

Council of Governors 05.03.2025

MEETING
5 March 2025 14:45 GMT

PUBLISHED
4 March 2025

Agenda

Location
The Boardroom, RJAH

Date
5 Mar 2025

Time
14:45 GMT

| | Item | Owner | Time | Page |
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| 1 | Introduction | Chair | 14:45 | - |
| 1.1 | Apologies | | | - |
| 1.2 | Minutes from the previous meeting - 25.11.24 | | | 4 |
| 1.3 | Action Log | | | 11 |
| 1.4 | Matters Arising | | | - |
| 1.5 | Declaration of Interests | | | - |
| 2 | Welcome from the Chairman (verbal) | Chair | 14:50 | - |
| 3 | Enhanced Recovery Presentation | Rebecca Warren | 14:55 | 12 |
| 4 | Committee Chairs Updates | | | - |
| 4.1 | Quality and Safety Committee | Martin Newsholme | 15:05 | 24 |
| 4.2 | People and Culture Committee | Paul Maubach | 15:10 | 29 |
| 4.3 | Finance and Performance Committee | Martin Newsholme | 15:15 | 33 |
| 4.4 | Audit and Risk Committee | Martin Newsholme | 15:20 | 37 |
| 4.5 | Digital, Education, Research, Innovation and Commercialisation Committee | Atif Ishaq | 15:25 | 40 |
| 4.6 | Activity Recovery Committee | Penny Venables | 15:30 | 44 |
| 5 | Chief Executive Trust Overview | Stacey Keegan | 15:35 | 47 |
| 6 | Lead Governor Update (verbal) | Peter David | 15:45 | - |
| 7 | Trust Constitution | Dylan Murphy | 15:50 | 57 |
| 8 | Governance | | | - |
| 8.1 | Questions from the Governors | Dylan Murphy | 15:55 | 69 |
| 8.2 | Membership Report | Dylan Murphy | 16:00 | 72 |
| 8.3 | Re-appointment of Non-Executive Directors | Dylan Murphy | 16:05 | 76 |
| 9 | To Note: | | | - |
| 9.1 | Review of Work Plan | Dylan Murphy | | 80 |
| 9.2 | CoG Attendance Matrix | Dylan Murphy | | 81 |
| 9.3 | Sub Committee Attendance Matrix | Dylan Murphy | | 82 |
| 10 | Any Other Business | Chair | | - |
| 10.1 | Next Meeting: 14th May 2025 at 1.00pm | | | - |

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COUNCIL OF GOVERNORS
MONDAY 25TH NOVEMBER AT 10:00AM, MEETING ROOM 1, MAIN ENTRANCE AT RJA
H MINUTES OF MEETING

Voting Members in Attendance

| Name (and identifying Initials) | Role | Attending |
|------------------------------------|---|-----------|
| Sarfraz Nawaz (SN) | Chair | ✓ |
| Victoria Sugden (VS) | Lead Governor/Public Governor – Shropshire | ✓ |
| Colin Chapman (CC) | Public Governor – Shropshire | ✓ |
| Sheila Hughes (SH) | Public Governor – North Wales | ✓ |
| Jan Greasley (JG) | Public Governor – North Wales | ✓ |
| Neil Turner (NT) | Public Governor – Cheshire and Merseyside | ✓ |
| Russell Luckcock (RL) | Public Governor – Rest of England and Wales | ✓ |
| Simon Jones (SJ) | Stakeholder Governor – Shropshire Council | ✓ |
| Peter David (PD) | Stakeholder Governor – RJA Voluntary Services | ✓ |
| Kate Betts (KB) | Staff Governor | ✓ |
| Allen Edwards (AE) | Staff Governor | ✓ |
| Nicki Bellinger (NB) | Staff Governor | ✓ |

Others in Attendance

| Name (Initial) | Role | Attending |
|------------------------------|-------------------------------|-----------|
| Stacey Keegan (SK) | Chief Executive Officer | ✓ |
| Kirsty Foskett (KF) | Head of Clinical Governance | ✓ |
| Mike Carr (items 1 – 5) (MC) | Chief Operating Officer | ✓ |
| Martin Newsholme (MN) | Non-Executive Director | ✓ |
| Martin Evans (ME) | Non-Executive Director | ✓ |
| Lindsey Webb (LW) | Non-Executive Director | ✓ |
| Dylan Murphy (DM) | Trust Secretary | ✓ |
| Gayle Murphy (GM) | Executive Assistant (minutes) | ✓ |

| Ref. | Discussion and Action Points | Action Owner |
|------------|---|--------------|
| 1.0 | Introduction and Welcome | |
| 1.1 | Welcome and Apologies | |
| | <p>Apologies were received from Harry Turner, Karina Wright, Tony Wright, Penny Venables, Atif Ishaq, John Pepper, Paul Maubach and Paul Kavanagh-Fields.</p> <p>It was noted that the Committee was quorate.</p> <p>The Chair welcomed three new Governors to their first Council of Governors Committee meeting. NB, JG and RL began their three-year terms at the beginning of November.</p> | |
| 1.2 | Minutes of the Previous Meeting | |
| | The minutes from the previous meeting held on 10 July 2024 were approved as an accurate record. | |
| 1.3 | Action Log | |
| | <p>The following update was noted:</p> <ul style="list-style-type: none"> Action number 18: the presentation is planned for the March 2025 Committee meeting. | |

| Ref. | Discussion and Action Points | Action Owner |
|------------|---|--------------|
| 1.4 | Matters Arising | |
| | Nothing to note. | |
| 1.5 | Declarations of Interest | |
| | <p>The Chair reminded attendees of their obligation to declare any interest which may be perceived as a potential conflict of interest with the business of the Council. It was noted that Members' declarations are listed in the Trust's Register of Interests.</p> <p>The following declarations were made: Sarfraz Nawaz, Chair/Non-Executive Director, highlighted there is an item to note on the agenda regarding his re-employment which was approved by the Council of Governors in October 2024. As the item is to note only, there is no conflict of interest to raise.</p> | |
| 2.0 | Welcome from The Chair | |
| | <p>SN welcomed Council members to the November meeting of the Council of Governors. He highlighted the substantial Chair, Harry Turner, is away from the Trust until the New Year as he is focusing on his health at this time.</p> <p>He noted the Trust is in a challenging phase with focus from NHSE regarding the Trusts long waiting lists; the executive team are working at pace to address the list and provide assurance to both the Board and NHSE.</p> <p>The Council of Governors NOTED the welcome.</p> | |
| 3.0 | Work Experience Presentation | |
| | <p>AE, Widening Participation Team Lead/Staff Governor delivered a Work Experience presentation. The presentation covered the following areas:</p> <ul style="list-style-type: none"> • Schools and colleges visited this year. • Work experience placements and success stories. • Work experience feedback. • The step in to work programme. • Community projects. • RJAH careers event. <p>Members noted the following points in particular:</p> <ul style="list-style-type: none"> • SN thanked AE for the informative presentation and his work within the Trust. • The Committee acknowledged AE commitment and enthusiasm within his role. <p>Following consideration of the presentation and subsequent discussion, the Council of Governors NOTED the presentation.</p> | |
| 4.0 | Lead Governor Update | |
| | <p>VS delivered a verbal update. The update covered the following areas:</p> <ul style="list-style-type: none"> • The Governors wished the substantial Chair the best with his ongoing health focus. • The Council welcomed the new Governors. • The Governors have been connecting across the organisation since the last meeting. They are aware of the current challenges and are supportive of the Executives. • The Governors have regularly attended the Sub-Committees. • The Governors are fully committed to the Governor Code of Conduct. • The Governors are happy to be involved in the NHS 10-year plan feedback. <p>Following consideration of the update, the Council of Governors NOTED the update.</p> | |

| Ref. | Discussion and Action Points | Action Owner |
|------|---|--------------|
| 5.0 | Chief Executive Trust Overview | |
| | <p>SK delivered a presentation on the Trust Overview. The presentation covered the following areas:</p> <ul style="list-style-type: none"> • Quality and Safety. • People – Education and Training Strategy – 2024 – 2029. • People – Sexual Safety Charter and Training. • Performance. • Finance. • Communications. • National engagement for the 10-year plan. • Apollo EPR – Go Live and Next Steps. • New Theatre Development. <p>SK noted the Trust is focusing on reducing the number of patients who have been waiting for surgery over 65 weeks. The Trust is working closely with NHSE to provide assurance on the work being undertaken to mitigate this. There is a comprehensive plan in place and the Activity Recovery Committee has been established to oversee the plan.</p> <p>A significant improvement in the figures has been seen in the past three weeks with colleagues responding well to the challenge including increased clinical engagement.</p> <p>SK thanked all staff for all their ongoing focus and commitment.</p> <p>Members noted the following points in particular:</p> <ul style="list-style-type: none"> • The Apollo and Long Waits staff briefings drew considerable numbers of attendees due to the importance of the subjects. The Trust is keen to keep the momentum of engagement going with the Communications team continuing to identify these important briefings to all staff. • Staff wellbeing is crucial during these challenging times, the Trust assured the Governors that this is not being overlooked. A more resilient staffing model is being reviewed so not to have a reliance on good will and staff volunteering additional working hours. <p>Following consideration of the presentation and subsequent discussion, the Council of Governors NOTED the overview.</p> | |
| 6.0 | Adult In-Patient Survey | |
| | <p>The Council considered the submitted paper and members noted the following points in particular:</p> <ul style="list-style-type: none"> • The report provides an overview of the CQC's Adult Inpatient Survey results for 2023. • A total of 131 Trusts took part in the survey, which was taken (as usual) in November last year. • During that month, 1,250 of our patients were invited to complete the survey and 856 did so – a response rate of 69% which was the best in the country. • RJAH have been categorised as one of nine Trusts, achieving "much better than expected." Overall, RJAH were ranked number 3. • For all questions answered as part of the survey, all responses were banded as better than other Trust's, with 9 responses on par with other Trusts and no responses were banded as worse than other Trusts. • Actions to be established in relation to the areas identified for improvement through the Patient Experience Working Group and will be included as part of the revised Patient Experience Strategy. <p>Members noted the following points in particular:</p> | |

| Ref. | Discussion and Action Points | Action Owner |
|------------|---|--------------|
| | <ul style="list-style-type: none"> The Trust cannot drill down into the feedback to clarify comments regarding the availability of equipment on discharge. It was noted that Shropshire Health Watch will visit the Trust to help with focused patient feedback to understand improvements required to access equipment. The results are incredibly positive. <p>Following consideration of the survey and subsequent discussion, the Council of Governors NOTED the report.</p> | |
| 7.0 | Governance | |
| 7.1 | Questions from the Governors | |
| | <p>The Council were aware that one question had been asked prior to the meeting and noted the submitted report.</p> <p>DM thanked CC who raised the question. The response to the question has been provided within the paper. No supplementary questions were asked during the meeting.</p> <p>Following consideration of the question, the Council of Governors NOTED the report.</p> | |
| 7.2 | Membership Report | |
| | <p>The Council considered the submitted paper and members noted the following points in particular:</p> <ul style="list-style-type: none"> The current membership total was 6933. This represented a 2.7% increase over the last twelve months. Since the low point in September 2022, the membership had risen by 8%. The male/female split has remained constant over the last year, female members are currently two thirds of the total and one third are male. Ethnicity is an optional declaration by members; there is no further breakdown of figures, and many members have chosen not to state their ethnicity. Consistently, the 60–74-year-olds category provided the largest proportion of the membership. The Membership Communications and Engagement strategy will be reviewed for 2025/6. <p>Members noted the following points in particular:</p> <ul style="list-style-type: none"> A suggestion was made to include a membership QR code on every piece of communication sent from the Trust. <p>Action: DM to contact the Communications team to discuss a membership QR code on all communications sent from the Trust.</p> <p>Following consideration of the report and subsequent discussion, the Council of Governors NOTED the update.</p> | DM |
| 7.3 | Patient Safety Visit Feedback | |
| | <p>The Council considered the submitted paper and members noted the following points in particular:</p> <ul style="list-style-type: none"> The three areas visited in quarter two – July - September 2024. Positives taken from the visits. Actions and areas of improvement raised. Timetable for quarter three – October – December 2024. <p>Following consideration of the feedback, the Council of Governors NOTED the update.</p> | |

| Ref. | Discussion and Action Points | Action Owner |
|------|---|--------------|
| 8.0 | Committee Chair Updates | |
| 8.1 | Quality and Safety Committee | |
| | <p>The Council considered the submitted paper and members noted the following points in particular:</p> <ul style="list-style-type: none"> LW thanked the Governors for their ongoing support at the Committee meetings. The formal report is expected next month following the MHRA inspection in September. Improvements in the quality priorities have been seen in quarter two and are ongoing into quarter 3. Feedback was received at the meeting from a patient representative who participated in the quality accreditation of the wards. <p>Following consideration of the update, the Council of Governors NOTED the Chair Report.</p> | |
| 8.2 | People and Culture Committee | |
| | <p>The Council considered the submitted paper and members noted the following points in particular:</p> <ul style="list-style-type: none"> A discussion took place regarding the results of the survey from international nurses; positive feedback was received from 29 nurses from a total of 40. The Committee continues to monitor establishment reviews. The workforce report was discussed to understand staff challenges and areas of focus. The Trust has stopped using off-framework agency staffing. Statutory and mandatory training is above target. The Trust is in process of drafting an anti-racism strategy. A staff listening event was held with feedback received on areas of support for staff. <p>Following consideration of the update, the Council of Governors NOTED the Chair Report.</p> | |
| 8.3 | Finance and Planning Committee | |
| | <p>The Council considered the submitted paper and members noted the following points in particular:</p> <ul style="list-style-type: none"> The Trust has been recognised as one of the better performing Trusts for Paediatric performance nationally. <p>Members noted the following points in particular:</p> <ul style="list-style-type: none"> The Trust does not anticipate any further action from NHSE, such as penalties, following the formal activity letter. The Trust can demonstrate improvement and focus on the feedback with daily conversations being held regarding the System finances. The Finance and Performance Committee have grip and control of the Trust finances with the Activity Recovery Committee having additional oversight which will report directly to the Board. There has been a new way of reporting on the Long Waits; a Tier One report is completed each week for the Tier One meeting. The CEO confirmed she receives daily reports for assurance. It was confirmed the LLP conversations are managed by the Trust with scrutiny from NHSE. <p>Following consideration of the update and subsequent discussion, the Council of Governors NOTED the Chair Report.</p> | |

| Ref. | Discussion and Action Points | Action Owner |
|-------------|--|--------------|
| 8.4 | Audit and Risk Committee | |
| | <p>The Council considered the submitted paper and members noted the following points in particular:</p> <ul style="list-style-type: none"> The Trust received high assurance from internal audit on the key financial controls for the organisation. The Trust received the external audit plan and proposed fee for the upcoming year. Deloitte's were employed by the Trust in 2022 on a three year plus one year arrangement. The fee proposed for the final year, 2025/26, has an increase of 40%, therefore the Trust proposed to undertake a market testing exercise in next three months and will provide the recommendation for the Governors early next year. <p>Following consideration of the update and subsequent discussion, the Council of Governors NOTED the Chair Report.</p> | |
| 8.5 | Digital, Education, Research, Innovation and Commercialisation Committee | |
| | <p>The Council considered the submitted paper and members noted the following points in particular:</p> <ul style="list-style-type: none"> The EPR assurance sub-committee reports their assurance to the Digital, Education, Research, Innovation and Commercialisation Committee. The Committee will oversee any costs incurred from the delay of the Apollo EPR go live. The Committee received the Cyber Security update. There is ongoing work on the development of the Research and Innovation strategy. There is ongoing Commercialisation work. <p>Following consideration of the update, the Council of Governors NOTED the Chair Report.</p> | |
| 9.0 | To Note | |
| 9.1 | Appointment / Reappointment of Non-Executive Director The Council of Governors NOTED the submitted report. | |
| 9.2 | Council of Governors Annual Review Report 2023/24 The Council of Governors NOTED the submitted report. | |
| 9.3 | Review of the Workplan The Council of Governors NOTED the submitted work plan. | |
| 9.4 | Council of Governors Attendance Matrix The Council of Governors NOTED the submitted matrix. | |
| 9.5 | Sub-Committee Attendance Matrix The Council of Governors NOTED the submitted matrix. | |
| 10.0 | Any Other Business | |
| | <p>The Chair thanked the members of Council for their attendance and contribution.</p> <p>Members noted the following points in particular:</p> <ul style="list-style-type: none"> A question was asked regarding the costs of private medical care at the Trust. As the Chief Financial Officer was not present at the meeting, the Chair asked for the question to be raised out of the meeting and an answer will be provided directly to the Governors. <p>Action: GM to direct the finance question to the Chief Finance Officer and provide an answer directly to the Governors.</p> | GM |

| Ref. | Discussion and Action Points | Action Owner |
|------|---|--------------|
| | The Chair brought the meeting to a close. | |
| 10.1 | Next Meeting Date: 12 March 2025 1:00pm | |

