurance Framework.

Considering the major findings of internal audit investigations (and management's response), and ensure co-ordination between the Internal and External Auditors.

Ensuring that the Internal Audit function is adequately resourced and has appropriate standing within the Trust. Conducting an annual review of the effectiveness of Internal Audit and providing feedback to the Board and the Internal Auditors.

Counter Fraud Service

The Committee will ensure that there is an effective Counter Fraud function that meets NHS Protects standards. It will approve the Counter Fraud Annual plan, receive the Annual report and receive regular progress reports into any special investigations.

External Audit

The Committee shall review the work and findings of the External Auditor and consider the implications and management's responses to their work. This will be achieved by:

Considering the appointment of the external audit service, the audit fee and any questions of resignation and dismissal, in accordance with the procedures governing NHS Foundation Trusts as appropriate

Discuss and agree with the External Auditor, before the audit commences, the nature and scope of the audit as set out in the Annual Plan, and ensure coordination, as appropriate, with other External Auditors in the local health economy.

Discussion with the External Auditors of their local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee.

Review all External Audit reports, and any work carried outside the annual audit plan, together with appropriateness of management responses.

Conduct an annual review of the effectiveness of External Audit and provide feedback to the Board and the External Auditors.

Risk Management

Promote systems which provide assurance and improve the quality of care, safety and experience of patients, carers, staff and visitors to the Trust

Exercise oversight of the systems of governance and risk management and seek assurance that they are fit-for-purpose, adequately resourced and effectively deployed to concentrate on matters of concern

Oversee the effective management of risks as appropriate to the purpose of the committee

Seek assurances that the Trust complies with its own policies and all relevant external regulations and standards of governance and risk management (CQC framework)

Review of relevant external reports including CQC and ensure action plans are devised and performance managed to address any identified deficiencies in clinical governance

Satisfy itself and the Board that structures, processes and responsibilities for identifying and managing risks to patients, staff and the organisation are adequate

Ensure that standards and procedures relating to risk are embedded throughout the Trust, with mechanisms through the committee for detailed scrutiny of high and significant areas, including consultation with appropriate Trust staff

Provide leadership to ensure risk is identified and managed proactively in accordance with the Board's risk appetite

Champion and promote highly-effective risk management practices and ensure that the risk management process and culture are embedded throughout the organisation

Maximise the delivery of objectives through an effective control system

Keep risk under prudent control at all times and minimise over exposure to risk

Improve the standard of decision making on risk management

To receive and review the BAF bi-monthly and agree additions to the BAF

To raise awareness and understanding of Governance and risk management at all levels and among all staff within the Trust.

Ensure Unit responsibility for effective governance and risk management is in place and adhered to through local Unit meetings and the receipt and review of Unit Risk Registers to monitor the effectiveness of risk mitigation and escalation

To ensure all risks are scored appropriately via the Risk Matrix

Develop an effective reporting mechanism to allow escalation of risk and governance issues from an operational level and to ensure the risk profile of the whole Trust can be consolidated and to ensure that this profile takes into account the level of risk identified through both a proactive process (i.e., risk assessment with assessment with forward planning) and also through reactive processes (i.e. incidents, complaints and claims).

To provide the Board with assurance that effective governance processes are in place across the organisation and that risks are being discussed and appropriate control

The Audit and Risk Committee shall be made aware of the findings of other significant assurance functions, both internal and external to the Trust, and consider the implications to the governance of the Trust.

These will include, but will not be limited to, any reviews by Department of Health Arm's Length Bodies or Regulators/Inspectors (e.g. CQC, NHS Resolutions, NHSi etc.), professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.)

The Audit and Risk Committee shall receive details of Single Tender Waivers as approved by the Chief Executive or delegated Executive Director.

The Audit and Risk Committee shall receive a schedule of losses and compensations and approve appropriate write-offs.

The Audit and Risk Committee shall review the Registers of Declarations of Interest and Gifts and Hospitality.

Management

The Committee shall request and review, as appropriate, reports and positive ssurances from directors and managers on the overall arrangements for governance, risk management and internal control.

They may also request specific reports from individual functions within the Trust (e.g. clinical audit) as they may be appropriate to the overall arrangements.

The Committee will receive a summary report detailing progress made against their unit risk register and a review of the work of committees with delegated responsibilities for specific areas or risk. Reports are received MSK Unit, Specialist Unit, Clinical Support Unit and Support Service Unit along with a Corporate Report

Policies

The Committee shall approve such policies as the Board has not reserved to itself and as required by the Trust's Policy Framework. These will include:

- Counter Fraud Policy
- Management of Conflicts of Interest Policy

Other Matters

Financial Reporting:

The Audit and Risk Committee shall review the Annual Report and Financial Statements before submission to the Board, focusing particularly on:

The wording of the Annual Governance Statement and other disclosures relevant to the Terms of Reference of the Committee;

Changes in, and compliance with, accounting policies and practices;
Unadjusted mis-statements in the financial statements;
Letters of representation;
Major judgmental areas; and
Significant adjustments resulting from the audit

The Committee should also ensure that the systems for financial reporting to the Board, including those of budgetary control, are subject to review as to completeness and accuracy of the information provided to the Board.

Reference Costs

The Committee shall review the process for producing the annual reference costs and confirm that the Trusts return is compliant with the given procedures prior to submission.

1. Introduction
2. Welcome from
3. Governor Update
4. Trust Overview
5. Committee
6. Governance
7. Any Other

APPENDIX F2: Quality and Safety Committee Terms of Reference

1. **Constitution**

The Board hereby resolves to establish a Committee of the Board to be known as the Quality and Safety Committee. The Committee is a non-executive Committee of the Board and has no executive powers other than those specifically delegated in these Terms of Reference.

2. **Membership and Quorum**

The Committee shall be appointed by the Board from the Non-Executive Directors and Executive Directors of the Trust and shall consist of;

- Three Non-Executive Directors
- One Associate Non-Executive Director
- The Board will appoint a committee chairman and deputy chairman from the non-executive members of the Committee and appoint a Non-Executive Director to attend meetings in the absence of the chairman or deputy Chairman
- Chief Executive Officer – invited to attend as required
- Chief Medical Officer
- Chief Nurse and Patient Safety Officer

In exceptional circumstances a deputy may attend in place of an Executive Director.

The Board of Directors will appoint a Committee chairman from the Non-Executive members of the Committee and a Non-Executive Director will be nominated to chair meetings in the absence of the chairman.

An open invitation will be extended to the Trusts Chairman.

A quorum will be one Non-Executive members and two Executive members.

3. **Attendance**

The Trust Secretary/Director of Governance and the, Head of Clinical Governance and Quality will be expected to attend each meeting. The Chair of the Committee may attend at the invitation of the Chair of the Trust.

Senior Managers and Unit Representative will be required to attend the meeting when presenting a paper.

The Chief Nurse and Patient Safety Officer shall agree the agenda with the Chair of the Committee and other attendees. The Assistant Trust Secretary will organise the collation and distribution of the papers and keep a record of matters arising and issues to be carried forward.

4. **Frequency of meetings**

The Committee will meet at least 10 times a year for regular business. The Chairman of the Committee may call additional meetings.

5. **Authority**

The Committee is authorised by the Board to investigate any activity and is expected to make recommendations to the full board, within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of others from outside the Trust with relevant experience and expertise if it considers this necessary.

6. **Reporting**

The Chair of the Committee will report to the Board in as soon as practically possible following the Committee meeting; this will be no later than the Board meeting in the following month. A summary of the main issues of the discussion, drawing attention to any issues that require full Board or Executive action, will be presented via a Chairs Report.

The Committee will undertake an Annual self-assessment, which will be presented to the Trust board, along with an Annual Report.

7. **Key responsibilities**

- Promote excellence in patient care in all aspects of quality and safety, and monitor and review the “Quality Improvement Strategy”.
- The purpose of the Quality and Safety Committee is to assist the Board obtaining assurance that high standards of care are provided and any risks to quality identified and robustly addressed at an early stage. The Committee will work with the Audit Committee and Risk Management Committee to ensure that there are adequate and appropriate quality governance structures, processes and controls in place throughout the Trust to:
 - Promote safety and excellence in patient care
 - Identify, prioritise and manage risk arising from clinical care
 - Ensure efficient and effective use of resources through evidence based clinical practice
- To ensure the Trust is meeting core standards and is compliant with national guidelines to include (but not be limited to) prevention and control of infection and effective and efficient use of resources through evidence based clinical practice.
- To consider NHSi Quality Governance Framework in the delivery of its key responsibilities
- To receive an agreed level of clinical data and trend analysis from clinical forums and working groups, which provides adequate clinical matrix to inform and analyse the clinical services provided at the Trust.
- To ensure that the Committee has adequate information on which to advise and assure the Board on standards of care provision.
- To receive reports from the following committees:
 - Safeguarding Committee
 - Infection Control Committee
 - Research Committee
 - Clinical Effectiveness Committee
 - Patient Safety Committee
 - Patient Experience Committee
 - Medical Devices Committee
 - Health and Safety Committee
- The Quality & Safety Committee shall review the Quality Accounts before submission to the Trust Board
- The Committee shall approve such policies as the Board has not reserved to itself and as required by the Trust’s Policy Control Policy

Clinical outcomes

- Monitoring the effectiveness of the Trust’s arrangements for the systematic monitoring of mortality and other patient outcomes.
- Receiving and commenting on action plans and progress reports proposed by management in response to monitoring data on patient outcomes.

Incident reporting and investigation

- Monitoring the effectiveness of the Trust's systems for reporting and investigating Serious Incidents (SIs), near misses and other incidents.
- Reviewing the outcomes of investigations, ensuring that the information is presented in sufficient detail to enable systemic failings in patient care to be identified; receiving and commenting on action plans and progress reports proposed by management in response to SIs, near misses and other incidents.