DRAFT

Council Of Governors Committee

Updated: 10.07.2024

| Action Log No. | Original Meeting Date | Minute reference | Action | By Whom | By When | Comments/ Updates Outside of the Meetings | Status |
|----------------|-----------------------|------------------|---|---------|-------------|---|-----------|
| 18 | 08-Nov-2023 | 5 | GM to schedule a Living Well App demonstration for the Governors at the March meeting. <i>Update: due to a heavy July agenda this has been deferred to the March meeting Update: this will be scheduled for the May meeting</i> | GM | 13-Mar-2024 | | ONGOING |
| 27 | 25-Nov-2024 | 7.2 | DM to contact the Communications team to discuss a membership QR code on all communications sent from the Trust <i>Update: That suggestion will be passed to the Communications and Engagement Team. A wider update on the Membership Strategy will be presented to the Council of Governors in early 2025/6.</i> | DM | 12-Mar-2025 | | COMPLETED |
| 28 | 25-Nov-2024 | 10 | GM to direct the finance question to the Chief Finance Officer and provide an answer directly to the Governors. | GM | 16-Dec-2024 | | COMPLETED |



Board Presentation

Mr Graham – Clinical Lead, Arthroplasty Surgeon

Mr Thomas - Consultant Young Adult Hip and Arthroplasty Surgeon

Miss Warren – Enhanced Recovery Lead



**The Robert Jones and Agnes Hunt
Orthopaedic Hospital**
NHS Foundation Trust

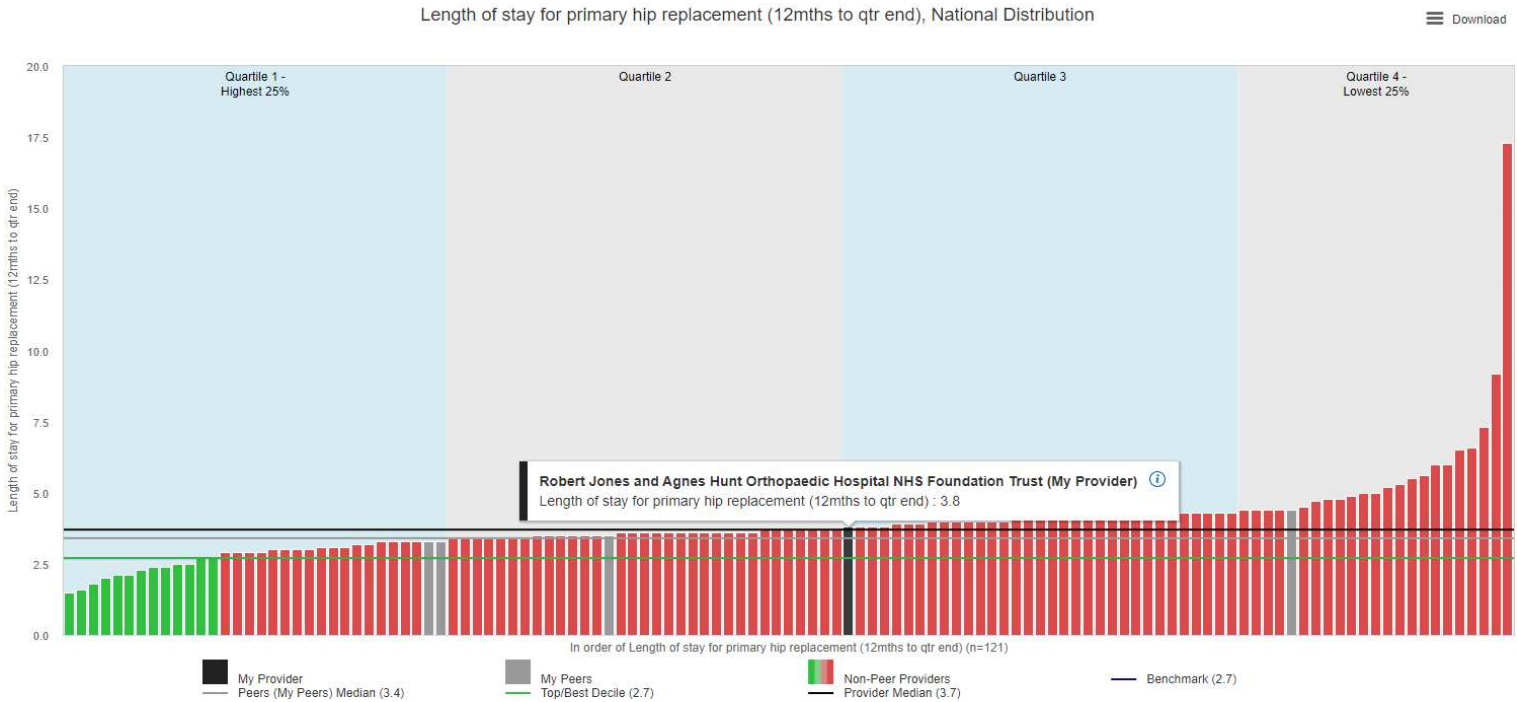
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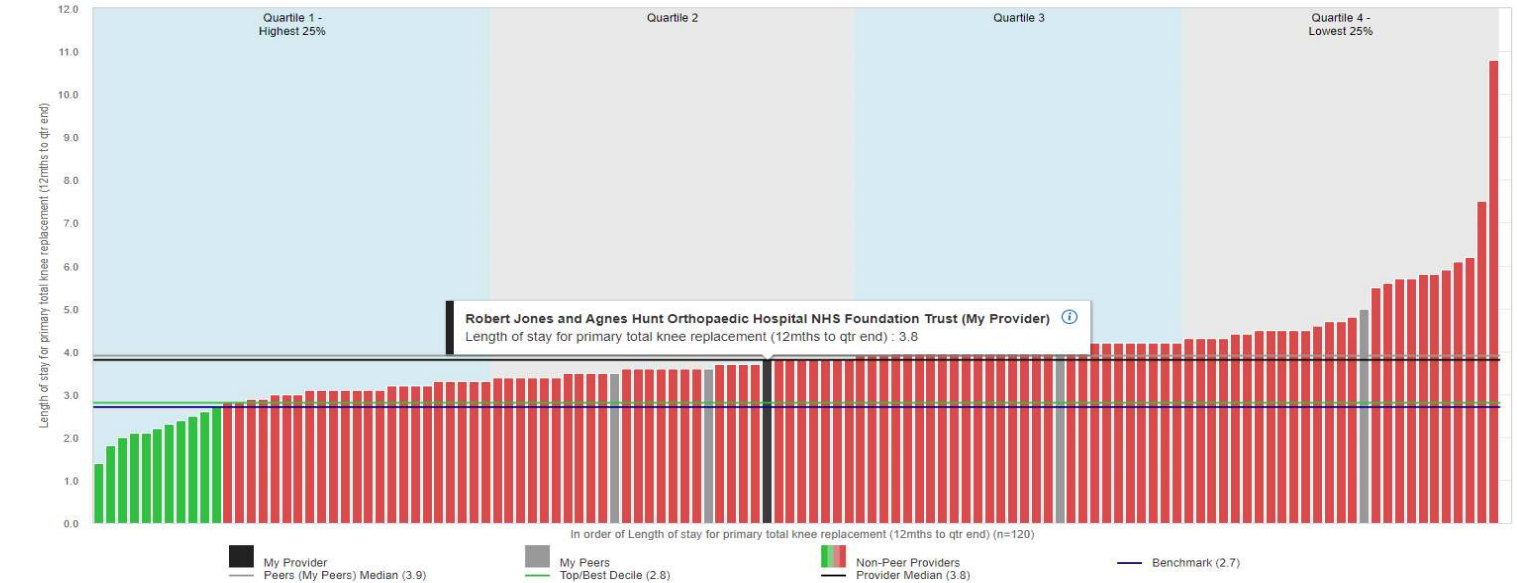
- Mr Thomas & Mr Graham
- Limited pre op education
- Patients not mobilised early
- LOS 4 days plus
- Patients' operation cancelled
- Limited ability to readmit patient directly
- No wrap around service
- Needed a surgical Led pathway



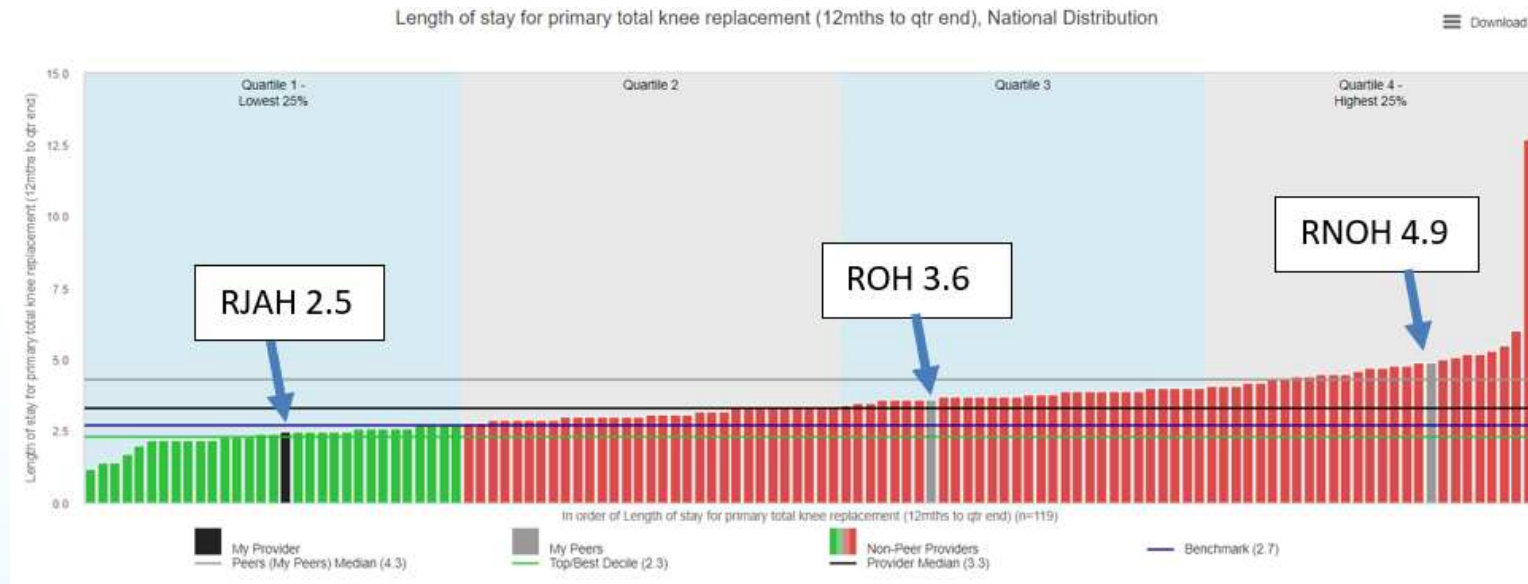
Model Health System: - Length of Stay Pre-Enhanced Recovery



Primary Hip and Knee Replacement (12 mths to qtr end) – Q2 2022/23



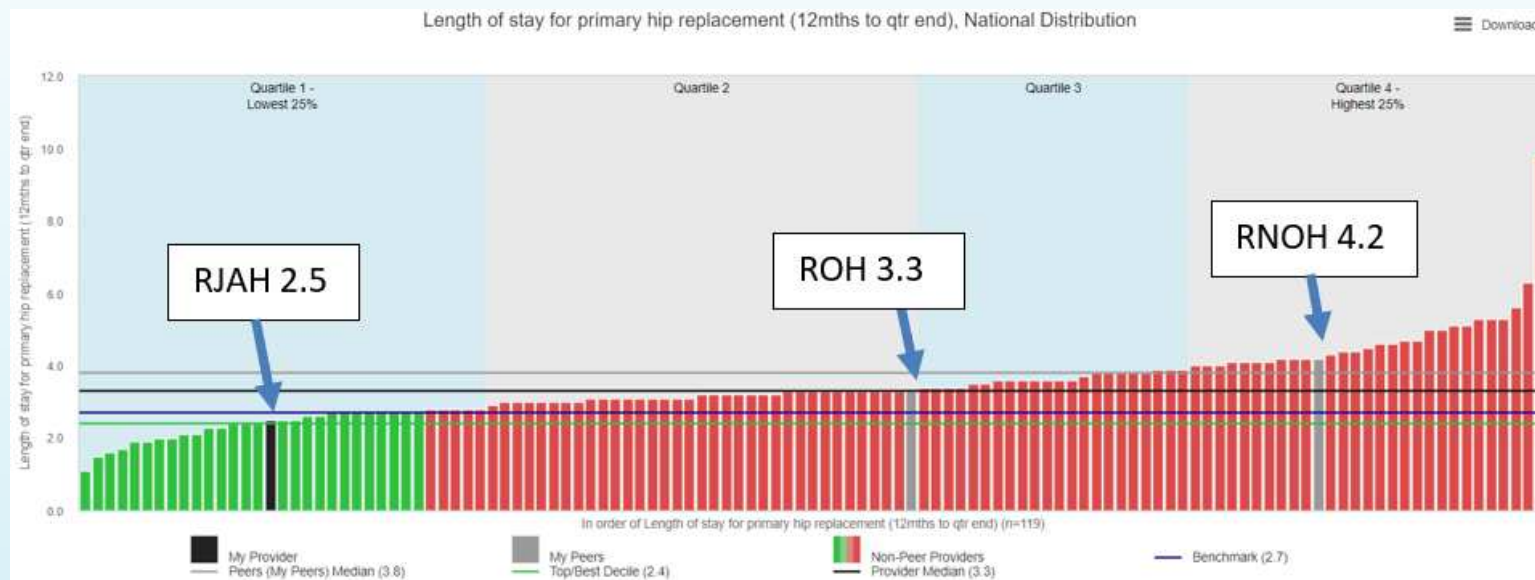
Length of Stay – Q4 2023/24



Primary Knee Replacements:

-
12 months to qtr end (Q4 2023/24)

- RJAH: - 3,608 bed days from 1,424 admissions (2.5)



Primary Hip Replacements: - 12 months to qtr end (Q4 2023/24)

- RJAH: - 3,557 bed days from 1,406 admissions (2.5)

ASA Score – We are not picking them

ASA 1 - 60

ASA 2 - 411

ASA 3 – 67

- All Primary Hip and Knee Replacement are on the pathway, non-selective basis, all patients, ASA whatever, dementia, chronic pain, all on the same pathway.



3,000th Patient

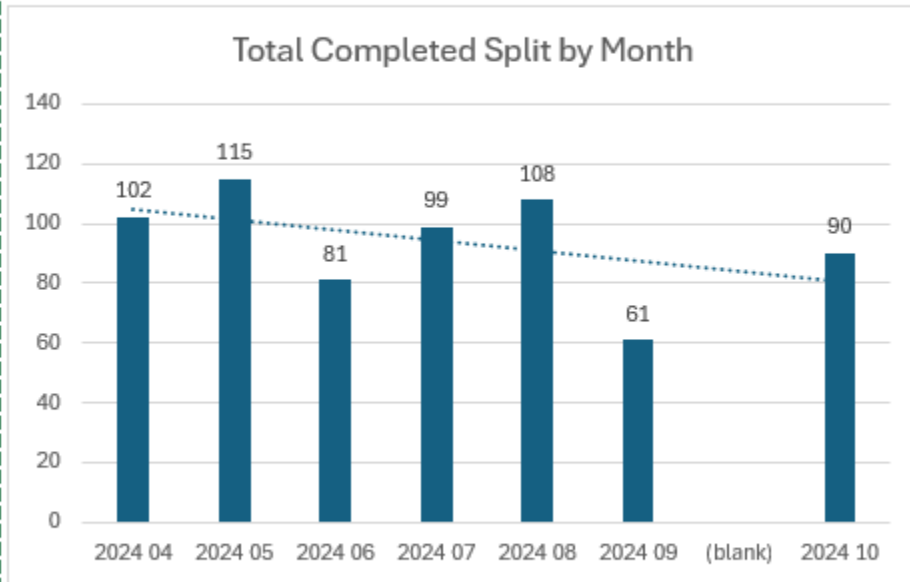


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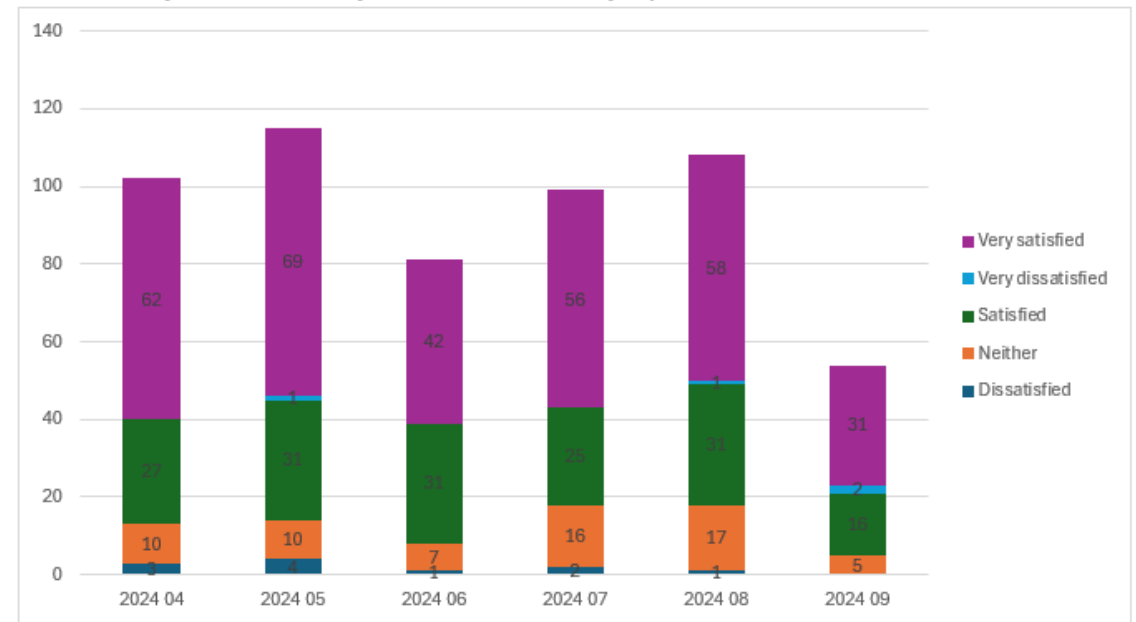
Patient Experience

Overall Total: 656

Total Completed Split by Month



Overall were you satisfied with your Enhanced Recovery experience?



Enhanced Recovery has enabled efficient and effective way of working



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Demonstrated efficiency and effective way of working – More Activity

- Money saved on LOS - 9,000 bed days saved. Approx £325 per night = saving of almost 3 million
- 190% more throughput on one ward, which should enable better capacity management
- Ward closed – Reinvest in this saving to enable more increased activity
- No theatre cancellations due to beds since implementation of ER cost of cancellation £9,300 per operation
- New theatre – No requirement of a ward and beds Millions saved on ward and staff.



Teamwork is essential



**ENHANCED
RECOVERY**

Our Ask

Higher volume of activity

To be able to deliver care that will enable RJAH to be known as the exemplar nationally and internationally.

Growth in Enhanced Recovery team to be able to continue to deliver ER to the expanding demand.

Continue with Data collection



Thank You Questions



**ENHANCED
RECOVERY**

The path to a better you



**The Robert Jones and Agnes Hunt
Orthopaedic Hospital**
NHS Foundation Trust

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Chair's Assurance Report Quality and Safety Committee

Committee / Group / Meeting, Date

Council of Governors, 05 March 2025

Author:

Name: Mary Bardsley
Role/Title: Assistant Trust Secretary

Contributors:

Report sign-off:

Ruth Longfellow, Chief Medical Officer
John Pepper, Associate Non-Executive Director (on behalf of the Committee Chair)
Board of Directors Meeting, 05 March 2025

Is the report suitable for publication:

Yes

1. Key issues and considerations:

The Trust Board has established a Quality and Safety Committee. According to its terms of reference: *"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 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."*

In order to fulfil its responsibilities, the Committee has established a number of sub-committees (known as "Meetings") which focus on particular areas of the Committee's remit. The Quality and Safety Committee receives regular assurance reports from each of these "Meetings" and escalates issues to the Board as necessary via this report.

This report provides a summary of the items considered at the Quality and Safety Committee on 23 Rs January and 27 February 2025 and highlights the key areas the Quality and Safety Committee brought to the attention of the Board.

The report is shared with the Council of Governors for information.

2. Strategic objectives and associated risks:

The following strategic objectives are relevant to the content of this report:

| Trust Objectives | | |
|------------------|--|---|
| 1 | Deliver high quality clinical services | ✓ |
| 2 | Develop our veterans service as a nationally recognised centre of excellence | ✓ |
| 3 | Integrate the MSK pathways across Shropshire, Telford and Wrekin | ✓ |
| 4 | Grow our services and workforce sustainably | |
| 5 | Innovation, education and research at the heart of what we do | |

System partners in Shropshire, Telford and Wrekin have identified four strategic objectives for the integrated care system. The following objectives are relevant to the content of this report:

| System Objectives | | |
|-------------------|--|---|
| 1 | Improve outcomes in population health and healthcare | ✓ |
| 2 | Tackle inequalities in outcomes, experience and access | ✓ |
| 3 | Support broader social and economic development | |
| 4 | Enhance productivity and value for money | |

Chair's Assurance Report Quality and Safety Committee

The following strategic themes, as outlined in the Board Assurance Framework, are overseen by this Committee. The relevant themes, and the Committee's overall level of assurance on their delivery is:

| Assurance framework themes | | Relevant | Overall level of assurance |
|----------------------------|---|----------|----------------------------|
| 1 | Continued focus on excellence in quality and safety. | ✓ | MEDIUM |
| 2 | Creating a sustainable workforce. | | |
| 3 | Delivering the financial plan. | | |
| 4 | Delivering the required levels of productivity, performance and activity. | | |
| 5 | Delivering innovation, growth and achieving systemic improvements. | | |
| 6 | Responding to opportunities and challenges in the wider health and care system. | | |
| 7 | Responding to a significant disruptive event. | ✓ | MEDIUM |

3. Assurance Report from Quality and Safety Committee

3.1 Areas of non-compliance/risk or matters to be addressed urgently.

ALERT - The Quality and Safety Committee wishes to bring the following issues to the Board's attention as they:

Represent non-compliance with required standards or pose a significant risk to the Trust's ability to deliver its responsibilities or objectives and therefore require action to address, OR

Require the approval of the Board for work to progress.

Board Assurance Framework (February Meeting)

The Committee reviewed the Board Assurance Framework (BAF) and noted changes to BAF 1, continued focus on excellence in quality and safety and BAF 7, responding to a significant disruptive event. The overall risk scores for these areas remained unchanged, but additional actions to address gaps in controls were discussed.

The Committee agreed to keep certain references amber (within BAF 1) until further progress is made following the critical care review and GPICS standards. The Committee recommended the changes made to the document for presentation at the Board meeting.

PSIRF Evaluation and Revised Safety Incident Plan and Policy

The Committee also endorsed the 2025/26 PSIRF priorities, which include IPC, deteriorating patients, on-the-day cancellations, tissue viability, and medication incidents.

Assurance was sought on the 20% of staff being aware of colleagues penalised for involvement in incidents. It was noted that feedback from staff involved in patient safety incidents often stems from previous experiences, not from those during the current PSIRF approach.

The Committee recommended the Board approved the revised PSIRF plan and policy.

Learning from Deaths Q3 Report (January Meeting)

The Committee are assured with the process in place to learn from deaths within the Trust. There has been a total of 6 deaths reported within Q3. The detail of the report is provided to the Board of Directors meeting for discussion.

EPRR Annual Report (January Meeting)

Following submission earlier in the year, the Trust achieved 64% against the 77% target. Discussions have been held to ensure the correct governance processes are followed going forwards and this report is seen by the Trust prior to submission. Actions implemented to strengthen this remit include an Operations Business Manager now in post supporting EPRR, a system-wide EPRR Team is being discussed, review of EPRR policies and procedures, a business continuity management system with audits being undertaken with follow-ups for areas with non-compliance. There has also been a number of staff joining the senior manager on call rota with materials being produced to support.

The Committee were assured with the actions taken by the Trust and requested that a progress report be provided to the Committee on a quarterly basis. The detail of the report is provided to the Board of Directors meeting for discussion.

Chair's Assurance Report Quality and Safety Committee

3.2 Areas of on-going monitoring with new developments

ADVISE - The Quality and Safety Committee wishes to bring the following issues to the Board's attention as they represent areas for ongoing monitoring, a potentially worsening position, or an emerging risk to the Trust's ability to deliver its responsibilities or objectives:

Complaints Policy (January and February Meeting)

The policy was first reviewed by the Committee in January where the members of the meeting asked for feedback on monitoring the volume of PALS concerns within the IPR and meeting with patients face to face at an early stage to prevent formal complaints. The comments following the meeting were implemented into the policy and re-presented to the Committee in February, which was approved.

PSIRF Report (January and February Meeting)

The Committee were assured with the process in place, however the report identified ongoing actions and challenges, including stock holding for pharmacy capacity and overdue Duty of Candour. The Committee requested revised due dates for outstanding actions. The Committee also approved the 2025-26 PSIRF priorities, which include IPC, deteriorating patients, on-the-day theatre cancellations, tissue viability, and medication incidents.

PSII Report: Never Event Progress (January Meeting)

A summary of never events in theatres since 2021 was reviewed, applying a human factors methodology to identify contributing factors and areas for improvement. The key areas for focus have been identified, including tools and technology, equipment integrity and shelf life, standardisation of processes, particularly the WHO process, and the effectiveness of audit compliance.

A Theatre Culture Working Group has been established and supports the cultural work, which is being undertaken, particularly regarding staff speaking up, defining roles and responsibilities. The Committee noted that all actions are on target for completion with non-overdue.

PSII Report: Incompatible Implant (February Meeting)

The Committee reviewed the PSII Report, the incident involving insertion of an incompatible hip replacement component. The Committee were assured with the steps taken to support the patient including the follow up process. Lessons learnt have been identified and include training of new staff in the department with a programme being established and encouraging and prioritising theatre users to complete human factors training.

The action plan for this incident is progressing through the Theatre Safety Culture Review Group. The Committee requested that communication outside of the organisation for wider learning be explored.

Integrated Performance Report (January and February Meeting)

The report highlighted several issues, including patient safety incidents, complaints, medication errors, and theatre cancellations. Efforts to reduce theatre cancellations and improve medication error reporting were noted. The Committee acknowledged the positive reporting culture around medication errors and the need to highlight common cause variation, providing reassurance that the variation is within expected limits.

The Committee asked that a date is set for the Welsh 200+ week waits, and agreed this will be taken through the Activity Recovery Committee. Questions were raised about the prioritisation of English patients over Welsh patients, with discussions focusing on differences in commissioning requirements and performance expectations. The Committee was informed that historically there have been challenges with mutual aid, and while offers have now been extended to Welsh patients, uptake remains low due to extended travel times.

Legal Claims Q3 Report (January Meeting)

The Trust has received 3 new CNST claims in Q3. There have been no CNST claims closed within Q3. The Trust has received no new ELPL claims in Q3. There have been 3 ELPL claims closed in Q3. The Committee requested further information on LTPS benchmarking data.

On the day cancellations Progress Report (January Meeting)

The report provides a summary of on-the-day cancellations for Q3. Out of 2342 patients who had procedures, 45 were cancelled on the day of surgery, resulting in a cancellation rate of 1.7%. Following the deep dive 31 of these cancellations were due to acute problems such as coughs, colds, flu, patients

not stopping medication despite being advised to, and skin conditions. Pre-surgical calls are now conducted 72 hours before the surgery and the Trust is looking to complete a benchmarking exercise against a peer organisation. The Committee acknowledged the improvement, however noted that this should remain under review for assurance until the pre-op transformation progresses.

3.3 Areas of assurance

ASSURE – Quality and Safety Committee considered the following items and did not identify any issues that required escalation to the Board.

Quality Priorities (February Meeting)

The Committee noted the quality priorities, and no concerns were raised.

Quality Accreditation Q3 Report (January Meeting)

All ward areas have completed their first assessment, and the second round of assessments is currently underway. The Committee asked for Pharmacy to be included as part of the accreditation. Assurance was provided regarding the well-led aspect, noting that 43% is aligned with the live CQC compliance dashboard, demonstrating progress with the CQC toolkit and regulatory requirements.