Patient experience

- Monitoring the effectiveness of the Trust's systems for complaints handling and reviewing complaints for trends and themes.
- Monitoring the effectiveness of the Trusts systems for advocacy and the encouragement of feedback from patients and relatives.

Approve and review of CQUIN requirements

Patient Information Governance

- Monitoring the arrangements to ensure the security of personally identifiable data.

1. Introduction
2. Welcome from
3. Governor Update
4. Trust Overview
5. Committee
6. Governance
7. Any Other

APPENDIX F3: Finance, Planning and Digital Committee Terms of Reference

1. **Constitution**

The Board hereby resolves to establish a Committee of the Board to be known as the Finance, Planning and Digital Committee. The Committee is a non-executive Committee of the Board and has no executive powers other than those specifically delegated in these Terms of Reference.

2. **Membership and Quorum (See attached schedule)**

The Committee shall be appointed by the Board from the Non-Executive Directors and Executive Directors of the Trust and shall consist of;

- Two Non-Executive Directors
- One Associate Non-Executive Director (non-voting member)
- The Board will appoint a Committee Chair and deputy Chair from the Non-Executive Members of the Committee and appoint a Non-Executive Director to attend meetings in the absence of the Chair or deputy Chair
- Chief Finance and Planning Officer
- Chief Performance, Improvement and OD Officer (until end of June 2022)
- Director of People – invited to attend as required
- Chief Executive Officer – invited to attend as required
- Chief Operating Officer (from July 2022)

The Board of Directors will appoint a Committee chairman and deputy chairman from the Non-Executive members of the Committee and appoint a Non-Executive Director to attend meetings in the absence of the chairman.

An open invitation will be extended to the Trusts Chairman.

A quorum will be one Non-Executive members and two Executive members.

3. **Attendance**

Other Executive Directors and Managing Directors will be required to attend when appropriate. The Trust Secretary/Director of Governance and Director of Digital will attend each meeting.

The Chief Finance and Planning Officer shall agree the agenda with the Chair of the Committee. The Assistant Trust Secretary will organise the collation and distribution of the papers, record the proceedings of the Committee and keep a record of matters arising and issues to be carried forward.

4. **Frequency of Meetings**

The Committee will meet at least ten times a year for regular business. The Chair of the Committee may call additional meetings.

When appropriate committee meeting will take place as a virtually in line with the virtual board good governance guidance.

5. **Authority**

The Committee is authorised by the Board to provide an objective view of the financial and performance position of the Trust and will act to oversee the delivery of achieving financial, activity and operational performance targets, making any decisions delegated to it and if appropriate, report and make recommendations to the Board, within its terms of reference.

The Committee is distinct and separate from the Audit Committee and will act to minimise any possible areas of overlap between these two Committees,

It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the

attendance of others from outside the Trust with relevant experience and expertise if it considers this necessary.

6. **Reporting**

The Chairman of the Committee will report to the next Board meeting following the Committee meeting. A summary of the main issues of the discussion, drawing attention to any issues that require Board or Executive action, will be presented. In addition to this the approved minutes of the meeting will also be submitted. This is in line with the Committee reporting process agreed by the Board.

The Committee will undertake an Annual self-assessment, which will be presented to the Board, along with an Annual Report.

7. **Key Responsibilities**

The Finance, Planning and Digital Committee supports and advises the Board on all aspects of the Trust's Annual and Long Term Financial Plans and recommends adoption of the plans to the Board of Directors.

Strategy

- To consider and approve the key planning and financial assumptions to be used in the five year strategy and annual operational plan.
- Oversight of strategic issues related to income e.g. changes to tariff, commissioning intentions, tendering for new services, risks from competition and market share.
- To consider recommendations of investment and disinvestment of Trust sub-specialty / service reviews ensuring strategic steer in keeping with the Trust strategy and objectives.
- Capital planning oversight, ensuring forward planning, regular review and recommendations including acquisitions and disposal of assets, in line with the Trust strategy and objectives.
- To consider, evaluate and if appropriate recommend for Board approval commercial developments and partnerships opportunities in keeping with the Trust strategy and objectives.
- To consider and recommend Board approval of material business cases as defined by the Trust SFI's (currently investments above c£250k)
- Consider post project evaluation reports on significant capital investments. This will include all schemes over £250k and other schemes which are considered to represent a significant risk to the Trust.
- To consider and recommend Board approval of the Trust's Digital Strategy
- Oversight of the Trust's digital risks

Oversight and Scrutiny

- Receive regular reports on financial performance including the overall financial performance against plan and associated risk rating, performance of Capital programme and the performance of activity against contract
- To evaluate progress and recommend further actions from the review of in year financial, CIP, activity, RTT and productivity performance information, including SLR review
- Review the Trust's investment register of cash investment as required
- To evaluate progress of service transformation and investment plans, ensuring establishment of models of best practice in line with the Trust strategy.
- Promoting sustainability and receiving sustainability KPIs

- To receive routine Chair Assurance Reports from designated working groups e.g. Capital Management Group, Procurement Steering Group, Digital Steering Group, ICS Sustainability Committee, MSK Programme Board
- Receive relevant internal audit reports.
- To provide oversight in respect of all aspects of business planning, partnerships and development.
- To provide oversight to the Trust annual plan and its subsequent delivery.
- To oversee the delivery of the Trust's digital strategy
- To receive deep dives for scrutiny and further assurance into key performance areas. At the time of the meeting, the Committee will decide which deep dive will be presented at the following meeting.

Policies/Strategies

- The Committee shall approve such policies and strategies as the Board has not reserved to itself and as required by the Trust's Policy Control Policy.
- Review progress made in delivering key enabling strategies such as (but not limited to) Estates, Procurement, and IT raising any significant risks regarding their delivery to the Board.

APPENDIX F4: People Committee Terms of Reference

1. **Constitution**

The Board hereby resolves to establish a Committee of the Board to be known as the People Committee. The Committee is a non-executive Committee of the Board and has no executive powers other than those specifically delegated in these Terms of Reference.

2. **Membership and Quorum**

The Committee shall be appointed by the Board from the Non-Executive Directors and Executive Directors of the Trust and shall consist of;

- Three Non-Executive Directors
- The Board will appoint a Committee Chair and Deputy Chair from the non-executive members of the Committee and appoint a Non-Executive Director to attend meetings in the absence of the Chair or Deputy Chair
- Chief Executive Officer
- Chief of People
- Chief Nurse and Patient Safety Officer
- Chief of Performance, Improvement and Organisational Development Officer
- Chief Medical Officer

In exceptional circumstances a deputy may attend in place of an Executive Director.

The Board of Directors will appoint a Committee Chair from the Non-Executive members of the Committee and a Non-Executive Director will be nominated to chair meetings in the absence of the Chair.

An open invitation will be extended to the Trusts Chairman.

A quorum will be one Non-Executive member and two Executive members.

3. **Attendance**

The Trust Secretary/Director of Governance, Head of People and the Trust Board Advisor will be expected to attend each meeting. The Chair of the Trust may attend at the invitation of the Chair of the Committee.

The Director of Digital, Chief Pharmacist, Unit Representative, People Services Business Partners, Freedom to Speak Up Guardian will only be expected to attend when a relevant paper is being presented. A time slot will be allocated to those individuals to support the logistics of the meeting.

The Chief of People shall agree the agenda with the Chair of the Committee and other attendees. A member of the Executive office secretariat will organise the collation and distribution of the papers and keep a record of matters arising and issues to be carried forward.

4. **Frequency of meetings**

The Committee will meet monthly (excluding August and December) for regular business. The Chairman of the Committee may call additional meetings.

5. **Authority**

The Committee is authorised by the Board to investigate any activity and is expected to make recommendations to the full board, within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of others from outside the Trust with relevant experience and expertise if it considers this necessary.

6. **Reporting**

The Chair of the Committee will report to the next Board meeting following the Committee meeting. A

summary of the main issues of the discussion, drawing attention to any issues that require full Board or Executive action, will be presented via a Chairs Assurance Report this is in line with the committee reporting process agreed by the Board.

The Committee will undertake an annual self-assessment and annual report, which will be presented to the Audit Committee which has delegated responsibility from the Trust Board.

7. **Key responsibilities**

- The purpose of the People Committee is to assist the Board obtaining assurance that the Trust's workforce strategies and policies are aligned with the Trust's strategic aims and support a patient-focused, performance culture where staff engagement, development and innovation are supported. The Committee will work with the Audit and Risk Committee to ensure that there are adequate and appropriate governance structures, processes and controls in place throughout the Trust to:
 - Promote excellence in staff health and wellbeing
 - Identify, prioritise and manage risks relating to staff
 - Ensure efficient and effective use of resources
- To ensure the Trust is meeting its statutory and regulatory requirements in relation to workforce management.
- To oversee the development and implementation of the People Plan and any related workforce plans
- To monitor and develop the Trust's plans for talent management, succession planning, staff engagement, performance, reward and recognition strategies and policies
- To receive an agreed level of workforce data and trend analysis to inform and analyse workforce issues
- To ensure that the Committee has adequate information on which to advise and assure the Board on 'Caring for Staff'
- To receive reports from the following committees:
 - Staff Experience Group
 - Equality Diversity and Inclusion Group
 - Learning and Development Group
 - Resource Committee
- The Committee shall approve such policies as the Board has not reserved to itself and as required by the Trust's Policy Control Policy
- Review progress made in delivering key enabling workforce strategies raising any significant risks regarding their delivery to the Board.
- To assure and provide advice to the Board on any arising People Services issues of significance

APPENDIX F5: Executive Directors Remuneration and Appointments Committee Terms of Reference

Constitution

The Board hereby resolves to establish Committee of the Board to be known as the Executive Directors Remuneration Committee and Appointments Committee
The Committee is a Non-Executive Committee of the Remuneration Committee and has no executive powers other than those specifically delegated in these Terms of Reference.