CIP Quality Impact Assessment Q3 Report (February Meeting)

The Committee reviewed the CIP Quality Impact Assessment (QIA) update and acknowledged the good progress in terms of delivery. A high-level proposal was presented to the Financial Improvement Group meeting on the plans for the coming year. The Committee's discussions and decisions provide assurance that the Trust is actively managing the CIP Quality Impact Assessments and is committed to improving patient safety and maintaining high standards of care.

Bone Tumour Action Plan (January Meeting)

There were no concerns to raise. The Trust confirmed a locum consultant is to commence in post at the beginning of February and a strategy day is being scheduled.

IPC Quality Report (February Meeting)

The Committee reviewed the IPC Quality Report covering the period from October to December 2024. The report provided several key assurances regarding the Trust's infection prevention and control (IPC) measures. The Trust remains under target for all HCAs, including MRSA. MSSA decolonisation has been added to all joint replacement surgeries following a slight peak in the previous quarter for hip SSIs. An outlier letter was received, but upon reviewing incidents, no concerns were identified other than patient comorbidities increasing risk factors.

IPC Improvement Plan and BAF (February Meeting)

The Committee noted the improvement plan and no concerns were raised.

Cleanliness and Estates Q3 Report (February Meeting)

It was noted there has been high cleanliness scores in theatres, attributing the improvement to the movement of items off corridors into storage spaces. There are no concerns to raise to the Board.

Quality Strategy Action Plan (January Meeting)

The Committee were assured with the progress reported in relation to the action plan. There is one action overdue completion which is aligned to the launch of Apollo. The Patient Experience Strategy is under review and will return for approval in May.

Chair Assurance Reports:

- **Chair Report from Patient Safety Meeting (January and February Meeting)**
The Committee asked for further information on the roll out of the human factors training at the next meeting, along with an update on the critical care action plan which has been scheduled for April.
- **Chair Report from Health Inequalities and Population Health Working Group (February Meeting)**
A system wide review of the diabetes service is currently underway and is being supported by the Trust's Orthotics service.

Chair's Assurance Report Quality and Safety Committee

- **Chair Report from IPCC Meeting (January and February Meeting)**
There were no concerns to escalate to the Committee. The Committee acknowledged the increased compliance reported in relation to the hand hygiene training. The Trust commended the efforts of the staff on Sheldon Ward, following an outbreak of D&V which was managed extremely well.
- **Chair Report from Patient Experience Meeting (February Meeting)**
Actions from the national inpatient survey have been included within the patient experience improvement plan.
- **Chair Report from the Drugs and Therapeutics Meeting (February Meeting)**
Following a lack of upward reporting, the Trust completed a review of the meeting. This has been undertaken to strengthen the purpose of the meeting along with the governance reporting process. It was confirmed that meetings have been scheduled on a monthly basis from March onwards and a chairs report will be provided going forwards.
- **Chair Report from Health and Safety Meeting (January Meeting)**
The HAVS issue within Orthotics has been reviewed with no issues found. A question was raised in relation to fire safety training, and assurance was provided that this is local fire training. A new staff member is in post to provide fire training in house which should resolve issues in coming months.
- **Chair Report from Clinical Effectiveness Meeting (February Meeting)**
For future reports, the Committee asked for further positive assurance on outcomes.
- **Chair Report from Adult and Children Safeguarding Meeting (February Meeting)**
The Committee requested that a member of the safeguarding team join a future meeting to present an update on the current priorities within the service.
- **Chair Report from Regulatory Oversight Meeting (January and February meeting)**
A review of the meeting has been completed, and the Committee approved the revised terms of reference. The Committee discussed the mitigations in place to support temperature monitoring of refrigerated medicines – the Trust confirmed that staff have been trained, and monitoring is completed manually.
- **Chair Report from MHRA Working Group (January and February Meeting)**
The Committee have established an MRHA working group to provide assurance on the concerns identified within the recent inspection. A quality impact assessment of the work undertaken in the facility will be undertaken along with a review of the service.

Recommendation

The Council of Governors is asked note the content of the report.

1.

| Committee / Group / Meeting, Date | |
|---|---------------|
| Council of Governors, 05 March 2025 | |
| Author: | Contributors: |
| Name: Mary Bardsley Role/Title: Assistant Trust Secretary | |
| Report sign-off: | |
| Martin Evans, Non-Executive Director, and member of the People and Culture Committee Board of Directors Meeting, 05 March 2025 | |
| Is the report suitable for publication: | |
| Yes | |

1. Key issues and considerations:

The Trust Board has established a People and Culture Committee. According to its terms of reference: *"The purpose of the People and Culture 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."*

In order to fulfil its responsibilities, the Committee has established sub-committees (known as "Meetings") which focus on particular areas of the Committee's remit. The People and Culture Committee receives regular assurance reports from each of these "Meetings" and escalates issues to the Board as necessary via this report.

This report provides a summary of the items considered at the People and Culture Committee on 23 January and 24th February 2025. It highlights the key areas the People and Culture Committee brought to the attention of the Board.

The report is shared with the Council of Governors for information.

2. Strategic objectives and associated risks:

The following strategic objectives are relevant to the content of this report:

| Trust Objectives | | |
|------------------|--|---|
| 1 | Deliver high quality clinical services | |
| 2 | Develop our veterans service as a nationally recognised centre of excellence | |
| 3 | Integrate the MSK pathways across Shropshire, Telford and Wrekin | |
| 4 | Grow our services and workforce sustainably | ✓ |
| 5 | Innovation, education and research at the heart of what we do | |

System partners in Shropshire, Telford and Wrekin have identified four strategic objectives for the integrated care system. The following objectives are relevant to the content of this report:

| System Objectives | | |
|-------------------|--|---|
| 1 | Improve outcomes in population health and healthcare | ✓ |
| 2 | Tackle inequalities in outcomes, experience and access | ✓ |
| 3 | Support broader social and economic development | ✓ |
| 4 | Enhance productivity and value for money | |

The following strategic themes, as outlined in the Board Assurance Framework, are overseen by this Committee. The relevant themes, and the Committee's overall level of assurance on their delivery is:

| Assurance framework themes | | Relevant | Overall level of assurance |
|----------------------------|---|----------|----------------------------|
| 1 | Continued focus on excellence in quality and safety. | | |
| 2 | Creating a sustainable workforce. | ✓ | STRONG |
| 3 | Delivering the financial plan. | | |
| 4 | Delivering the required levels of productivity, performance and activity. | | |
| 5 | Delivering innovation, growth and achieving systemic improvements. | | |
| 6 | Responding to opportunities and challenges in the wider health and care system. | | |
| 7 | Responding to a significant disruptive event. | | |

3. Assurance Report from People and Culture Committee

3.1 Areas of non-compliance/risk or matters to be addressed urgently.

ALERT - The People and Culture Committee wishes to bring the following issues to the Board's attention as they:

- Represent non-compliance with required standards or pose a significant risk to the Trust's ability to deliver its responsibilities or objectives and therefore require action to address, OR require the approval of the Board for work to progress.

There were no specific items to raise to the Board.

The Board are reminded that the members of the People and Culture Committee attended the Finance and Performance Committee on 24 February to consider the elements of the 2025/26 draft workforce plan ahead of submission. This is reported within the Finance and Performance Chairs' Assurance Report.

3.2 Areas of on-going monitoring with new developments

ADVISE - The People and Culture Committee wishes to bring the following issues to the Board's attention as they represent areas for ongoing monitoring, a potentially worsening position, or an emerging risk to the Trust's ability to deliver its responsibilities or objectives:

Board Assurance Framework (February Meeting)

The Committee reviewed the framework ahead of presentation at the Board meeting.

- BAF 2, Creating a sustainable workforce – the committee supported the amendments to the framework.
- BAF 6, Responding to opportunities and challenges in the wider health and care system – suggested that within BAF 6 a reference to next year's planning guidance and the risks of reducing workforce numbers is to be included.

System Integrated Improvement Plan (SIIP) (February Meeting)

The Committee received and considered elements of the improvement plan within its remit. It was acknowledged that delays in the workforce planning were due to a delay in guidance. The Committee will receive an update on the action plan at the next meeting and in particular the development of the provider collaboratives.

Premium Workforce (M9 and M10) Report (January and February Meeting)

The Committee were assured with the actions in place to support the workforce premium with lower levels of bank and agency being reported and price cap compliance is heading in the right direction. Following an action at the January meeting the Committee were provided with an overview of the system and regional efforts in relation to bank and agency.

Guardian of Safe Working Hours (Q3 Report) (February Meeting)

The report assured the Committee that the Trust manages junior doctors working hours safely. It was highlighted the need for an electronic reporting system and this action was allocated to the DERIC Committee to oversee.

Improvewell Presentation (February Meeting)

The Committee were assured that both the issues and successes are being flagged to help identify areas that haven't worked well, allowing for lessons to be learned. The Committee requested a further review before the 12-month mark to provide additional feedback and assess the next stage of progress.

Statutory Training Compliance Report (February Meeting)

The Committee received an in-depth analysis of the Trust's core training compliance. Comparing data to the previous year, the report presented an improved picture, however some training remains slightly below compliance. The Committee sought the following additional assurance:

- the financial impact of non-attendance on the Trust to be established and for line managers to have visibility of the impact and costs associated with training cancellations.
- process in place to ensure non-compliance of training is reported effectively to managers.
- Benchmarking data to be included

Job Planning Attainment (January and February Meeting)

Following an initial update in January a further deep dive was presented to the Committee in February. The Trust currently has an attainment level of 0/4 for Job Planning, as it does not meet the minimum threshold of 90% of job plans signed off in the last 12 months. It was confirmed that the Trust is not an outlier in this area. Following attendance at a recent NHSE Ignition Event, it became clear that many Trusts are at different stages.

The Committee sought further assurance on future progression to include a trajectory to achieving on job planning attainment in future monthly workforce reports.

Freedom to Speak Up Q3 Report (January Meeting)

Within quarter 3, there were a total of 18 freedom to speak up concerns received. Of these, 13 have been closed, and one remains open. The detail of the report is shared with the Board for oversight, there are no issues to escalate to the Board.

Gender Pay Gap Report (January Meeting)

An observation was made that the statistics are not proportionally distributed across dominant professions. It was noted that the action sets are standard, and the Trust have less control due to a highly predominant female workforce and lack of opportunity within the nursing sector. The Committee requested that the Trust explore further the highest paid cohort, compare the Trust's proportion of orthopaedic surgeons to other organisations and look into the ratio of local clinical and non-clinical apprentices.

Medical Engagement Update (January Meeting)

The Trust is currently compiling Medical Engagement and Leadership Strategy. The strategy is divided into three key focus areas: leadership and management roles, communication and culture, and leadership development. The Committee sought further information on the following:

- A suggestion was made to outline the strategic vision and how the strategy will be implemented, including defining the expectations for the Trust's medical clinical leaders.
- Objective setting for managers and ensuring their objectives coincide with mandatory training and values of the organisation
- To provide continued feedback on the ownership and prioritisation of actions

Overall, the Committee were reassured by the progress and were looking forward to receiving the draft strategy.

Disciplinary Case Management Summary (Verbal Presentation) (January Meeting)

The Committee received a verbal presentation which provided an overview of the Disciplinary Case Management, this highlighted the complexity of the cases, as well as the importance of actively managing and addressing these issues.

People Promise Update (January Meeting)

An update was provided on the development of the People Promise implementation plan and to provide assurance that this work is being delivered on time and to plan. A question was raised regarding how the Trust are handling the legacy going forward and it was confirmed this is already starting to be embedded as business as usual and all projects are being led by others within the Trust. There are legacy mentors within the Wards and the Trust are looking to provide champions

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for flexible working. At a regional meeting, it was highlighted that the Trust has addressed this with much more detail than other Trusts in the system, and praise was given to the team for their efforts.

3.3 Areas of assurance

ASSURE – People and Culture Committee considered the following items and did not identify any issues that required escalation to the Board.

Review of Staff Networks Presentation (February Meeting)

The Committee received a 12month update on the staff networks. There was consensus that the Trust has made significant progress over the past 18-24 months, making a real impact, particularly as the organisation's reputation now extends beyond clinical activity to include how we care for our staff. The Committee expressed their recognition and appreciation to the networks, thanking them and congratulating them on all the work they have accomplished. It was acknowledged that additional support is needed to explore new group chairs, including the possibility of a rotational chair.

Workforce Performance Report (January and February Meeting)

The Committee reviewed the Workforce Performance report. Overall, the Committee gained assurance from the data reported within the performance report as all metrics continue to record a positive trend.

To greater understand the data being presented, the Committee have requested:

- a more in depth deep dive into sickness absence to explore any areas of concern in more detail to identify where additional support may be needed.
- to provide more detail on the in-month leavers, specifically regarding voluntary resignations, and to monitor any emerging patterns.
- deep dive into the age profile figures to be brought for discussion at a future committee.

The Committee **approved** the following policies:

- Policy Statement in the Recruitment of Ex Offenders
- Professional Registration Policy
- Trans Equality Policy – the Committee refers the following to the DERIC Committee - to oversee the issue in relation to prefixes being requirement of the new Apollo system.

The Committee considered the following Chairs' assurance reports:

- **Non-Medical Staffing Subgroup** (January and February Meeting) – the Committee noted the report, there were no items to escalate. The terms of reference for the meeting were revised and approved.
- **Education and Training Oversight Meeting** (February Meeting) - the Committee noted the report, there were no items to escalate.
- **EDI** (February Meeting) - the Committee noted the report, there were no items to escalate.
- **JCG** (February Meeting) - the Committee noted the report, there were no items to escalate.
- **Trust Performance and Operational Improvement Meeting** - the Committee noted the report.
- **ICS People Committee Update** – a verbal update was provided that a discussion took place on how the system will scope the request and develop a work plan for the different workstreams.

Recommendation

The Council of Governors is asked to note the content of the report.

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Chair's Assurance Report Finance and Performance Committee

Committee / Group / Meeting, Date

Council of Governors, 05 March 2025

Author:

Name: Mary Bardsley
Role/Title: Assistant Trust Secretary

Contributors:

Report sign-off:

Craig Macbeth, Chief Finance and Planning Officer
Sarfraz Nawaz, Chair of the Finance and Performance Committee
Board of Directors – Public Meeting, 05 March 2025

Is the report suitable for publication?:

Yes

1. Key issues and considerations:

The Trust Board has established a Finance and Performance Committee. According to its terms of reference: *"The Board of Directors has delegated responsibility for the oversight of the Trust's financial performance to the Finance and Performance Committee. This Committee is responsible for seeking assurance that the Trust is operating within its financial constraints and that the delivery of its services represents value for money. Further it is responsible for seeking assurance that any investments again represent value for money and delivery the expected benefits. It seeks these assurances in order that, in turn, it may provide appropriate assurance to the Board."*

In order to fulfil its responsibilities, the Committee has established a number of sub-committees (known as "Meetings") which focus on particular areas of the Committee's remit. The Finance and Performance Committee receives regular assurance reports from each of these "Meetings" and escalates issues to the Board as necessary via this report.

This report provides a summary of the items considered at the Finance and Performance Committee on 24 January, 13 February (extraordinary meeting) and 24 February. It highlights the key areas the Finance and Performance Committee wishes to bring to the attention of the Board.