Purpose

To be responsible for identifying and appointing candidates to fill all the Executive Director positions on the board.

When appointing the Chief Executive, the Committee shall be the Committee described in Schedule 7, 17(3) of the National Health Service Act 2006 (the Act). When appointing other Executive Directors the committee described in Schedule 7, 17(4) of Act

The Committee shall ensure there is a formal, rigorous and transparent procedure for the appointment of new Directors and that Directors are 'fit and proper' to meet the requirements of the general conditions of the Trusts provider licence.

Membership

The membership of the Committee(s) shall vary according to the nature of the business to be discharged at a particular meeting as follows:

For the appointment and remuneration of the Chief Executive

Chairman of the Board
Non- Executive
Directors

The quorum is the Chairman and three Non-Executive Directors.

For the appointment of remuneration any other Executive Director

Chairman of the Board
Chief Executive
Non-Executive Directors

The quorum is the Chairman, Chief Executive and two Non-Executive Directors.

Secretary to the Committee

The Chief People Officer will act as the secretary to the committee(s) and will facilitate and attend all meetings of the committee. S/he will agree the agenda with the Chair of the Committee and other attendees organise the collation and distribution of the papers and keep a record of decisions and recommendations taken.

Attendance

The Committee may request an Independent advisor to attend.

Executive Directors may be requested to attend when the committee considers such issues as succession planning.

The Director of People will attend to facilitate the meeting and provide technical advice if required

Frequency of meetings

Ad hoc

Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee. The Committee is authorised to obtain outside legal or other independent professional advice and to secure the attendance of others from outside the Trust with relevant experience and expertise if it considers this necessary.

Key Responsibilities

- As Requested by the Board, review the structure, size and composition of the board and make recommendations for changes as appropriate.
- As Requested by the Board, give full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the Trust and the skills and expertise requires within the board of directors to meet them.
- When considering the appointment of Executive Directors, the Appointment Committee must ensure that statutory roles are maintained and will take into account the views of the board of directors regarding the qualifications, skills and experience required.
- The Committee is responsible for ensuring that any Director nominated for a Board position, is “fit and proper” to undertake the role. The requirements, checks and declarations are shown at Appendix F5.1.
- Setting the remuneration of all Executive Directors, including salary and any performance related elements / bonuses or allowances and provision for other benefits including cars
- Ensuring the contractual terms of Executive Directors are in accordance with national policy and guidance, particularly in relation to the termination of employment, notice periods and pension benefits
- Determining whether a proportion of Executive Directors’ remuneration should be linked to corporate and individual performance and, if so, approving an appropriate scheme of performance related remuneration.

Process for the Identification and Nomination of Chief Executive or Executive Directors

The process to be followed for the appointment of a new Chief Executive or Executive Director has been agreed by the Trust Board, and is included in appendix F5.2.

Suggestions for improvement to the process will be feedback to the Trust Board as appropriate, and the process will be periodically updated where agreed.

Reporting

The Chair of the Committee will report to the next meeting of the Board following the Committee, summarising the main issues of the discussion and drawing to the Board’s attention any issues that require disclosure to the full Board or require Executive action.

Details of the Committee and the appointments made will be included in the Trust’s Annual Report. When the Committee has met to appoint Chief Executive, the Chairman will prepare a report of the proceeding for the Governors, to assist them in approving the appointment.

Approved by Trust Board

Appendix F5.1: Fit and Proper Person requirements, checks and declarations

- NHS Employers – Employment Checks Requirements
 - Identity
 - Right to Work
 - Professional Registration and Qualifications
 - Employment history and reference
 - Criminal record and barring
 - Work health assessment
- Current and previous directorships
- Conflicts of interest
- Declaration to abide by Standards for Members of NHS boards
- Declaration to abide by Trusts Standards of Business Conduct
- Declaration to maintain confidentiality

The following may not become a member of the Board of Directors

- A person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- A person who has made a composition or arrangement with, or granted a trust deed for, his or her creditors and has not been discharged in respect of it.
- A person who within the preceding five years has been convicted in the British islands of any offence if a sentence of imprisonment (whether suspected or not) for a period of not less than three months (without the option of a fine) was imposed on him or her).
- A person who has been barred from acting as a governor of an FT or disqualified as a director.
- A person with a history of any action against the principles of the NHS Constitution

Appendix F5.2: Process for the Identification and Nomination of Chief Executive or Executive Director

The standard approach to advertising and recruitment for executive appointments shall be as follows:

- Identify skills gap based on assessment of requirements of the post
- Liaise with the Remuneration Committee to confirm terms & conditions
- Update role description and person specification to reflect skills gap being addressed
- Consideration will be given to the use of agencies to assist with recruitment processes where appropriate
- Advertise through
 - Local and or National newspapers (Shropshire; North Wales; Cheshire)
 - NHS Careers Website/NHS Employers executive vacancies
 - Trust Web Site through link to NHS Careers
 - Email shot to FT Members
 - Email shot to Trust Staff
- Pre-screening - Dependent on the number and standard of applications received the Committee will give consideration to the use of ability and psychometric testing in order to determine a short list for interview Committee (this may be via teleconference)
- Appoint Independent Adviser with appropriate professional background.

For the Appointment of the Chief Executive

Chairman of the Board
Minimum of three Non- Executive Directors
Independent Adviser (non-voting)

For the appointment of any other Executive Director

Chairman of the Board
Chief Executive
Minimum of two Non-Executive Directors
Independent Adviser (non-voting)

- Interview panel - Prior to the interview, panel members to be allocated areas of questioning, with sample questions to support them together with a scoring matrix to ensure decisions are based on a robust assessment of each applicant
- Interview panel recommendation for appointment of a Chief Executive will be made to the Executive Director Appointment Committee (sitting without the Chief Executive) and subject to the approval of the Council of Governors
- Interview panel recommendation for appointment of an Executive Director will be made to the Executive Director Appointment Committee
- Conditional offer made subject to completion of 'fit and proper' person checks

Suggestions for improvement to the process will be feedback to the Trust Board as appropriate, and the process will be periodically updated where agreed.

APPENDIX F6: Non-Executive Directors Remuneration and Appointment Committee Terms of Reference

Constitution

The Non-Executive Directors Remuneration and Appointment Committee (the Committee) is constituted as a standing committee of the Council of Governors. Its constitution and terms of reference shall be set out below, subject to amendment at future meetings of the Council of Governors.

Purpose

The Committee is responsible for appointing Non-Executive Directors, including the Chairman, to the Board of Directors.

The Committee shall ensure there is a formal, rigorous and transparent procedure for the appointment of new Directors and that Directors are 'fit and proper' to meet the requirements of the general conditions of the Trusts provider licence.

The Committee will also periodically be satisfied that plans are in place for orderly succession for appointments to Non-Executive positions, so as to maintain an appropriate balance of skills and experience on the board.

The Committee will recommend to the Council of Governors remuneration and terms of service policy for Non-Executive Directors, taking into account the views of the chair (except in respect of his own remuneration and terms of service) and the chief executive and any external advisers.

The Committee will agree the process and receive and evaluate reports about the performance of individual Non-Executive Directors and consider this evaluation output when reviewing remuneration levels.

Membership

The membership of the Committee shall have a majority of governors, and will be chaired by the Chairman or by the Senior Independent Director in his absence, and will consist of the following

For the appointment and remuneration of the Chairman

Lead Governor
Senior Independent Director of the Board
2 public governors
1 staff governor and/or 1 appointed governor

For the appointment and remuneration of any other Non-Executive Director

Chairman of the Board
Lead Governor
2 Public Governors
1 Staff Governor and/or 1 Appointed Governor

Secretary to the Committee

The Trust Secretary/Director of Governance will act as the Secretary to the Committee, and will facilitate and attend all meetings of the committee. She will agree the agenda with the Chair of the Committee and other attendees organise the collation and distribution of the papers and keep a record of decisions and recommendations taken.

Conflicts of Interest

The Chair of the Trust or any Non-Executive Directors present at Committee meetings will withdraw from discussions concerning their own remuneration of terms of service.

Attendance

The Committee may request an Independent advisor to attend. Director of People will attend to facilitate the meetings and will be available to give technical advice if required.

Frequency of meetings

Ad Hoc

Authority

The Committee is authorised by the Council of Governors to act within its terms of reference and constitution as set out in this document. The Committee is authorised by the Council of Governors, subject to funding and Board approval, to obtain outside legal or other independent professional advice and to secure the attendance of others from outside the Trust with relevant experience and expertise if it considers this necessary. The Committee is also authorised to request such internal information as is necessary and expedient to the fulfilment of its function.

Key Responsibilities

- When considering the appointment of non-executive directors, the appointments committee, on behalf of the council of governors, will take into account the views of the board of directors regarding the qualifications, skills and experience required for each position.