2. Strategic objectives and associated risks:

The following strategic objectives are relevant to the content of this report:

| Trust Objectives | | |
|------------------|--|---|
| 1 | Deliver high quality clinical services | |
| 2 | Develop our veterans service as a nationally recognised centre of excellence | ✓ |
| 3 | Integrate the MSK pathways across Shropshire, Telford and Wrekin | ✓ |
| 4 | Grow our services and workforce sustainably | |
| 5 | Innovation, education and research at the heart of what we do | |

System partners in Shropshire, Telford and Wrekin have identified four strategic objectives for the integrated care system. The following objectives are relevant to the content of this report:

| System Objectives | | |
|-------------------|--|---|
| 1 | Improve outcomes in population health and healthcare | |
| 2 | Tackle inequalities in outcomes, experience and access | ✓ |
| 3 | Support broader social and economic development | |
| 4 | Enhance productivity and value for money | ✓ |

The following strategic themes, as outlined in the Board Assurance Framework, are overseen by this Committee. The relevant themes, and the Committee's overall level of assurance on their delivery is:

Chair's Assurance Report Finance and Performance Committee

| Assurance framework themes | | Relevant | Overall level of assurance |
|----------------------------|--|----------|----------------------------|
| 1 | <i>Continued focus on excellence in quality and safety.</i> | | |
| 2 | <i>Creating a sustainable workforce.</i> | | |
| 3 | <i>Delivering the financial plan.</i> | ✓ | LOW |
| 4 | <i>Delivering the required levels of productivity, performance and activity.</i> | ✓ | LOW |
| 5 | <i>Delivering innovation, growth and achieving systemic improvements.</i> | | |
| 6 | <i>Responding to opportunities and challenges in the wider health and care system.</i> | | |
| 7 | <i>Responding to a significant disruptive event.</i> | | |

3. Assurance Report from Finance and Performance Committee

3.1 Areas of non-compliance/risk or matters to be addressed urgently

ALERT - The Finance and Performance Committee wishes to bring the following issues to the Board's attention as they:

Represent non-compliance with required standards or pose a significant risk to the Trust's ability to deliver its responsibilities or objectives and therefore require action to address; OR

Require the approval of the Board for work to progress.

Financial Forecast (Extraordinary February meeting)

The Committee received an updated financial forecast of £1.9m surplus which was £1m short of plan and the previous month's forecast.

The deterioration had been driven by a reduction in previously assumed ERF income amounting to £1.7m following the introduction of funding caps at system level. Attempts to mitigate had been made across the system and RJA had agreed to absorb £0.7m with SaTH and Shropshire Community increasing their forecast by £1m to compensate the remaining shortfall.

The Committee reviewed the assumptions behind the latest forecast and agreed to support on behalf of the Board to ensure NHSE reporting deadlines could be met.

Operational Plan 2025/26 (February Meeting)

The Committee received the first draft of the Operational plan for 2025/26 and noted a significant adjustment to the paper presented following confirmation that outsourcing activity would need to be removed to ensure no breach of the elective funding cap.

The performance impact of this was confirmed following the meeting as 57.7% so further work would need to be undertaken ahead of the final plan submission to achieve the 60% compliance requirement. The Committee subsequently approved the Headline Operational 2025/26 plan via email correspondence noting further improvements were being worked up ahead of the final submission.

Financial Plan 2025/26 (February Meeting)

The Committee received the first draft of the Financial Plan for 2025/26 which showed a £1.8m deficit against a break-even target that had been set by the ICB.

The Committee noted the ambitious efficiency and productivity delivery requirement as part of the assumptions and the non-recurrent impact of the EPR implementation that was driving the variance.

The Committee approved the Headline Financial Plan 2025/26 and requested further updates including a risk register to be shared ahead of the final plan.

Workforce Plan 2025/26 (February Meeting)

The Committee received the first draft of the Workforce Plan for 2025/26 which showed progress against the requirements to reduce temporary staffing costs and corporate infrastructure workforce back to 2022 levels.

The Committee were also informed that the activity plans had been set based on the workforce projections of staff in post and that discussions were taking place on multiple levels to develop a credible plan to reduce the corporate infrastructure headcount.

Chair's Assurance Report Finance and Performance Committee

The Committee approved the Headline 2025/26 Workforce plan noting further updates of delivery assurance would follow.

3.2 Areas of on-going monitoring with new developments

ADVISE - The Finance and Performance Committee wishes to bring the following issues to the Board's attention as they represent areas for ongoing monitoring, a potentially worsening position, or an emerging risk to the Trust's ability to deliver its responsibilities or objectives:

Board Assurance Framework (February Meeting)

The Committee considered and approved the framework ahead of presentation to the Board noting the following:

- BAF 3, Delivering the financial plan - the committee supported updating the narrative for the risk to reflect changes in the risk score and mitigation measures as noted within the report.
- BAF 4, Delivering the required levels of productivity, performance and activity - the committee noted the progress made in the last quarter and confirmed no changes to the risk score however suggested adding content on the effect of clinical and leadership mitigation.

Business Case – Middle Grade Anaesthetists (February Meeting)

The Committee considered the business case for appointing 8 additional middle-grade anaesthetists to improve critical care services and provide resident on call. It was noted that there was significant investment required in the first year during the training period but in future a saving on the current model would be generated.

The Committee approved the case noting its requirement for compliance and emphasised the importance of the cost reductions being realised in future years.

NHSE Productivity Planning (February Meeting)

The Committee received an update on the NHSE productivity planning packs issued to support 2025/26 planning. The Trust has been tasked with delivering a minimum 2% productivity improvement on top of the usual efficiency requirement of 2% and the pack highlights areas of opportunity based on benchmarking.

The Committee heard that good progress had been made in identifying productivity opportunities as a result of the new operating model, but that further work was required to be undertaken to unlock the Corporate Services opportunity. A shared services group had been formed as part of the provider collaborative to develop a plan.

Performance Report (January and February Meeting)

The report indicated that theatre activity has reached its highest levels post-COVID, with a significant decrease in cancellations due to staffing issues. The Rheumatology list size has also decreased from around 65% to 40%.

The Committee discussed the disproportionate growth in referrals for spinal disorders from Wales, which has impacted waiting times. A systemic approach to manage demand, including better coordination and pathway management for Welsh patients, was emphasised. Long waits have been discussed in the internal Health Inequalities and Population Health Working Group, with a further deep dive ongoing. Overall, the report highlights significant improvements in activity levels and reductions in cancellations and waiting list sizes.

EPR Costing Deep Dive (January Meeting)

The discussion highlighted the delay in the go-live date to May 2025 and its financial implications. The delay is expected to incur significant costs, but it also provides more time for planning and training. The delay will result in a financial pressure for the next year, with an estimated non-recurrent impact of £1.4m. The Trust has been able to minimise the impact of the risks and is working on offsetting the financial impact through efficiencies or non-recurrent benefits. The Trust is looking into learning from other organisations that have gone live with the System. Regular meetings and updates are provided to through the DERIC Committee to ensure that all stakeholders are informed, and any issues are addressed promptly.

Chair's Assurance Report Finance and Performance Committee

3.3 Areas of assurance

ASSURE - The Finance and Performance Committee considered the following items and did not identify any issues that required escalation to the Board.

Theatre Activity Forecast including mitigations (January and February Meeting)

Regular discussions take place at the weekly Financial Improvement Group, and progress is being made. The Committee noted the report is also reflected at the bi-weekly Activity Recovery Committee meetings.

The Committee considered the following Chairs' assurance reports:

- **Capital Management Group** (January and February Meeting) - the Committee noted the chair report and noted that there is further review of the capital funding to be completed. There is an opportunity for the Trust to gain access to national capital funding and the Trust bids have been submitted.
- **Financial Improvement Group** (January and February Meeting) - the Committee noted the chair report, there were no issues to raise.
- **Procurement Group** (February Meeting) - the Committee noted the chair report, there were no issues to raise.
- **Sustainability Group** (January Meeting) - the green plan update will be shared with the Board in due course.
- **Trust Performance and Operational Improvement Group** (February Meeting) – the Committee were informed of the TSSU staffing levels which are leading to cancellations in theatres with kit unable to be sterilised in a timely manner.
- **STW MSK Board (February Meeting)** - there is an issue around how RTT guidance is applied across the System and the Trust are looking to ensure this is standardised as part of the single MSST service.
There is also a growing concern regarding diagnostics access times. Now there is a single MSST interface service, it means patients clinicians can refer to other hospitals. The issues have been raised within the Chief Operating Officer within the System.

System Integrated Improvement Plan (SIIP) – the Committee received and considered elements of the improvement plan within its remit - there were no issues to raise.

Recommendation

The Councill of Governors is asked to note the content of the report.

Chair's Assurance Report Audit and Risk Committee

Committee / Group / Meeting, Date

Council of Governors, 05 March 2025

Author:

Name: Mary Bardsley
Role/Title: Assistant Trust Secretary

Contributors:

N/A

Report sign-off:

Martin Newsholme, Chair of the Audit and Risk Committee
Board of Directors – Public Meeting, 05 March 2025

Is the report suitable for publication:

Yes

1. Key issues and considerations:

The Trust Board has established an Audit and Risk Committee. According to its terms of reference: *'The Board of Directors has delegated responsibility for the oversight of the Trust's system of internal control and risk assurance to the Audit and Risk Committee. This Committee is responsible for seeking assurance that the Trust has adequate and effective controls in place. It sought assurance regarding the Trust's internal and external audit programme, the local counter fraud service and compliance with the law and regulations governing the Trust's activities. It seeks these assurances in order that, in turn, it may provide appropriate assurance to the Board.'*

In order to fulfil its responsibilities, the Committee has established a number of sub-committees (known as "Meetings") which focus on particular areas of the Committee's remit. The Audit and Risk Committee receives regular assurance reports from each of these "Meetings" and escalates issues to the Board as necessary via this report.

This report provides a summary of the items considered at the Committee meeting held on 11 February 2025 and highlights the key areas the Committee brought to the attention of the Board.

The report is shared with the Council of Governors for information.

2. Strategic objectives and associated risks:

The Audit and Risk Committee is responsible for seeking assurance that the Trust has adequate and effective controls in place to ensure all objectives and themes supported.

| Trust Objectives | | |
|------------------|--|---|
| 1 | Deliver high quality clinical services | ✓ |
| 2 | Develop our veterans service as a nationally recognised centre of excellence | ✓ |
| 3 | Integrate the MSK pathways across Shropshire, Telford and Wrekin | ✓ |
| 4 | Grow our services and workforce sustainably | ✓ |
| 5 | Innovation, education and research at the heart of what we do | ✓ |

| System Objectives | | |
|-------------------|--|---|
| 1 | Improve outcomes in population health and healthcare | ✓ |
| 2 | Tackle inequalities in outcomes, experience and access | ✓ |
| 3 | Support broader social and economic development | ✓ |
| 4 | Enhance productivity and value for money | ✓ |

3. Assurance Report from Activity Recovery Committee

3.1 Areas of non-compliance/risk or matters to be addressed urgently.

ALERT - The Audit and Risk Committee wishes to bring the following issues to the Board's attention as they:
Represent non-compliance with required standards or pose a significant risk to the Trust's ability to deliver its responsibilities or objectives and therefore require action to address, OR
Require the approval of the Board for work to progress.

Standing Financial Instruction (SFI) and Scheme of Delegation (SoD) Policy

A paper was received on the review of the SFI and SoD, there were no specific amendments required. The Committee recommends the Board approve the policy.

3.2 Areas of on-going monitoring with new developments

ADVISE - The Audit and Risk Committee wishes to bring the following issues to the Board's attention as they represent areas for ongoing monitoring, a potentially worsening position, or an emerging risk to the Trust's ability to deliver its responsibilities or objectives:

External Audit Tender Process

The Trust has recently completed a tender process for the External Audit. Three tenders were received and considered, and following approval from the Council of Governors the Trust is pleased to confirm that KPMG have been awarded the contract for an initial three years following the conclusion of this year's audit.

Review of Accounting Policies

The Committee considered and approved the policies subject to any final amendments which may be required during the preparation of the accounts.

Chair Report from the Information Governance Meeting

There were no specific risks to escalate in relation to information governance. The Committee sought further assurance on:

- Systems – 2 Systems have reached their end of life however the Trust has implemented mitigation whilst the Trust launches the new Apollo System.
- PACS – the Trust confirmed an internal audit will be completed on PACS and CRIS to provide further assurance within the digital remit.

Finance Governance Pack

The Committee were assured with the detail of the paper provided; however, further assurance was sought on the loss of equipment. A report from the stores department has been requested and an update will be provided at the next meeting in order to provide assurance on the process, resolution and potential income loss.

Register of Interest and Hospitality Register

The Committee noted the report and were assured with the work being undertaken to improve the reporting. Further assurance was sought on the monitoring processes and asked for the following steps to be embedded within the process:

- provide a briefing log to the Committee on any incidences where declarations have been identified and steps undertaken
- Countersignature from the line manager to be added to the DOI form

EPRR Annual Report

The Committee received the report to provide assurance on the reporting process. It was confirmed that the Quality and Safety Committee continue to have oversight of the EPRR action plan and there are steps underway to enhancing collaborative working across the System.

Chair's Assurance Report Audit and Risk Committee

Policy Tracker

It was agreed that each assurance committee will receive a report on the policies within their remit to support the assurance provided on the process and the Audit and Risk Committee will receive an exception report on any overdue policies.

Counter Fraud Progress Report

There have been 3 referrals received during this reporting period which are currently being investigated. The Committee noted the good reporting culture within the Trust which provided assurance of good endorsement and awareness.

The Committee considered and approved the draft counter draft annual plan for 2025/26 which has been compiled on a risk based review.

Internal Audit Update

The Committee received three reports for consideration:

- **Internal Audit progress report** – the remaining reviews for 2024/25 are on schedule to be reported by the end of the financial year.
- **Research Governance report** – the review reported a moderate assurance rating. There are key actions relation to the strategy and policies. It was noted that reservations in relation to the management response have been highlighted and these are to be considered by the Trust. The report will be presented to the DERIC Committee, and an action will be developed to support the reporting process.
- **Internal Audit Plan 2025/26** – the plan is based on an assessment of the Board Assurance Framework, the strategic objectives and risks. Key areas for the coming year include theatre utilisation, medicine optimisation, ESR/payroll and EPR systems. The Committee approved the annual plan for 2025/26.
- **Follow Up Recommendations** – the Trust is reporting a positive message and reflects significant progress since the last meeting.

3.3 Areas of assurance

ASSURE - The Audit and Risk Committee considered the following items and did not identify any issues that required escalation to the Board.

External Audit Update

The initial planning work has been completed and is undergoing a review – there were no significant issues raised by the team to the Committee.

Annual Report and Annual Accounts Timetable

The timetable was shared with the Committee for information and has been added to the Board of Directors pack for noting.

Risk Management Report

The Committee were assured with the work completed to support risk management across the organisation and noted the positive impact the establishment of the Risk Management Group has had on the overall reporting and understanding of risk. The Committee sought further information on the themes of the risks and a review of the 15 moderate risks within the Specialist Unit is to be completed.