The skills and experience needed across the Non-Executive Directors of the Board, to ensure a broad range of appropriate knowledge and experience to ensure sufficient challenge to the executive team are determined as follows:

- Legal
 - Financial
 - Business Strategy
 - Human Resources
 - Clinical/Research
 - Marketing/PR
- The Committee is responsible for ensuring that any Director nominated for a Board position, is “fit and proper” to undertake the role. The requirements, checks and declarations are shown at Appendix F6.1.
- In adhering to all relevant laws and regulations the Committee will establish levels of remuneration which:
 - Are sufficient to attract, retain and motivate Non-Executive directors of the quality and with the skills and experience required to lead the trust successfully, without paying more than is necessary for this purpose, and at a level which is affordable for the Trust;
 - Reflect the time commitment and responsibilities of the roles;
 - Take into account appropriate benchmarking and market-testing, which ensuring that increases are not made where trust or individual performance do not justify them; and
 - Are sensitive to pay and employment conditions elsewhere in the trust (not foregoing that non-executive directors are not employees)

Process for the Identification and Appointment of Non-Executive Directors

The process to be followed for the appointment of a new Chairperson or Non-Executive Director has been agreed by the Council of Governors, and is included in appendix F6.2.

Suggestions for improvement to the process will be fed back to the Council of Governors as appropriate, and the process will be periodically updated where agreed.

Reporting

Formal minutes shall be taken of all Committee meetings and once approved by the Committee, circulated to members of the Council of Governors, unless a conflict of interest, or matter of confidentiality exists.

The Committee will report to the Council of Governors after each meeting.

The Committee shall receive and agree a description of the work of the Committee, its policies and all Non-Executive Director emoluments in order that these are accurately reported in the required format in the trusts annual report.

Details of the Committee and the appointments made will be included in the Trust's Annual Report.

Appendix F6.1: Fit and Proper Person Requirements, Checks and Declarations

- Criminal records checks
- Current and previous directorships
- Previous employment referencing
- Verification of relevant qualifications
- Conflicts of interest
- Reside within a constituency of the Trust
- Be a member of the Trust
- Declaration to abide by Standards for Members of NHS boards
- Declaration to abide by Trusts Standards of Business Conduct
- Declaration to maintain confidentiality

The following may not become a member of the Board of Directors

- A person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- A person who has made a composition or arrangement with, or granted a trust deed for, his or her creditors and has not been discharged in respect of it.
- A person who within the preceding five years has been convicted in the British islands of any offence if a sentence of imprisonment (whether suspected or not) for a period of not less than three months (without the option of a fine) was imposed on him or her).
- A person who has been barred from acting as a governor of an FT or disqualified as a Director.
- A person with a history of any action against the principles of the NHS Constitution

Appendix F6.2: Process for the Identification and Appointment of Non- Executive Directors

The standard approach to advertising and recruitment for NED appointments shall be as follows:

- Identify skills gap based on assessment of NEDs current skills and experience
- Amend generic role description and person specification to reflect skills gap being addressed
- Appoint Independent Adviser
- Liaise with Non-Executive remuneration Committee to confirm terms and conditions
- Advertise through :
 - Local and or National newspapers (Shropshire; North Wales; Cheshire)
 - Trust Web Site
 - Email shot to FT Members
 - NHS Careers Website
 - Email shot to Trust Staff
- **Applications via on-line form together with covering letter to Director of People**
- Long list (i.e. sift out inappropriate applications by Director of People /Chairman)
- Short list agreed by Appointments Committee (this may be via teleconference)
- Nominations committee interview panel - Prior to the interview, panel members to be allocated areas of questioning, with sample questions to support them together with a scoring matrix to ensure decisions are based on a robust assessment of each applicant.
- Appointment Committee recommendation for appointment made to the Council of Governors for approval
- Conditional offer made subject to completion of 'fit and proper' person checks

Suggestions for improvement to the process will be feedback to the Council of Governors as appropriate, and the process will be periodically updated where agreed.

Patient Safety Walkabout Summary (Q1)

0. Reference Information

Author:	Mary Bardsley, Assistant Trust Secretary	Paper date:	19 July 2022
Senior Leader Sponsor:	Sara Ellis Anderson, Interim Chief Nurse and Patient Safety Officer	Paper written on:	8 July 2022
Paper Reviewed by:	N/A	Paper Type:	Governance and Quality
Forum submitted to:	Council of Governors	Paper FOIA Status:	Full

1. Purpose of Paper

1.1. Why is this paper going to Council of Governors and what input is required?

This paper presents a summary of the recent patient safety walkabouts across the Trust which is shared with the Council of Governors for information.

2. Executive Summary

2.1. Context

Walkabouts are conducted in patient care wards/departments, and they provide an informal method for leaders to talk with front-line staff about safety issues in the organisation and show their support for teams across the Trust.

2.2. Summary

- The walkabouts were reinstated as of April 2022
- For Q1 (April – June) there are a total of five walkabouts scheduled
- Four have taken place which has received positive feedback
- One was postponed due to apologies and has been rescheduled for later in the year
- A schedule for the quarter two can be found in appendix one
- The feedback from the walkabouts can be found in appendix two

2.3. Conclusion

The Council of Governors is asked to note the summary which is shared for information.

Patient Safety Walkabout Summary (Q1)

3. The Main Report

3.1. Introduction

By using Patient Safety Leadership Walkabouts, health care organisations can demonstrate to staff the organisation's commitment to building a culture of safety.

Walkabouts are conducted in patient care wards/departments and they provide an informal method for leaders to talk with front-line staff about safety issues in the organisation and show their support for teams across the Trust.

Many organisations that have conducted walkabouts in conjunction with Safety Briefings have achieved greater success in changing the culture than organisations that use either tool alone. Focusing solely on safety during these rounds is a more successful strategy for promoting creating a culture of safety than digressing to other topics such as budgets and patient satisfaction.

Purpose of the Walkabouts

- Demonstrate commitment to safety
- Fuel culture for change pertaining to patient safety
- Provide opportunities for senior executives to learn about patient safety
- Identify opportunities for improving safety
- Establish lines of communication about patient safety among employees, executives, managers, and employees
- Establish a plan for the rapid testing of safety-based improvements

Measures of Success

- Number of errors reported per month from voluntary reporting systems (outcome measure)
- Number of safety-based changes made by managers per year
- Percent of changes in overall surveillance data (for example, infection rates)

3.2. Associated Risks

There have been no risks identified.

3.3. Conclusion

The Trust will continue to schedule the walkabouts throughout 2022/23 asking Governors to support.

The information will be shared with the Senior Leaders Group, Quality and Safety Committee and the Council of Governors on a quarterly basis.

Patient Safety Walkabout Summary (Q1)

Appendix 1: Schedule for Quarter 2 (July 2022 – September 2022)

Date	Time	Area Visited
July 12 th	12:45 – 13:45	Clwyd
July 21 st	08:45 – 09:45	Ludlow
July 26 th	16:00 – 17:00	Wrekin
September 22 nd	08:45 – 09:45	Kenyon
September 22 nd	15:00 – 16:00	Pharmacy
September 27 th	16:00 – 17:00	OT

Patient Safety Walkabout – Summary Guidance

Dept/Ward: Oswald Ward

Date: 21/04/2022

In Attendance: Fiona, Tony, Sara Ellis-Anderson

Questions	Comments
Is it Safe?	
What to ASK	
Today are you able to care for your patients as safely as possible? If not, what is prohibiting you?	Yes. Some days high dependency/complexity mitigated & ward manager would support and work in numbers.
Have there been any recent patient safety incidents reported? If so has there been any lessons learnt/improvements?	Discussed recent Patient fall. Patient “call don’t fall” posters in . Decrease BP was the probable cause. This was shared in ward meeting. Spinal tetraplegic patient – call bell access limited on Oswald (Wrekin lended monitor) – Ward investing in a monitor for use going forwards. Overall staff had awareness of the incidents being reported and actions taken.
Do you think we learn widely from serious incidents or never events across the Trust?	Shared at monthly Ward meeting. Awareness of Serious Incidents but staff could not describe in detail actions taken/lessons learnt
What to OBSERVE	
Are staff bare below the elbows and there is evidence of hand hygiene?	Yes. All staff BBE & hand gel used entering rooms.
Area is clutter free and equipment is stored safely. Equipment is visibly clean and dust free	Yes. Some clutter/equipment storage at end of corridor but all equipment clean and labelled.
The trust uniform policy is adhered to	Yes. All ward staff compliant. 1 Doctor wearing watch – removed.
Is it Effective?	
What to ASK	
How do you work as a wider team to deliver patient care?	Wider hospital working with staffing shortfalls, examples given.
Is there any training or support you need to do your job better?	Bespoke tumour/bone/soft tissue on induction. Use of Sarcoma UK learning materials. B6/7 Competencies leadership development programme CSM – Scenarios pack would be helpful.
What to OBSERVE	
The notice boards are up to date and so are leaflets	Yes. Check medicines safety (in clean utility) – Dated December 2021. Good array of leaflets.
Are there opportunities for improving the environment?	Patient toilet outside of side room for access to patients waiting – the only toilets available are within the en-suite facilities. Access to outside for patients.
Is it Caring?	

What to ASK	
What are you most proud of working here?	Patients (Oncology) – Personal strength/resilience that they show.
Do you think patients are involved in their care?	Yes very involved. Spoke to patient, example of wound care and joint decision. Patient feedback very positive about care given
What to OBSERVE	
The patients call bells are within easy reach of the patient and responded to in a timely manner	Patient feedback – Yes. Witnessed call bell being answered in timely manner.
Is the patient's dignity and privacy respected?	Yes. Some noise at night mentioned by patient.
Is it Responsive?	
What to ASK	
What was the last complaint or compliment a patient made to you? What happened?	Lots of compliments and these are fed back to the team. 1 complaint last week – Spinal emergency discharge and patient expectations. Discussed importance of communication.
What are the departments top three risks/worries? How can the senior leadership help?	<ul style="list-style-type: none"> Staffing – discussed incentives for staff and weekly pay as options. Oswald staff have not seen the benefit of the recently introduced enhanced bank staffing. Managing Covid positive (Red) /Green patients in the same clinical area Prioritise beds for tumour patients
What to OBSERVE	
Are Staff supporting patients who may be disorientated?	Not observed during visit. N/A.
Are there PALS information and patient feedback posters displayed?	Yes. Displayed clearly and easily accessible.
Is it Well Led ?	
What to ASK	
Do you feel you have sufficient interaction with managers and senior leaders within the Trust?	Yes. Exec Buddy – Unsure of who this is but aware of the system in place.
How could communication (from board to ward and ward to board) be improved?	Changes in Matron role structure could have been communicated better – staff feel there have been numerous changes recently. Further visibility of Exec Team would be welcomed.
What to OBSERVE	
Does the area appear well led and is it clear who is in charge?	Yes. Staffing clearly displayed including who nurse in charge is.