The Committee noted the following documents which were shared for information:

- MIAA insight report on technology and data analytics risk, medical equipment governance benchmarking and wellbeing reviews benchmarking
- MIAA, TIAN NHS monthly report

Recommendation

The Councill of Governors is asked to note the content of the report.

Chair's Assurance Report Digital, Education, Research, Innovation and Commercialisation (DERIC) Committee

Committee / Group / Meeting, Date

Council of Governors, 05 March 2025

Author:

Name: Mary Bardsley
Role/Title: Assistant Trust Secretary

Contributors:

Report sign-off:

Ruth Longfellow, Chief Medical Officer
Martin Evans, Non-Executive Director, Chair of the DERIC Committee
Board of Directors Meeting, 05 March 2025

Is the report suitable for publication:

Yes

1. Key issues and considerations:

The Trust Board has established a Digital, Education, Research, Innovation and Commercialisation Committee. According to its terms of reference: *"The Board of Directors has delegated responsibility for the oversight of the Trust's Digital, Education, Research performance to the Digital, Education, Research, Innovation and Commercialisation Committee. It seeks these assurances in order that, in turn, it may provide appropriate assurance to the Board."*

In order to fulfil its responsibilities, the Committee has established a number of sub-committees (known as "Meetings") which focus on particular areas of the Committee's remit. The Digital, Education, Research, Innovation and Commercialisation Committee receives regular assurance reports from each of these "Meetings" and escalates issues to the Board as necessary via this report.

This report provides a summary of the items considered at the Committee meeting held in January and February 2025 and it highlights the key areas the Committee brought to the attention of the Board.

The report is shared with the Council of Governors for information.

2. Strategic objectives and associated risks:

The following strategic objectives are relevant to the content of this report:

| Trust Objectives | | |
|------------------|--|---|
| 1 | Deliver high quality clinical services | ✓ |
| 2 | Develop our veterans service as a nationally recognised centre of excellence | |
| 3 | Integrate the MSK pathways across Shropshire, Telford and Wrekin | ✓ |
| 4 | Grow our services and workforce sustainably | ✓ |
| 5 | Innovation, education and research at the heart of what we do | ✓ |

System partners in Shropshire, Telford and Wrekin have identified four strategic objectives for the integrated care system. The following objectives are relevant to the content of this report:

| System Objectives | | |
|-------------------|--|---|
| 1 | Improve outcomes in population health and healthcare | ✓ |
| 2 | Tackle inequalities in outcomes, experience and access | ✓ |
| 3 | Support broader social and economic development | ✓ |
| 4 | Enhance productivity and value for money | ✓ |

The Board Assurance Framework themes overseen by this Committee and the Committee's overall level of assurance on their delivery is outlined in the table below in **bold text**.

The table also identifies BAF themes which are primarily overseen by other Committees but are also relevant to the work of the Committee. Those assurance ratings relate only to those themes as they

Chair's Assurance Report

Digital, Education, Research, Innovation and Commercialisation (DERIC) Committee

apply to the remit of the Committee, e.g. assurance on the Trust's ability to create a "sustainable workforce" that can deliver the DERIC agenda.

| Assurance framework themes | | Relevant | Overall level of assurance |
|----------------------------|---|----------|----------------------------|
| 1 | Continued focus on excellence in quality and safety. | | |
| 2 | Creating a sustainable workforce. | ✓ | MEDIUM |
| 3 | Delivering the financial plan. | | |
| 4 | Delivering the required levels of productivity, performance and activity. | | |
| 5 | Delivering innovation, growth and achieving systemic improvements. | ✓ | MEDIUM |
| 6 | Responding to opportunities and challenges in the wider health and care system. | ✓ | MEDIUM |
| 7 | Responding to a significant disruptive event. | ✓ | MEDIUM |

3. Assurance Report from Digital, Education, Research, Innovation and Commercialisation (DERIC) Committee

3.1 Areas of non-compliance/risk or matters to be addressed urgently.

ALERT - The Digital, Education, Research, Innovation and Commercialisation (DERIC) Committee wishes to bring the following issues to the Board's attention as they:
Represent non-compliance with required standards or pose a significant risk to the Trust's ability to deliver its responsibilities or objectives and therefore require action to address, OR
Require the approval of the Board for work to progress.

Digital Strategy (January Meeting)

It was noted that the Digital Strategy has not been delivered in a timely manner and concerns were raised about the lack of progress of the revised strategy. The Committee were advised but not assured that a comprehensive strategy will be delivered in March. The Committee highlighted the need for engagement and consideration of need across the whole of the organisation as well as wider system engagement to establish what elements of the strategy should be developed in partnership with others.

Oversight and assurance from the Executive Team is sort on the development and quality of the draft strategy before it is presented back to Committee.

Board Assurance Framework (February Meeting)

The Committee considered the framework ahead of presentation at Board, the following was noted:

- BAF 5, the delivery of innovation and growth – the scoring remains the same however, narrative has been added to reflect that the risk around the digital strategy has moved from amber to red.
- BAF 7, responding to a significant disruptive event - there are changes around EPRR with the development of an improvement plan to improve the Trust's compliance with the requirements.

3.2 Areas of on-going monitoring with new developments

ADVISE - The Digital, Education, Research, Innovation and Commercialisation (DERIC) Committee wishes to bring the following issues to the Board's attention as they represent areas for ongoing monitoring, a potentially worsening position, or an emerging risk to the Trust's ability to deliver its responsibilities or objectives:

Corporate Risk Register (January Meeting)

The Committee considered the People risks of 12 or above. No changes were made to the scores however the following risk has been subject to a wider level of scrutiny:

- Risk 2281, risk around the resilience in the systems used within Orthotics – a review was presented to the Committee in February, following concerns raised in relation to the time being taken to implement a new system. It was confirmed that an outline case has presented to the Digital Transformation Programme Board which has been supported with the aim to replace in

Chair's Assurance Report

Digital, Education, Research, Innovation and Commercialisation (DERIC) Committee

the next financial year. The current risk is to remain unchanged, but the Committee were more assured that progress is being made.

Innovation Story – incidence and factors for abnormal post operative blood tests in relation to primary arthroplasty (February Meeting)

Geraint Thomas provided an overview of the research carried out on the incidence and factors for abnormal post-operative blood tests in relation to primary arthroplasty. Key points noted include:

- An overview of post-operative blood tests and current data for blood transfusions within the Trust.
- The Quality Improvement for Surgical Teams (QIST) aims to avoid surgical site infection and anaemia at the time of surgery. Based on data collected within the Trust, a recommendation was made to discontinue the second group and save time taken on the day of surgery. Over 80% of patients did not require a post-op full blood count, resulting in significant cost savings for the Trust.
- Although the evidence was clear there has been limited progress in implementing a new way of working as a result of the findings of the research.

The Committee discussed the importance of being able to implement new ways of working when required and have requested further work to be carried out to implement the necessary changes and progress and lessons learnt to be reported back to DERIC.

Digital Innovation Support (February Meeting)

The Committee received an update on the innovations systems which are being considered. The Committee highlighted the need for the Trust to ensure that all appropriate safety and control measures such as a policy and suitable governance arrangements are considered and where appropriate implemented for AI as part of the development of the Trust's Digital strategy.

Delivery of the Research Strategy (January and February Meeting)

The Committee received an update on the development of the Research strategy. A request was made for the Executive lead to ensure that the timing of 3 key strategies, namely the Digital, Research and Improvement & Innovation strategies to be tabled for discussion at separate meetings to allow sufficient time for review.

3.3 Areas of assurance

ASSURE - The Digital, Education, Research, Innovation and Commercialisation (DERIC) Committee considered the following items and did not identify any issues that required escalation to the Board.

Chair Report: EPR Implementation Assurance Meeting (January and February Meeting)

Following a request at the January meeting, the Committee were assured that the relevant meetings schedule had been revised to enhance upward reporting from the Digital Board through to the DERIC Committee. Assurance was provided around the readiness to go-live, and measures are in place to address the low level of consultant body training uptake. There were no issues flagged to the Committee. Assurance was also provided on the improved position of the clinical safety case and activity levels post go live will be better predicted by a dress rehearsal.

Innovation Story – Human Factors Workshop (January Meeting)

The Committee received an overview of the Human Factors training programme which was welcomed. It was agreed that future development of the Human Factors work should be overseen by the People and Culture Committee.

Digital Security Report and PACS Update (January and February Meeting)

The Committee received a report on digital security and PACS update.

Ambient Voice for Productivity (January Meeting)

A demonstration video showcased an example of AI dictation during an outpatient consultation, illustrating how Ambient AI can generate a clinic letter with minimal input from a medical secretary, thereby saving resources.

Hospital University status (February Meeting)

Chair's Assurance Report

Digital, Education, Research, Innovation and Commercialisation (DERIC) Committee

Work is ongoing to achieve a university hospital status, and the Trust collaboration day with Keele in relation to education and research has taken place. A timeline to complete the work is estimated to be 12 months. The Committee will continue to monitor progress.

Innovation Strategy (February Meeting)

A draft of the Improvement and Innovation Strategy was provided and discussed.

Top 10 Innovations Projects (February Meeting)

An overview of some of the innovation projects was provided. The Committee praised the excellent work surrounding the innovation projects. The importance of communicating the work was discussed and the Committee were updated on the work underway to showcase a selection of relevant projects along the hospital corridors and a dedicated space on the website to highlight innovation is being considered.

Development of KPI dashboard (February Meeting)

The Committee considered the draft dashboard and provided feedback on other data that is required.

Chair Report: Education and Training Oversight Meeting (January Meeting)

Following a discussion, it was agreed that this meeting should report through to the People and Culture Committee with the Chair report being shared with the DERIC committee for noting. The Committee supported the terms of reference which were presented for consideration.

Chair Report: Research Meeting (January and February Meeting)

The reported was considered by the Committee – there were no specific concerns to raise to the Board.

Chair Report: Multidisciplinary Education Working group (January Meeting)

The Committee considered and approved the terms of reference.

Chair Report: Digital Transformation Programme Board (January and February Meeting)

The Committee noted the report - there were no issues to raise to the Committee.

Recommendation

The Council of Governors is asked to note the content of the report.

Chair's Assurance Report Activity Recovery Committee

Committee / Group / Meeting, Date

Council of Governors, 05 March 2025

Author:

Name: Mary Bardsley
Role/Title: Assistant Trust Secretary

Contributors:

N/A

Report sign-off:

Penny Venables, Chair of the Activity Recovery Committee
Mike Carr, Chief Operating Officer
Board of Directors – Public Meeting, 05 March 2025

Is the report suitable for publication:

Yes

1. Key issues and considerations:

The Trust Board has established an Activity Recovery Committee (ARC). According to its terms of reference: *'The purpose of the Activity Recovery Committee is to assist the Board obtaining assurance on the delivery of the operational plan and that any risks to delivery are identified and robustly addressed.'*

This report provides a summary of the items considered at the Committee meeting held on 20 January, 03 February and 17 February 2025 and highlights the key areas the Committee brought to the attention of the Board.

The report is shared with the Council of Governors for information.

2. Strategic objectives and associated risks:

The following strategic objectives are relevant to the content of this report:

| Trust Objectives | | |
|------------------|--|---|
| 1 | Deliver high quality clinical services | ✓ |
| 2 | Develop our veterans service as a nationally recognised centre of excellence | |
| 3 | Integrate the MSK pathways across Shropshire, Telford and Wrekin | ✓ |
| 4 | Grow our services and workforce sustainably | |
| 5 | Innovation, education and research at the heart of what we do | |

System partners in Shropshire, Telford and Wrekin have identified four strategic objectives for the integrated care system. The following objectives are relevant to the content of this report:

| System Objectives | | |
|-------------------|--|---|
| 1 | Improve outcomes in population health and healthcare | ✓ |
| 2 | Tackle inequalities in outcomes, experience and access | ✓ |
| 3 | Support broader social and economic development | |
| 4 | Enhance productivity and value for money | ✓ |

The following strategic themes, as outlined in the Board Assurance Framework, are overseen by this Committee. The relevant themes, and the Committee's overall level of assurance on their delivery is:

| Assurance framework themes | | Relevant | Overall level of assurance |
|----------------------------|--|----------|----------------------------|
| 1 | <i>Continued focus on excellence in quality and safety.</i> | | |
| 2 | <i>Creating a sustainable workforce.</i> | | |
| 3 | <i>Delivering the financial plan.</i> | | |
| 4 | <i>Delivering the required levels of productivity, performance and activity.</i> | ✓ | MEDIUM |
| 5 | <i>Delivering innovation, growth and achieving systemic improvements.</i> | | |

Chair's Assurance Report Activity Recovery Committee

| | | | |
|---|---|--|--|
| 6 | Responding to opportunities and challenges in the wider health and care system. | | |
| 7 | Responding to a significant disruptive event. | | |

3. Assurance Report from Activity Recovery Committee

3.1 Areas of non-compliance/risk or matters to be addressed urgently.

ALERT - The Activity Recovery Committee wishes to bring the following issues to the Board's attention as they:

Represent non-compliance with required standards or pose a significant risk to the Trust's ability to deliver its responsibilities or objectives and therefore require action to address, OR

Require the approval of the Board for work to progress.

Performance (long waiting patients)

Although the Trust continues to make progress with reducing the long waiting patients list, the Trust have reported:

- 78-weeks – 11 breaches in January and forecasted 10 breaches for February.
- 65-weeks – 48 breaches in January (which is a noted improvement) and forecasting 54 breaches for February

The main drivers for this include the reduction in mutual aid support. The Trust continues to liaise with NHSE on the position and attend weekly meetings to provide a progress update. Overall, the progress which the Trust has made in the recent months has been acknowledged by NHSE.

The Committee shared concerns on the deteriorating position against the forecast at each meeting and requested that any deteriorating position are reported to the Committee noting the reasons and whether this is due to internal or external factors.

Committee Timeframe

The Committee recommends that the Board consider dis-establishing the Activity Recovery Committee meeting from the 01 April 2025 and realign the relevant assurance Committees.

3.2 Areas of on-going monitoring with new developments

ADVISE - The Activity Recovery Committee wishes to bring the following issues to the Board's attention as they represent areas for ongoing monitoring, a potentially worsening position, or an emerging risk to the Trust's ability to deliver its responsibilities or objectives:

NHSE Letter (tiering)

The NHSE letter relating to elective tiering was included in the pack for information. The Trust remains in Tier 1 and conversations continue on steps which the Trust is to be undertaken to support future reviews. The letter was shared with the Board at the February meeting.

Insourcing Tender

Further information on the process, specifications criteria, and evaluation methods has been presented to the Committee and therefore assurance has been noted. The Committee noted that actions to ensure the contract documentation for the tender included explicit clauses on length of stay thresholds and responsibilities in the case of adverse actions within the revised specification.

The tender is currently going through the appropriate governance arrangements and will be shared with the Board in due course.

GIRFT action plan

The Committee have requested a progress report on the GIRFT action plan at the next meeting.

Quality Impact Assessment

There is a noted inequality in Welsh patients due to the national guidance. The QIA reported that there are Welsh patient who have been waiting for more than 200+weeks and therefore the Committee requested a specific update on those cohort of patients at the next meeting including predicted dates. It has been confirmed that the majority of the 200+weeks patients are due to the waiting list for one consultant surgeon. There are mitigations in place to ensure all patients are reviewed under the harms

Chair's Assurance Report Activity Recovery Committee

process, the Trust have extended mutual aid offers to all Welsh patients and outsourcing arrangements are being processed.

Powys Health Board

The Committee discussed the potential risks to patients following the Powys Health Board suggestion to reduce elective activity. The Trust were tasked with consulting with the Health Board to ensuring accurate communications were shared with patients in a timely manner. However, it is reported that the Powys Health Board suggestion to reduce elective activity has not been supported and therefore the Trust will continue to receive patients appropriately.

Performance Forecasting Methodology

The Trust delivered a presentation to the Committee and extended an invitation to all Board members. Following the session, there were a number of comments raised by the Committee to ensure clarity on the data being reported and to enhance the modelling. The remaining actions have been realigned to either the Finance and Performance Committee or the Digital, Education, Research, Innovation and Commercialisation Committee (DERIC) for monitoring.

3.3 Areas of assurance

ASSURE - The Activity Recovery Committee considered the following items and did not identify any issues that required escalation to the Board.

Terms of Reference

The Committee considered the membership of the meeting and recommended the Board approved the revised terms of reference at the meeting in February 2025.

Planning 2025/26

The planning will be reported through the Finance and Performance Committee however a headlines presentation will be shared with the Activity Recovery Committee for oversight.

Recommendation

The Council of Governors is asked to note the content of the report.

Overview of the Trust – March 2025

Stacey Keegan, Chief Executive

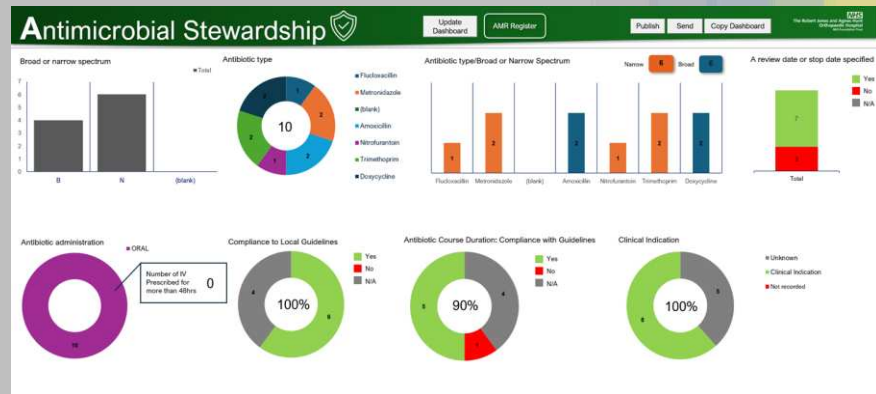


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Quality and Safety

January and February 2025:

- The Trust Quality Accreditation Scheme is in its second round in ward areas
- The next planned phase with deployment into other departments including physiotherapy, theatres and out-patients is underway
- As part of CQC readiness and engagement preparation, the first interactive workshop was held on Jan 24th to complete the Trust CQC compliance toolkit
- Compliance toolkits and Improvement Tracking Plans are being designed for several areas including Trust Regulatory Oversight, Quality Improvement and Antimicrobial Stewardship



Aspiring to deliver world class patient care

Quality and Safety

- The Call for Concern, part of Martha's Rule is now live across all inpatient wards
- As part of Martha's rule, Wellness Checks are in place Alice and Powys wards, and a plan for roll out across all wards from the 3rd March 2025
- An evaluation of PSIRF has been completed with positive feedback. The priorities are currently being revised and will be included in the next Board update
- RJAH Human Factors training has achieved official CPD accreditation
- The Trust Board completed their Human Factors training February 2025
- We held a RJAH Research 'Open Space' engagement event to inform the new research strategy
- The Clinical Audit Support Centre delivered a Clinical Audit Masterclass at RJAH in January



Improvement Projects

There are several QI projects ongoing which will have a direct link to patient safety including:

- Initial scoping stages of development of **Ward Improvement Boards** to highlight KPIs, ward accreditation, and improvement focus for upcoming month(s).
- **MCSI Goal Planning Meeting** / Ward Round – initial PDSA schedule for end of March 2025.
- **Falls Prevention** T&F Group established aligning with quality priority for 2025/26.
- **Deteriorating Patient** T&F Group established aligning with quality priority for 2025/26.
- Efficient **utilisation of nursing staff using SafeCare** Deployment Tool & Nursing Tool to improve productivity and main patient safety. MCSI Ward Managers, Improvement Champions C6.



Improvement E-Learning



NHS IMPACT recommends improvement is provided to every member of staff as part of learning pathways, including induction and line manager training with more than 80% coverage.

The Improvement E-learning course will provide more flexibility to staff who are unable to make specific training dates and support us in achieving our internal target of 56% by April 2026.

We hope to see the e-learning package go-live from May 2025.



Upcoming improvement project to share

The Acute Pain Team are working in collaboration with Health Innovation West Midlands on improving the number of pre-op patients who are taking opioids for management of chronic pain prior to surgery.



People



- **Workforce Headline Submission 2025/2026:** NHS requirements of NHS infrastructure and temporary staffing efficiencies identified for opportunity. RJAHS working through the requirements and identifying any opportunities in line with NHS requirements for final submission March 2025. Focus on aligning workforce with activity and performance.
- **EDI:** All mandatory submissions were made on time to NHSE, including WRES and WDES reports and action plans, and Gender Pay Gap reporting. For 2024 the Trust has also produced an Ethnic pay gap report (currently being reviewed). This is not mandatory but is deemed good practice. All EDI documents are in one place on the Trust's website <https://www.rjah.nhs.uk/about-us/publications/trust-documents/equality-diversity-and-inclusion-documents/>
- **Month 11 KPI:** Sickness Absence reported below 6.13% target in December at 5.71%; Staff Turnover still reported as sustained improvement but is above the 7.86% target in December at 8.94%. In Month Leavers consistently above target since July; 18 leavers throughout December. Overall vacancy rate reported below 8% target at 6.42%. Level of attainment for E-Job Planning reduced to level 1 due to deterioration in the % of active job plans not meeting 90%
- **Staff Survey results 2024:** The breakdown and benchmark reports are due to be received on 25th February. These results are under embargo until 13th March. The EDI/OD team and Communications team will start to draft the key headlines and present improvements or decline in scores to share with the wider workforce and to then form action plans.

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Performance

- In January the Trust delivered 1046 theatre cases, the highest in a single month since 2019/20. Despite the loss of the previous insourcing contract activity is now consistently 85-90% of the original plan which had included approximately 25% insourced activity per month.
- The Trust remains in Tier 1 for elective care oversight with NHSE, significant progress has been seen with a reduction in NHSE waits from 430 in October to 48 in January.
- The total waiting list size (English and Welsh patients) has reduced by 1.9% in the 2 months from November to January.
- In February the Trust had its annual elective hub accreditation review, the feedback was very positive. On the 24th February the Trust also hosted and contributed to the STW GIRFT review where there was positive feedback on the progress in Orthopaedics.

Finance



Expect to deliver a £1.9m surplus this year; a shortfall of plan by £1m but considerably stronger performance than our specialist orthopaedic peers

Scale of financial challenge this year has been unprecedented. Notable pressures in year include:

- £4.2m impact of cessation of insource contract (LLP)
- £1.2m employment provision for the HCSW banding back pay
- £1m non pay inflation in excess of planning assumption

Mitigating actions overseen by weekly Financial improvement Group include:

- Over achievement of efficiency programme on a non recurrent basis (majority increased private work)
- Dynamic capacity flexing
- Enhanced scrutiny and sign off arrangements for all temporary staffing and material spend

System as a whole on course for deficit of £115m; £25m adrift of plan

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2025/26 Planning Requirements



Performance:

- Reduce 52 week waits (<1% of overall wait list)
- Achieve RTT minimum target of 60% by March 2025

Workforce:

- Further reduce temporary staffing costs on this years forecast out-turn (40% Agency, 15% bank)
- Reduce corporate infrastructure posts to 2022 levels

Finance:

- Requirement to breakeven
- Caps on elective funding; will not be paid for activity in excess of agreed contract value which must not exceed System allocation (likely impact on performance target)
- Minimum 2% productivity improvement based on published productivity opportunities
- National efficiency has been set at 2% (core) on top of productivity 2% giving a 4% minimum target

Timelines:

- Headline Plan submission 27th February
- Final plan submission due 27th March

Aspiring to deliver world class patient care

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Communications



- **Four finalists in NOA Awards** – RJAH had four entries that have been selected as finalists in the 2025 National Orthopaedic Alliance Excellence in Orthopaedics Awards - OurSpace in the Workforce Initiatives category, Improving Pre-Admission and Procedure Experiences for Children in Supporting Patients on Their Pathway category, Assistive Technology Service in Supporting Patients on Their Pathway category and Operation Lazurite – NHS and MoD Collaboration in Partnerships and Integration Initiative category.



- **myrecovery app marks milestone with 10,000 patients registered** – myrecovery, which first launched in September 2022, now has 10,000 patients registered across arthroplasty, foot and ankle, sports injury and upper limb specialities.



- **RJAH hailed as exemplar for Cleaning Services** – the Trust was selected to join the NHS Exemplar Trusts Programme for Cleaning in recognition of the efforts and dedication in maintaining high cleaning standards. This means that the team will work closely with other Exemplar Trusts and NHS England to drive continuous improvement and innovation, such as piloting new initiatives or providing feedback on guidance.

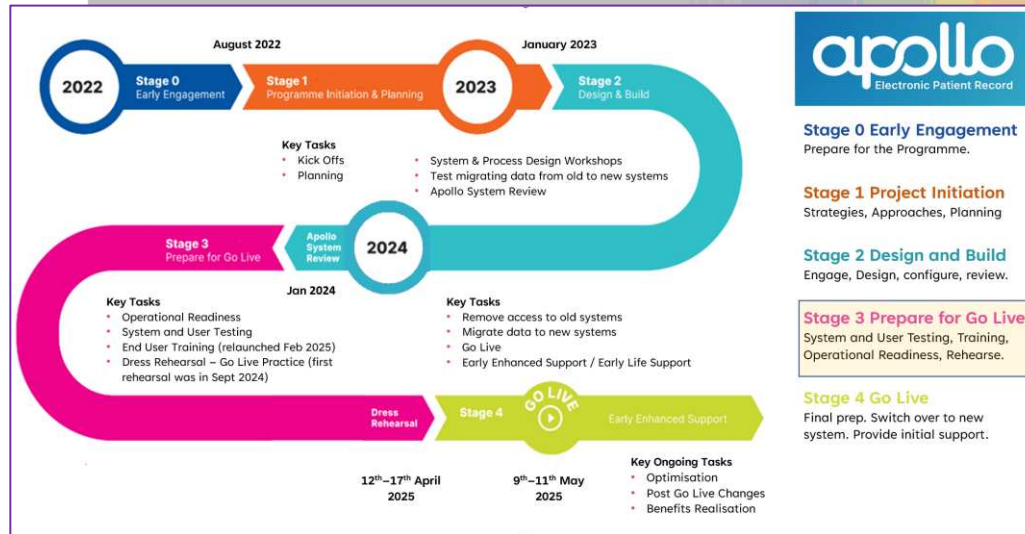


- **Clare shines bright with Cavell Star Award** – Clare Lewis, Student Nurse Associate, has been awarded a prestigious Cavell Star Award – a national award initiative that celebrates nurses, midwives and healthcare support workers who go above and beyond. She was put forward for the award after a patient shared his emotional experience of being supported by Clare through *Aspiring to deliver world class patient care* his care at a recent Board of Directors meeting.

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Apollo EPR Programme - Update

- New **Go Live date May 9th-11th 2025** agreed.
- Delay has allowed us to deploy latest Apollo releases from System C. Improvements in these include:
 - Dedicated more efficient coding solution integrated with the core Apollo applications
 - Permanent, more robust resolution for a significant issue so that allergy alerts will now be much more clearly presented
 - Further clinical pathways have also been digitised
- Delay has also enabled improved training incorporating feedback from 2024 training. Approach now includes:
 - Updated eLearning in basic Apollo skills
 - Induction courses for staff not previously trained.
 - Refresher courses for those trained previously Shorter and driven by hands on scenarios.
 - Unit/Area specific offerings delivered within departments on dates to better contextualise and tune learning
 - A refreshed, up to date training environment which is also being made available to areas via drop in areas and loan devices to use as “sandpit” to practice using the system.
- Trust staff are also getting further opportunities to get familiar with and test workflows before we go live.



What's left before we Go Live

- **Finish testing system** ensuring it all works as expected after new releases.
- **Complete operational readiness** preparing Trust staff for Go Live.
- **Complete Training.** This continues right up to Friday of Go Live.
- **Practice Go Live** - Via a Go Live Dress Rehearsal in April
- **GO LIVE – May 9th-11th 2025** with 3 weeks of “at the elbow” staff support

Review of Trust Constitution

Committee / Group / Meeting, Date

Council of Governors, 5 March 2025

Author:

Name: Dylan Murphy
Role/Title: Trust Secretary

Contributors:

-

Report sign-off:

N/A.

Is the report suitable for publication?:

YES

Key issues and considerations:

Background and context

Elements of the Trust constitution, including the Standing Orders, require review on a regular basis (on a three-year review cycle). Elements of the legislative / regulatory framework governing foundation trusts have also changed in recent years so a wider review of the constitution was required to identify and amend any outdated references.

The risks attached to outdated references are low as:

1. Many of the underlying principles remain unchanged (so there is no fundamental contradiction between the existing content of the constitution and the updated legislation / guidance the Trust is required to comply with); and
2. In any situation where the constitution included an outdated reference, the assumption would be that the current equivalent requirement should be applied.

A general update would promote consistency however, avoid potential confusion, and reduce the need to cross-refer existing references with updated guidance documents.

Role of the Council of Governors in the approval process

According to the Constitution...:

"45.1 The Trust may make amendments of its Constitution only if –

45.1.1 More than half of the Members of the Board of Directors of the Trust voting approve the amendments.

45.1.2 More than half of the Members of the Council of Governors of the Trust voting approve the amendments..."

Proposed revisions

The proposed revisions reflect changes introduced by the four developments listed below:

A. The Health and Care Act 2022 (and associated guidance for foundation trust governors)

There are multiple references in the constitution to Monitor as the regulatory body. Monitor was formally abolished when the 2022 Act came into force. Some of these references remain appropriate, where they relate to specific sections of the Health and Social Care Act 2012, or the NHS Act 2006. Other references are now redundant and should be replaced with references to NHS England.

The Health and Care Act 2022 placed additional duties on Governors to consider:

- "the interests of the public at large" and
- how decisions support the "triple aim" of:
 - better health and wellbeing for everyone,
 - better quality of health services for all individuals, and
 - sustainable use of NHS resources.

These revised considerations in the performance of their duties were included in updated NHSE Guidance on the duties of foundation trust governors. These are proposed for inclusion in the constitution.

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There was no equivalent updated guidance on the duties of executive or non-executive Board members. As such, there is no suggested change to the section on the general duties of Board members. The Board of Directors' duty to take account of system priorities etc. is captured in the requirements of the Code of Governance for NHS provider trusts.