Areas to highlight (if required)

Sharps box closure reminders written on sharps box lids. – Good Practice.
 'Clean & Ready for Admission' in clip frame outside of room to replace the stickers. – Good Practice.

Patient Safety Walkabout – Summary Guidance

Dept/Ward: Theatre Visit

Date: 28th June 2022

In Attendance: Sarfraz Nawaz, Simon Adams, Colin Chapman, Rachael Flood, David Blackwell

Questions	Comments
Is it Safe?	
What to ASK	
Today are you able to care for your patients as safely as possible? If not, what is prohibiting you?	
Have there been any recent patient safety incidents reported? If so has there been any lessons learnt/improvements?	
Do you think we learn widely from serious incidents or never events across the Trust?	Discussion concerning Never events following restarts since Covid were discussed, and Rachel and David shared the learning that had taken place.
What to OBSERVE	
Are staff bare below the elbows and there is evidence of hand hygiene?	All staff compliant on observation.
Area is clutter free and equipment is stored safely. Equipment is visibly clean and dust free	The staff did mention the issues with storage, and this was witnessed on more than one occasion in that equipment was difficult to keep in areas without causing disruption to flow. New kit was in the process of being acquired, however storage for the kit (microscope) would potentially still be an issue. Staff were keen that they are involved in the upgrade of the theatres at an early opportunity in order to be able to potentially resolve some of the longer term storage issues.
The trust uniform policy is adhered to	All staff were compliant with uniform policy and following current guidelines in respect of IPC / COVID.
Is it Effective?	
What to ASK	
How do you work as a wider team to deliver patient care?	
Is there any training or support you need to do your job better?	Introduction of electronic boards to show information was felt by David and Rachel that this would be beneficial and enable staff to easily see information, rather than the current methods, which whilst clear, were sometimes felt could be overwhelming when looking for particular information.
What to OBSERVE	
The notice boards are up to date and so are leaflets	Yes all information in date.
Are there opportunities for improving the environment?	Improvement opportunities within rest areas and also storage areas to allow further compliance to IPC guidance.
Is it Caring?	
What to ASK	Unable to view patient care due to the nature of the environment

1. Introduction
2. Welcome from the Chairman
3. Governor Update
4. Trust Overview (Presentation)
5. Committee Chairs Updates
6. Governance
7. Any Other Business

What are you most proud of working here?	
Do you think patients are involved in their care?	
What to OBSERVE	Unable to view patient care due to the nature of the environment
The patients call bells are within easy reach of the patient and responded to in a timely manner	
Is the patient's dignity and privacy respected?	
Is it Responsive?	
What to ASK	
What was the last complaint or compliment a patient made to you? What happened?	
What are the departments top three risks/worries? How can the senior leadership help?	The size of the rest areas was raised, and keen to address as part of any redevelopment. Staff were keen to be involved in the new EPR and to evaluate how this can improve flows within Theatre.
What to OBSERVE	
Are Staff supporting patients who may be disorientated?	N/A
Are there PALS information and patient feedback posters displayed?	N/A
Is it Well Led ?	
What to ASK	
Do you feel you have sufficient interaction with managers and senior leaders within the Trust?	
How could communication (from board to ward and ward to board) be improved?	
What to OBSERVE	
Does the area appear well led and is it clear who is in charge?	The visit was very good and both Rachael & David were very helpful in describing the flow in theatres, pointing out the good, what had improved, and what could still be done.

Areas to highlight (if required)

Patient Safety Walkabout – Summary Guidance

Dept/Ward: ...Pharmacy.....

Date: ...23/06/2022.....

In Attendance: Ruth Longfellow, Colette Gribble, David Gilburt and Carrie Jenkins

Questions	Comments
Is it Safe?	
What to ASK	
Today are you able to care for your patients as safely as possible? If not, what is prohibiting you?	
Have there been any recent patient safety incidents reported? If so has there been any lessons learnt/improvements?	
Do you think we learn widely from serious incidents or never events across the Trust?	
What to OBSERVE	
Are staff bare below the elbows and there is evidence of hand hygiene?	<ul style="list-style-type: none">CD audits quarterly - learning themes from audits shared with wardTendable app very useful as now audits are web based rather than paper basedNew temperature monitoring system for drug fridges- new technology - will email an alert if there is a problem.
Area is clutter free and equipment is stored safely. Equipment is visibly clean and dust free	
The trust uniform policy is adhered to	
Is it Effective?	
What to ASK	
How do you work as a wider team to deliver patient care?	
Is there any training or support you need to do your job better?	
What to OBSERVE	
The notice boards are up to date and so are leaflets	<ul style="list-style-type: none">Good use of Teams app now for communication between pharmacy team throughout the hospitalUse teams to join daily state of play to share information if any medicine issuesUse Teams for DTC, for holding and sharing of drug related documents
Are there opportunities for improving the environment?	
Is it Caring?	
What to ASK	
What are you most proud of working here?	
Do you think patients are involved in their care?	
What to OBSERVE	

The patients call bells are within easy reach of the patient and responded to in a timely manner	<ul style="list-style-type: none">All members of pharmacy we met, cited positive supportive working environment, good teamwork
Is the patient’s dignity and privacy respected?	
Is it Responsive?	
What to ASK	
What was the last complaint or compliment a patient made to you? What happened?	
What are the departments top three risks/worries? How can the senior leadership help?	
What to OBSERVE	
Are Staff supporting patients who may be disorientated?	<ul style="list-style-type: none">Use of technology to improve lots of systems, to improve safety and efficiencyPlanning for a 'dispensing' system for emergency drug cupboard - safer and easier to manage stock levelsFeedback learning to clinical areas following incidents and audits
Are there PALS information and patient feedback posters displayed?	
Is it Well Led ?	
What to ASK	
Do you feel you have sufficient interaction with managers and senior leaders within the Trust?	
How could communication (from board to ward and ward to board) be improved?	
What to OBSERVE	
Does the area appear well led and is it clear who is in charge?	

Areas to highlight (if required)
Space is an issue, storage of vaccination clinical files for 20 yrsPaeds - need to keep documents relating to medicines use

0. Reference Information

Author:	Mary Bardsley, Assistant Trust Secretary	Paper date:	19 July 2022
Senior Leader Sponsor:	Stacey Keegan, Chief Executive Officer	Paper written on:	8 July 2022
Paper Reviewed by:	Shelley Ramtuhul, Trust Secretary/Director of Governance	Paper Type:	Strategy
Forum submitted to:	Council of Governors	Paper FOIA Status:	Full

1. Purpose of Paper

1.1. Why is this paper going to Council of Governors and what input is required?

This paper presents the Foundation Trust Public Membership Development and Engagement Strategy for the Council of Governors to consider and approve.

2. Executive Summary

2.1. Context

The Robert Jones & Agnes Hunt Orthopaedic Hospital NHS Foundation Trust Public Membership Strategy has been developed to address the key challenges to the Trust in growing its public membership year on year and ensuring that FT members are engaged both directly and through their elected public governors, in the development of the Trusts services.

The Strategy Map, (appendix 1), provides a simple summary of the objectives and the actions agreed by the Council of Governors, and which provides the framework and focus for membership activities for the coming years.

The strategy document explains each of the areas in more detail together with background information regarding our current public membership.

2.2. Summary

- The Strategy is for the period of 2022 – 2025
- As of July 2022 the Trusts total membership is 6674 which consisted of 1201 staff members and 5473 public members.
- Objective one: to build and maintain our membership numbers by actively recruiting and retaining members
- A key aim is to ensure continued growth of membership across all categories. Under represented groups include under 14s, Men and Cheshire & Merseyside and West Midlands
- Objective two: to effectively engage and communicate with members

2.3. Conclusion


A review of the membership strategy will be undertaken by the Council of Governors together with the Board, who will approve any new approaches to recruitment and changes to the Membership Development and Engagement Strategy. These will be jointly owned by the two parties.

The Council of Governors is asked to approve the Strategy.

The Robert Jones and Agnes Hunt Orthopaedic Hospital



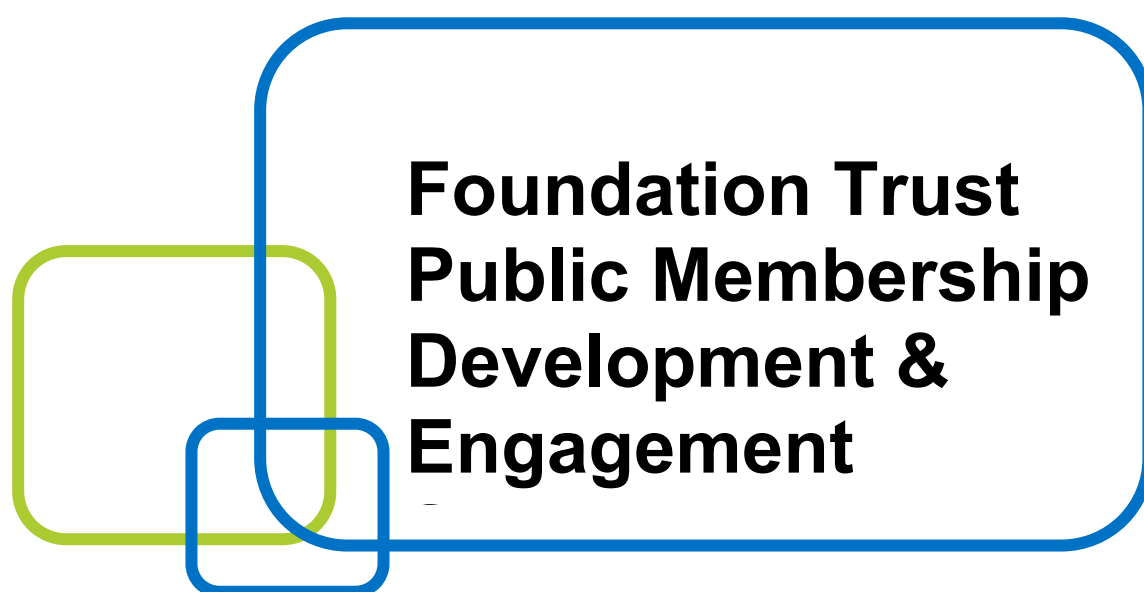
NHS Foundation Trust

Title:	Foundation Trust Public Membership Development and Engagement Strategy		
Unique Identifier:	SGY018	Document Type:	Strategy
Version Number:	4.0	Status:	
Responsible Director:	Chief Executive Officer		
Author:	Trust Secretary/Director of Governance		
Scope:	Trust wide		
Replaces:	Version 3.0		
To be Read in Conjunction with the Following Documents: (list related policies)			
Keywords:	Membership, Member, Public Membership		
Considered By Executive Owner:	Chief Executive	Date Considered:	08/07/2022
Endorsed By:		Date Endorsed:	
Approved By:	Council of Governors	Date Approved:	19/07/2022 - tbc
Issue Date:		Review Date:	
Security Level:	Open Access ✓ Restricted Confidential		
<div><div><div><div>Friendly</div><div>Caring</div><div>Excellence</div><div>Professional</div><div>Respect</div></div><div></div><div>Trust Values</div></div></div>			

1. Introduction
2. Welcome from
3. Governor Update
4. Trust Overview
5. Committee
6. Governance
7. Any Other



The Robert Jones and Agnes Hunt
Orthopaedic Hospital
NHS Foundation Trust



Foundation Trust Public Membership Development & Engagement

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1. Purpose

As a Foundation Trust, we are accountable to local people who can become members and governors. We place stong value on our relationship links with the local community

The Robert Jones and Agnes Hunt Orthopaedic Hospital NHS Foundation Trust is a nationally recognised centre of excellence providing orthopaedic and related services to patients. Located in Oswestry, close to the border of England and Wales, our surrounding geographical area includes Shropshire, Wales, Cheshire & Merseyside and the Midlands. We place strong value on our relationship links with this local community, who have shown strong support of the hospital.

The Robert Jones & Agnes Hunt Orthopaedic Hospital NHS Foundation Trust Public Membership Strategy has been developed to address the key challenges to the Trust in growing its public membership year on year and ensuring that FT members are engaged both directly and through their elected public governors, in the development of the Trusts services.

The Strategy Map, (appendix 1), provides a simple summary of the objectives and the actions agreed by the Council of Governors, and which provides the framework and focus for membership activities for the coming years.

The strategy document explains each of the areas in more detail together with background information regarding our current public membership.

2. What is a Member?

Members are local people, patients, carers, volunteers and our staff who collectively have a stake in our hospital. Legally, as a Foundation Trust, we must have a registered membership which is reflective of the communities we serve in both England and Wales.

Members can be involved at different levels and give views on our hospital and its services. They can elect and be elected as Governors, as well as applying for vacant non-executive director posts on the Board of Directors

Members are extremely important to us and have an important role to play in shaping the future provision of our services. We believe our hospital is highly regarded in the local community and is also a major source of employment for local people.

We are committed to registering members from all backgrounds and strongly encourage people to become involved to help us improve our services.

3. Membership Community

3.1 Constituencies

The Trust has two membership constituencies as detailed below:

- Public Membership.
- Staff Membership.

2.1.1 Public Constituency

Public governors, like all governors, have a primary responsibility to represent the interests of the NHS foundation trust members who elected them as well as other members of the public. Public Governors provide an important link between the hospital and the local community, enabling us to gather views from local people and to feed back what is happening within the Trust.

They reflect Members' interests and work on their behalf to improve health services for the future. By passing on ideas and suggestions Members also can help Governors carry out their role effectively.

All members of the public who are 14-years-old or over and live within the electoral areas of Shropshire, North Wales, Cheshire and Merseyside, Powys, or the West Midlands are eligible to become members. There is also a constituency for the 'Rest of England & Wales' which allows representation from people who live outside of the above areas who wish to be involved.

2.1.2 Staff Constituency

Staff governors have the same role as public and patient governors in that they are responsible for holding the non-executive directors,individually and collectively, to account for the performance of the board of directors,and for representing the members of the staff constituency, the members of the NHS foundation trust as a whole, and the public.

As employees of the trust, staff governors bring a unique understanding of the issues faced by an NHS foundation trust, which they should seek to use in representing their members' interests and holding the non-executive directors to account for the performance of the board.

All members of staff at Robert Jones and Agnes Hunt Foundation Trust are eligible to become members, if they have a permanent employment contract or who have worked for the Trust for at least 12 months.

3.2 Category of Membership

Members may only join the Membership in one category. Should a member of the public subsequently be recruited as an employee of the Trust, staff membership will supersede public membership.

3.3 Exclusions to Membership

A person may not become a member of the Trust if within the last five years they have been involved as a perpetrator in a serious incidence of violence at any of the Trust's hospitals or facilities or against any of the Trust's employees or other persons who exercise functions for the purposes of the Trust, or against registered volunteers.

3.4 Council of Governors

The Council of Governors represent the local and extended community currently shown below.

	<i>Number</i>
Public Elected Governors	
Shropshire	3
North Wales	2
Cheshire and Merseyside	1
West Midlands	1
Powys	1
Rest of England	1
Total Public Elected Governors	9
Total Staff Elected Governors	3
Appointed Stakeholder Governors	
League of Friends	1
Keele University	1
Shropshire Council	1
Total Appointed Stakeholder Governors	3
TOTAL GOVERNORS	15

3.5 Membership Engagement Package

The Trust wants to improve its membership offering to encourage members to engage and provide support to help the Trust make the right decisions; as a result its members will be;

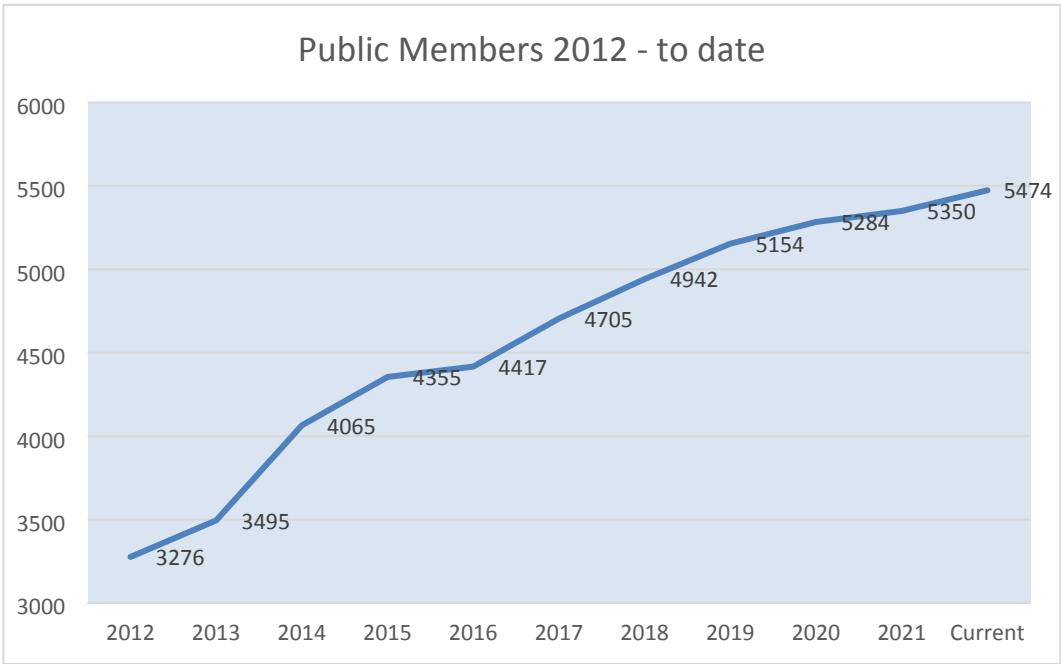
- Able to vote in elections to elect Governors;
- Stand in elections to be elected themselves as a Governor (for those aged 16 and over);
- Invited to seminars during the year;
- Invited to attend and vote at the Trust's Annual Members and Public Meeting;
- Able to receive regular information from us about developments in the Trust via Connect Newsletter
- Involved in offering views and feedback about our services;
- Eligible to be appointed as a Non-Executive Director or Chairman of the Trust;
- Invited to special interest groups by Governors;
- Eligible for NHS discounts;

4. Current Membership

At July 2022 our total membership was 6674 which consisted of 1201 staff members and 5473 public members.

Staff membership is very consistent, as all staff automatically become foundation trust members unless they chose to opt out.

Where the trust has most influence to recruit and grow, is though our public members, and since authorisation as a Foundation Trust our public membership has consistently grown year on year.



Source: Council of Governor Membership Reports. Correct as at 01 July 2022

Information regarding the composition of our public membership is regularly reviewed by the Council of Governors, and whilst membership is broadly representative of the communities to the Trust serves, we need to ensure continued growth of membership across all categories but particularly we should seek to grow membership from under represented groups as follows:

- Men
- Cheshire & Merseyside and West Midlands
- Aged 14-49

These are the demographics that have been identified as under represented within the Trust's current membership base as per the Membership Report dated July 2022.

5. Our Membership Objectives 2022-2025

This Membership Development and Engagement Strategy 2022 sets out a series of objectives for the Trust to continue to maintain, grow and engage its membership,including the actions that it will take to meet these objectives.

It also describes how the Trust will evaluate the delivery of the strategy. It should be noted that whilst this strategy is aimed at patients and public, the action plan will include staff engagement and involvement.

The strategy will be delivered within the wider framework of Trust strategies, which address the issues of equality and diversity, public, patient and carer involvement, user engagement, and communications.

This strategy builds on the success of membership management to date and outlines the Trust’s vision for membership over the period 2022-2025.

It sets out the methods that will be used to identify and build an effective, responsive and representative membership body that will assist in ensuring that our Trust is fit for its future in the changing NHS environment.

This strategy draws on the FT Code of Governance and best practice identified nationally. This strategy was approved by our Council of Governors on 19 July 2022 and confirms our objectives for the next three years for:

- Recruiting and retaining members
- Effectively engaging with members

Objective 1: To build and maintain our membership numbers by actively recruiting and retaining members

Key objectives 2022-2025

- To maintain an accurate membership database.
- To successfully recruit and retain our membership numbers.
- To take steps to ensure that our membership is representative of the diversity of the population that we serve.
- To have planned targeted membership drives.
- To establish a connection and a relationship between our Trust and the membership by communicating our strategic objectives clearly.
- To develop and support potential Governors.

Objective 2: To effectively engage and communicate with members

Key objectives 2022-2025

- To promote the work of the Trust and the Governors.
- To identify opportunities for two way communication between members and Governors.
- To ensure that the views of the members are heard, understood and acted upon.

- To ensure that a wide range of communication media and methods are explored to aid effectiveness

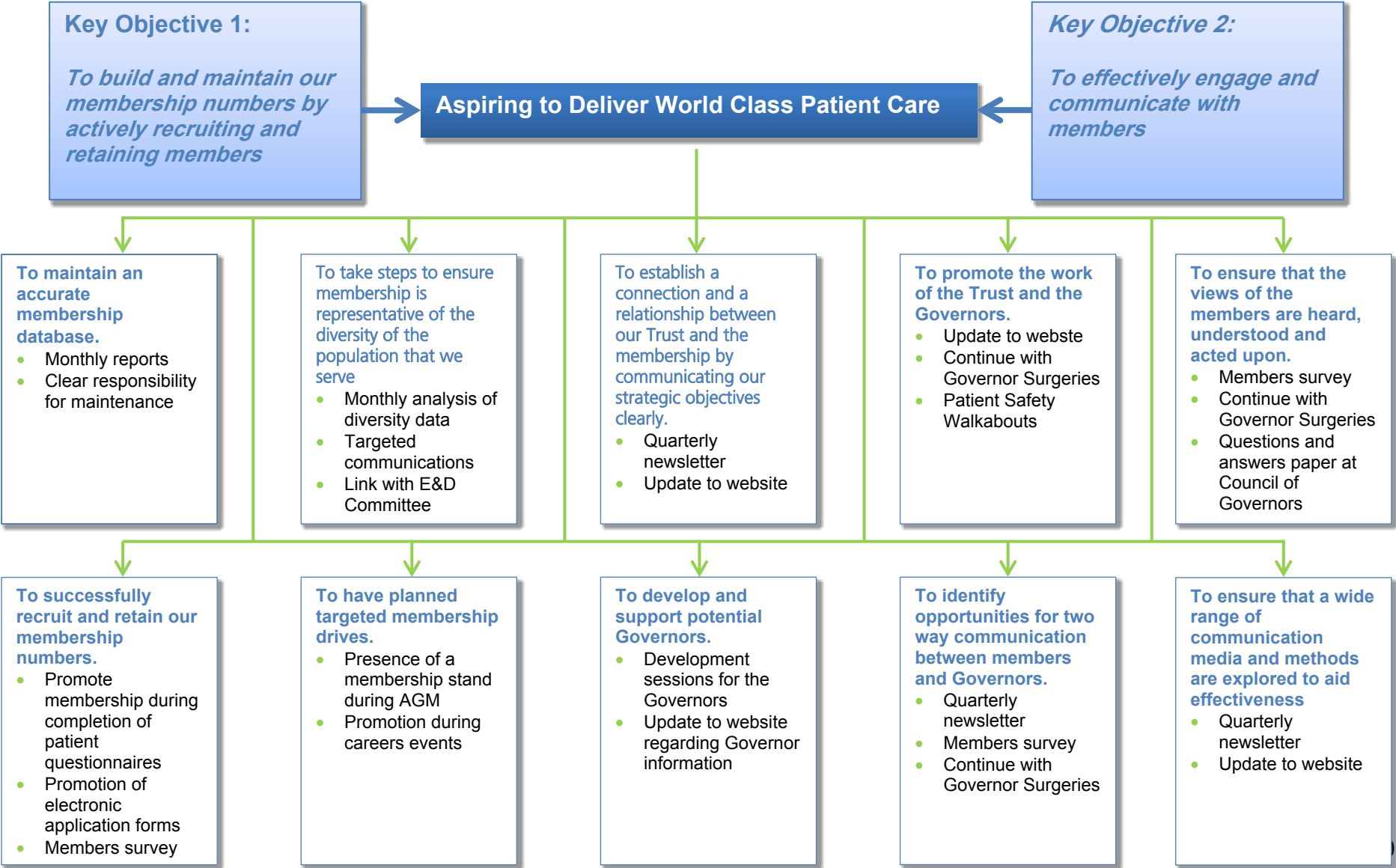
6. Evaluating Success

The ultimate measure of success will be determined by the Governors and membership. The Council of Governors will monitor success through

- Proportion of membership participating in on line questionnaires
- The level of engagement of members
- Numbers of members attending events
- Increase in the number of members year on year
- Retention of members to fulfil a representative and fully engaged membership base with increases seen in the identified areas

A review of the membership strategy will be undertaken every three years by the Council of Governors together with the Board, who will approve any new approaches to recruitment and changes to the Membership Development and Engagement Strategy. These will be jointly owned by the two parties.

APPENDIX ONE: Strategy Map



0. Reference Information

Author:	Shelley Ramtuhul, Trust Secretary	Paper date:	19 July 2022
Executive Sponsor:	Stacey Keegan, Interim Chief Executive	Paper Category:	Governance and Quality
Paper Reviewed by:	N/A	Equality Impact Status:	N/A
Forum submitted to:	Council of Governors	Paper FOIA Status:	Disclosable

1. Purpose of Paper

1.1. Why is this paper going to Council of Governors and what input is required?

This paper is presented to the Council of Governors to **note** the current membership position of the Trust.

2. Executive Summary

2.1. Context

As a Foundation Trust it is a constitutional requirement for the Trust to have a membership made up of public, staff and patient constituents. The aim is to ensure that the membership is sufficient in its size and make up to adequately represent the communities the Trust serves.

2.2. Summary

This report provides an update on Foundation Trust membership and representation in support of the membership strategy.

The Trust has been unable to engage in full membership recruitment activities for the main part of the preceding year as a result of the restrictions on visitors to the site but these have been reinstated for last few months.

2.3 Conclusion

The Council of Governors is asked to **note** the information contained within this paper.

3. The Main Report

3.1. Background

This paper provides an update on membership numbers as at 01 July 2022 and on-going progress of the Trusts Public Membership Strategy.

3.2. Current Membership

The current membership total (at 01 July 2022) is 6674 which can be broken down as follows:

As at 01 July 2022	
Staff	1201
Public	5473
Total	6674

3.3. Membership Growth

The Council will recall that the trust membership target for 2022/23 was amended during a previous meeting to the achievement of a year-on-year increase. In July 2021 membership stood at 6534 and as such a 2.1% increase has been achieved over the last twelve months.

3.4 Constituencies

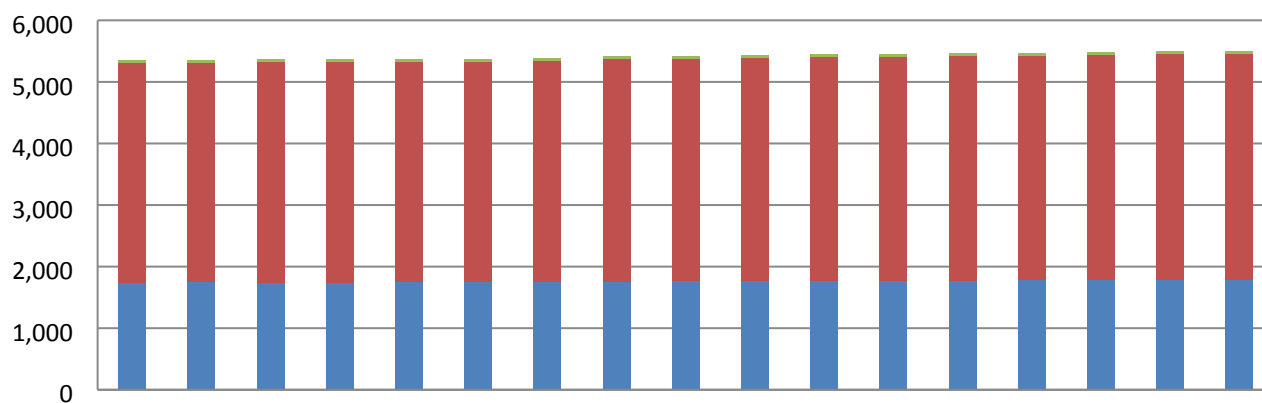
The breakdown of membership by public constituency, shows, as expected that Shropshire continues to provide the largest membership base.

	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Jan-22	Feb-22	Mar-22	Apr-22	May-22	Jun-22	Jul-22
Cheshire & Merseyside	353	350	350	355	355	357	357	357	358	357	357	356	355
North Wales	928	926	927	930	929	931	927	928	927	926	925	929	925
Powys	535	535	533	537	537	536	534	537	536	537	539	542	540
Shropshire	2,699	2,699	2,700	2,744	2,748	2,748	2,752	2,750	2,754	2,750	2,757	2,757	2,755
West Midlands	521	519	519	531	529	529	528	528	530	529	530	531	530
Rest of England & Wales	246	246	245	248	249	249	249	249	249	249	249	249	249
Out of Trust Area	88	98	105	64	76	80	96	98	107	118	128	138	139
Total	5,370	5,373	5,379	5,409	5,423	5,430	5,443	5,447	5,461	5,466	5,485	5,502	5,493

3.5 Gender

The graph below shows the split between female and male members. This demonstrates that males remain under represented within the membership. The number of male members has increased very slightly but growth in male members remains slower than that for female members.

FT Public Membership - Male/Female

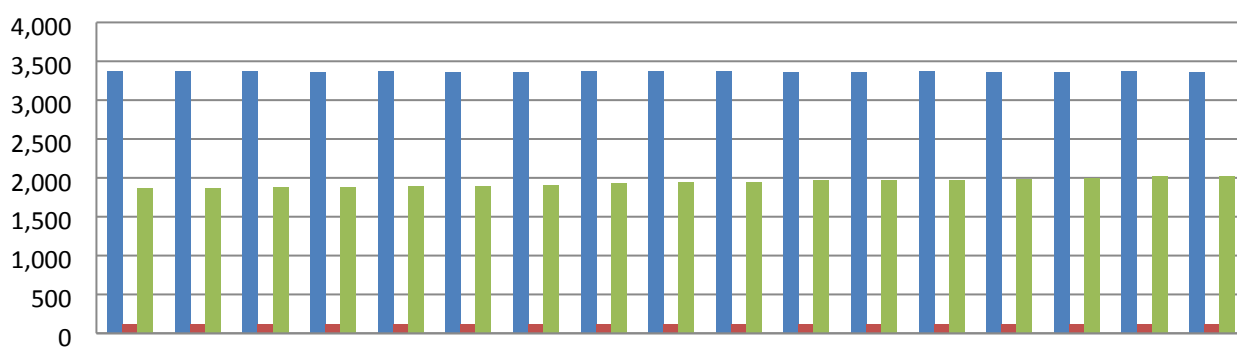


	Mar-21	Apr-21	May-21	Jun-21	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Jan-22	Feb-22	Mar-22	Apr-22	May-22	Jun-22	Jul-22
Unspecified	41	41	41	41	41	41	41	41	41	41	41	41	42	43	43	43	43
Female	3,566	3,567	3,573	3,575	3,580	3,587	3,589	3,609	3,618	3,618	3,631	3,634	3,643	3,644	3,657	3,670	3,667
Male	1,744	1,748	1,749	1,745	1,749	1,745	1,749	1,759	1,764	1,771	1,771	1,772	1,777	1,780	1,785	1,789	1,783

3.6 Ethnicity

Although relatively small numbers of members are from Black and Minority Ethnic groups, compared to the local population, these groups are representative of the population and therefore the patient base.

FT Public Membership by Ethnicity

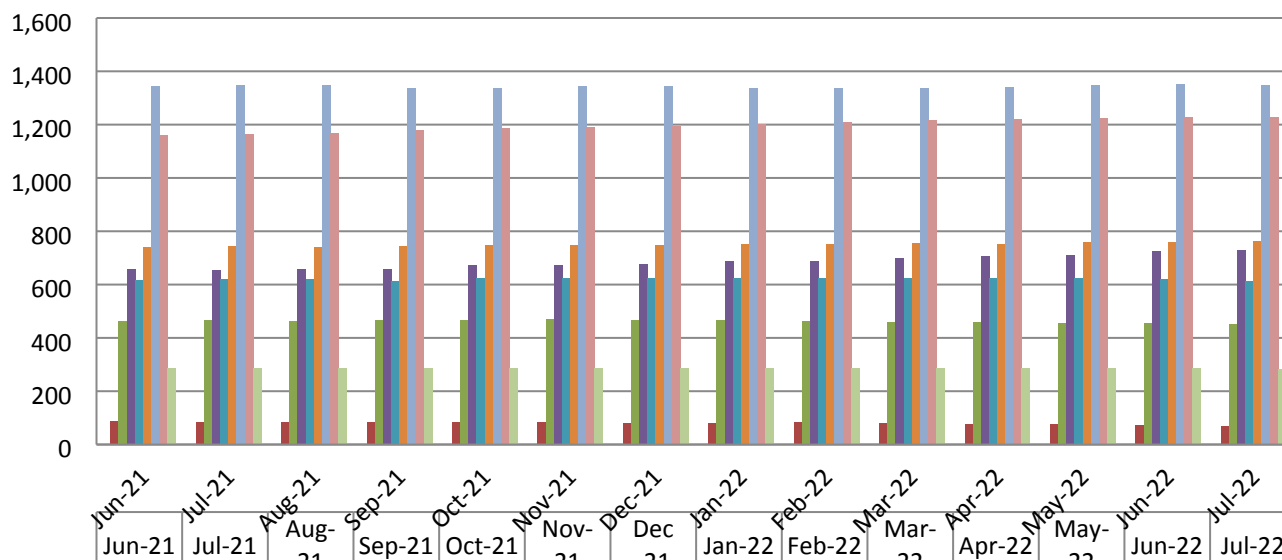


	Mar-21	Apr-21	May-21	Jun-21	Jul-21	Aug-21	Sep-21	Oct-21	Nov-21	Dec-21	Jan-22	Feb-22	Mar-22	Apr-22	May-22	Jun-22	Jul-22
White	3,377	3,372	3,372	3,363	3,369	3,363	3,363	3,367	3,368	3,369	3,363	3,365	3,367	3,359	3,364	3,367	3,356
BME	113	114	115	114	114	114	115	115	117	116	117	118	119	119	119	119	119
Not stated	1,861	1,871	1,877	1,883	1,887	1,896	1,902	1,927	1,940	1,944	1,964	1,965	1,976	1,988	2,002	2,016	2,017

3.7 Age

The profile of public membership by age looks to have remained largely the same over the year when looking at the number of members for each category with a slight decline in those aged 17-21 and a better increase in the 30-39 age category.

FT Public Membership by Age



4. Conclusion

The Council of Governors is asked to **note** the information contained within this paper.

0. Reference Information

Author:	Shelley Ramtuhul, Trust Secretary	Paper date:	19 July 2022
Executive Sponsor:	Stacey Keegan, Interim Chief Executive	Paper Category:	Governance
Paper Reviewed by:		Paper Ref:	
Forum submitted to:	Council of Governors	Paper FOIA Status:	Full

1. Purpose of Paper**1.1. Why is this paper going to the Council of Governors and what input is required?**

The Council of Governors is asked to **note** the questions that have been raised by Council members since the last meeting and the answers provided by the Senior Leaders.

2. Executive Summary**2.1. Context**

It was agreed that any questions and answers raised by Council members in between meetings would be collated into a paper to the Council in order that all members could benefit from the information and to ensure there was opportunity for discussion as required.

In addition, it was agreed that the Council of Governors would be proactively asked if there were any items they wished the Chairman to consider for the agenda.

2.2 Summary

This paper presents the questions and answers paper. In summary:

- No agenda items were requested by the Council members
- No questions were raised by the Council members

2.3 Conclusion

There were no questions raised by the Council of Governors.

Work Programme Review 2022/23

The Robert Jones and Agnes Hunt
Orthopaedic Hospital



NHS Foundation Trust

	24 th May 2022	19 th July 2022	TBC Sept 2022 AGM	9 th Nov 2022	8 th March 2023
Statutory Reports					
Receive Annual Report and Accounts			X		
Receive Audit Reports			X		
Forward Plan					
Consider strategic issues/priorities for Board to consider in the planning process					X
Presentation of plan		X			
Quality					
2022/23 priorities	X				
Quality Indicators to be audited	n/a	n/a	n/a	n/a	n/a
Quality accounts draft presented			X		
Update on Quality Accounts Audit Actions	n/a	n/a	n/a	n/a	n/a
Trust Developments					
As & When required	X	X		X	X
COG Strategy					
Membership & Engagement strategy	X				
COG Governance					
COG Self-Assessment (inc review of outcomes from training)		X			
COG Annual report (for approval)		X			
COG Annual report presentation			X		
Standing items					
Non Executive Director Committee Update Presentation	X	X		X	X
Trust Overview (presentation)	X	X		X	X
Membership Report	X	X		X	X
Review of Work Programme	X	X		X	X
Lead Governor Update	X	X		X	X
Governor Activity and Feedback	X	X		X	X
Questions from the Governors	X	X		X	X

1. Introduction

2. Welcome from

3. Governor Update

4. Trust Overview

5. Committee

6. Governance

7. Any Other