B. The updated Code of Governance for NHS Provider Trusts

There are various references in the constitution to the "FT Code", with an explanatory note that this refers to the NHS Foundation Trust Code of Governance published by Monitor in July 2014. The Code underwent significant revision in 2023 and the specific references in the constitution are now outdated.

C. Current NHSE Guidance on Managing Conflicts of interest

There are multiple references in the constitution to arrangements to manage conflicts of interest. The principles remain valid but the terminology reflects older guidance. As such, there is a discrepancy between the language used in the constitution and the Trust's policy on managing conflicts of interest (which mirrors the requirements of the NHSE Guidance). This could lead to confusion, so the definitions / requirements should be standardised to bring the constitution up to date.

D. The updated Fit and Proper Person Framework

The Fit and Proper Person Framework was updated in 2023. The constitution includes some outdated references to the previous framework.

Strategic objectives and associated risks:

The constitution supports delivery of all of the Trust's strategic objectives:

| Trust Objectives | | |
|-------------------------|--|---|
| 1 | Deliver high quality clinical services | ✓ |
| 2 | Develop our veterans service as a nationally recognised centre of excellence | ✓ |
| 3 | Integrate the MSK pathways across Shropshire, Telford and Wrekin | ✓ |
| 4 | Grow our services and workforce sustainably | ✓ |
| 5 | Innovation, education and research at the heart of what we do | ✓ |

As the overarching framework governing the operation of the Trust, the constitution is relevant to all of the Board Assurance Framework (BAF) themes and associated strategic risks:

| Board Assurance Framework Themes | | |
|---|--|---|
| 1 | Continued focus on excellence in quality and safety | ✓ |
| 2 | Creating a sustainable workforce | ✓ |
| 3 | Delivering the financial plan | ✓ |
| 4 | Delivering the required levels of productivity, performance and activity | ✓ |
| 5 | Delivering innovation, growth and achieving systemic improvements | ✓ |
| 6 | Responding to opportunities and challenges in the wider health and care system | ✓ |
| 7 | Responding to a significant disruptive event | ✓ |

System partners in Shropshire, Telford and Wrekin identified four strategic objectives for the integrated care system. As the overarching framework governing the operation of the Trust, the constitution is relevant to all system objectives:

| System Objectives | | |
|--------------------------|--|---|
| 1 | Improve outcomes in population health and healthcare | ✓ |
| 2 | Tackle inequalities in outcomes, experience and access | ✓ |
| 3 | Support broader social and economic development | ✓ |
| 4 | Enhance productivity and value for money | ✓ |

Recommendations:

That the Council of Governors:

Agree the updates to the Trust's Constitution, as considered and agreed by the Board of Directors.

Report development and engagement history:

A draft Audit and Risk Committee paper was shared with the Chief Finance Officer and Chief Executive Officer.

The Audit and Risk Committee considered a paper on 12 November 2024. The Committee recommended that the Board approve the updates (subject to checking whether any updated guidance on Board members’ duties needed to be incorporated).

- At the Board meeting on 8 January 2025, the Board of Directors:
- Considered and approved the proposed amendments to the constitution; and
 - Recommend that the Council of Governors also approve the amendments to the constitution.

Next steps:

The amendments will be made to the constitution, and it will be published on the Trust’s website.

- Attachment:**
- Extracts of Constitution with proposed revisions by category:

 - A. Health and Care Act 2022
 - B. Code of Governance for NHS Provider Trusts
 - C. NHSE Guidance on Managing Conflicts of interest
 - D. Fit and Proper Person requirements

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A. Required revision to constitution – changes to Council of Governors’ considerations introduced by the Health and Care Act

15. Council of Governors – Duties of Governors

15.1 The general duties of the Council of Governors are ~~to~~ –

15.1.1 ~~to~~ hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors¹, ~~and~~

15.1.2 ~~to~~ represent the interests of the Members of the Trust ~~as a whole~~ and the ~~interests of the~~ public¹, ~~and~~

15.1.3 approve ‘significant transactions’ (as defined in this Constitution), mergers, acquisitions, separations or dissolutions.

¹ In doing so, the Council of Governors should consider whether the interests of the public at large have been factored into board decision-making, and be assured of the board’s performance in the context of the system as a whole, and as part of the wider provision of health and social care, taking account of the triple aim duty of: better health and wellbeing for everyone; better quality of health services for all individuals; and sustainable use of NHS resources.

B. Required revision to constitution – Code of Governance References

1. Interpretation and Definitions

FT Code means the NHS Foundation Trust Code of Governance published by ~~Monitor in July 2014 and any subsequent updates~~. NHS England in October 2022.

.....

27. Board of Directors - Appointment of Senior Independent Director

The Board of Directors shall in consultation with the Council of Governors appoint as Senior Independent Director one of the Non-Executive Directors who is deemed by the Board of Directors to be independent by reference to [section 2.6 of the Code of Governance for NHS Provider Trusts](#) ~~FT Code Provision A.4.1~~. Further provisions on the appointment and powers of the Senior Independent Director are set out in paragraph 3.7 of Annex 7.

28. Board of Directors – tenure of Non-Executive Directors

28.1 A Non-Executive Director (including the Chairman) may be appointed for a maximum period of up to three years.

28.2 A Non-Executive Director (including the Chairman) may be eligible for re-appointment at the end of his or her term, but shall not normally hold office for longer than six consecutive years or two consecutive terms each of three years. [Any decision to extend a term beyond six years should be subject to rigorous review. A Non-Executive Director becoming chair after a three-year term as a non-executive director would not trigger such a review after three years in post as chair and is therefore eligible for reappointment via the usual process.](#)

28.3 ~~In accordance with FT Code Provision B.7.1, any term beyond six years (i.e. two consecutive terms each of three years) for a Non-Executive Director should be subject to rigorous review, which should take into account the need for progressive refreshing of the Board of Directors. A Non-Executive Director may, in exceptional circumstances, serve for longer than six years (i.e. two consecutive terms each of three years), but this must be subject to annual re-appointment by the Council of Governors~~

[In accordance with section 4.3 of the Code of Governance for NHS Provider Trusts \(revised version, effective from April 2023\), a Non-Executive Director or Chair should not normally remain in post beyond nine years from the date of their first appointment to the board of directors.](#)

“.....” denotes a gap between the sections where there is no proposed change to the content.

28.4 To facilitate effective succession planning and the development of a diverse board, this period of nine years can be extended for a limited time, particularly where on appointment a chair was an existing Non-Executive Director. The need for all extensions beyond nine years in total on the Board of Directors should be clearly explained and should be agreed with NHS England.

.....

Annex 7: BOARD OF DIRECTORS: STANDING ORDERS

3.7. Appointment and Powers of Senior Independent Director

3.7.1. The Board of Directors shall in consultation with the Council of Governors appoint as the Senior Independent Director one of the Non-Executive Directors who is deemed by the Board of Directors to be independent by reference to [section 2.6 of the Code of Governance for NHS Provider Trusts](#) ~~FT Code Provision A.4.1~~. The term of office of the Senior Independent Director shall be specified by the Board of Directors on appointing him or her but shall not exceed the remainder of his or her term as a Non-Executive Director.

3.7.2. The Senior Independent Director shall perform the role set out [at section 2.11 of the Code of Governance for NHS Provider Trusts](#) ~~in FT Code Provisions A.4.1~~ and otherwise as summarised in a role description agreed between the Board of Directors and the Council of Governors which shall as a minimum include:

3.7.2.1. leading the Non-Executive Directors in the evaluation of the Chairman as part of process agreed with the Council of Governors;

3.7.2.2. being available to Members and Governors if they have concerns which contact through the normal channels of Chairman, Chief Executive or Finance Director has failed to resolve or for which such contact is inappropriate; and

3.7.2.3. attending sufficient meetings with Governors to listen to their views in order to help develop a balanced understanding of the issues and concerns of Governors.

3.7.3. As provided by [section 2.5 of the Code of Governance for NHS Provider Trusts](#) ~~FT Code Provision A.4.1~~, the Deputy Chairman appointed in accordance with paragraph 3.6 above may also be appointed as the Senior Independent Director, provided that he or she is deemed by the Board of Directors to be independent by reference to [section 2.6 of the Code of Governance for NHS Provider Trusts](#) ~~FT Code Provision A.3.1~~.

“.....” denotes a gap between the sections where there is no proposed change to the content.

C. Required revision to constitution – Conflicts of Interest references

19. Council of Governors - Conflicts of Interest of Governors

19.1 If a Governor has a ~~pecuniary, personal or family interest~~, financial interest, non-financial professional interest, or non-financial personal interest whether that interest is actual or potential and whether that interest is direct or indirect, in any proposed contract or other matter which is under consideration or is to be considered by the Council of Governors, the governor shall disclose that interest to the Members of the Council of Governors as soon as he or she becomes aware of it.

19.2 Further provisions on the disclosure of interests and arrangements for the exclusion of a Governor declaring any interest from any discussion or consideration of the matter in respect of which an interest has been disclosed are set out in paragraph 5 of Annex 6.

Annex 5: COUNCIL OF GOVERNORS: ADDITIONAL PROVISIONS

7. Further Provisions as to Disqualification, Termination and Removal

7.1. Disqualification

7.1.10. he or she is a person whose tenure of office as the Chairman or as a member or Director of a Health Service Body has been terminated on the grounds that his or her appointment is not in the interests of the health service, including for non-attendance at meetings or for non-disclosure of a ~~pecuniary~~ financial interest;

Annex 6: COUNCIL OF GOVERNORS: STANDING ORDERS

5. Declarations of Interests and Register of Governors' Interests

5.1. Declaration of Interests

5.1.1. The Regulatory Framework requires each governor to declare to the Secretary:

5.1.1.1. any actual or potential interest, direct or indirect, which is relevant and material to the business of the Trust, as described in paragraph 5.2.2 below; and

5.1.1.2. any actual or potential ~~pecuniary~~ financial interest, direct or indirect, in any contract, proposed contract or other matter concerning the Trust, as described in paragraph 5.2.3 below; and

5.1.1.3. any actual or potential ~~family interest, direct or indirect~~, indirect interest, of which the governor is aware, as described in paragraph 5.2.6 below;

5.1.1.4 any actual or potential non-financial professional interest, as described at paragraph 5.2.7 below;

5.1.1.5 any actual or potential non-financial personal interest, as described at paragraph 5.2.8 below.

5.1.4. Subject to paragraph 5.2.4 below, if a governor has declared a ~~pecuniary~~ financial interest (as described in paragraphs 5.2.2 and 5.2.3) in any matter which is the subject of consideration, he or she shall not take part in the consideration or discussion of that matter.

5.2. Nature of Interests

5.2.1. Definitions of the terms "~~relevant and~~ material", "~~pecuniary~~ financial interest", and "~~family~~ indirect interest", "non-financial professional interest" and "non-

"....." denotes a gap between the sections where there is no proposed change to the content.

financial personal interest” are set out below. If having considered these definitions a governor is in doubt as to the relevance or materiality of an interest, he or she should discuss the matter with the Chairman or the Secretary. Considerations of interests and potential conflicts of interest should also be informed by the most recent guidance issued by NHS England.

~~“Relevant and~~ Material interests”

5.2.2 ~~Interests which should be regarded as “relevant and material” are as follows and are to be interpreted in accordance with guidance issued by Monitor~~ ‘Interests’ can arise in a number of different contexts. A material interest is one which a reasonable person would take into account when making a decision regarding the use of taxpayers’ money because the interest has relevance to that decision. Examples of interests which may be deemed material could include where an individual is:

- 5.2.2.1 a director (including a non-executive director) or senior employee in another organisation which is doing or is likely to do business with an organisation in receipt of NHS funding
- 5.2.2.2 a shareholder, partner or owner of an organisation which is doing, or is likely to do business with an organisation in receipt of NHS funding
- 5.2.2.3 in outside employment
- 5.2.2.4 in receipt of secondary income
- 5.2.2.5 in receipt of a grant
- 5.2.2.6 in receipt of other payments (eg honoraria, day allowances, travel or subsistence)
- 5.2.2.7 in receipt of research sponsorship
- 5.2.2.8 an advocate for a particular group of patients
- 5.2.2.9 a clinician with a special interest
- 5.2.2.10 an active member of a particular specialist body
- 5.2.2.11 undertaking a research role, particularly sponsored research
- 5.2.2.12 an advisor for the Care Quality Commission or National Institute of Health and Care Excellence
- 5.2.2.13 an advocate for a particular group of patients
- 5.2.2.14 a clinician with a special interest
- 5.2.2.15 an active member of a particular specialist body
- 5.2.2.16 undertaking a research role, particularly sponsored research
- 5.2.2.17 an advisor for the Care Quality Commission or National Institute of Health and Care Excellence

~~“Pecuniary~~ Financial Interest”

5.2.3. A “financial interest” is where a governor may get direct financial benefit (which may be a financial gain, or avoidance of a loss) from the consequences of a decision they are involved in making.

5.2.3.1 A governor shall be treated as having ~~indirectly~~ a financial ~~pecuniary~~ interest in a contract, proposed contract or other matter, if:

- 5.2.3.1.1 he or she, or a nominee of his or hers, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct ~~pecuniary~~ financial interest in the other matter under consideration; or
- 5.2.3.1.2 he or she is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct financial ~~pecuniary~~ interest in the other matter under consideration.

5.2.4.3.2 A governor shall not be treated as having a ~~pecuniary~~ financial interest in any contract, proposed contract or other matter by reason only of:

“.....” denotes a gap between the sections where there is no proposed change to the content.

- 5.2.3.2.1~~4.1.~~ his or her membership of a company or other body, if he or she has no beneficial interest in any securities of that company or other body; or
- 5.2.3.2.2~~4.2.~~ an interest in any company, body or person with which he or she is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence the governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter; or
- 5.2.3.2.3~~4.3.~~ any travelling or other expenses or allowances payable to the governor in accordance with paragraph 20 of the Core Constitution.

- 5.2.3.3~~5.~~ Where a governor has ~~an financial~~ pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body and
- 5.2.3.3.1~~5.1.~~ the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less; and
- 5.2.3.3.2~~5.2.~~ if the share capital is of more than one class, the total nominal value of shares of any one class in which he or she has a beneficial interest does not exceed one-hundredth of the total issued share capital of that class, the governor shall not be prohibited from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to his or her duty to disclose the interest.

“Family Indirect Interest”

- 5.2.4~~6.~~ An “~~Family~~ Indirect interest” is where an individual has a close association with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest and could stand to benefit from a decision they are involved in making. A common sense approach should be applied to the term ‘close association’. Such an association might arise, depending on the circumstances, through relationships with close family members and relatives, close friends and associates, and business partners ~~an interest of the spouse or partner or any parent, child, brother or sister of a governor which if it were the interest of that governor would be a personal interest or a pecuniary interest of his or hers.~~

“Non-financial professional interests”

- 5.2.5 A “Non-financial professional interest” is where an individual may obtain a non-financial professional benefit from the consequences of a decision they are involved in making, such as increasing their professional reputation or promoting their professional career.

“Non-financial personal interests”

- 5.2.6 A “Non-financial personal interest” is where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.

...

6.2. Interest of Governors in Contracts

“.....” denotes a gap between the sections where there is no proposed change to the content.

- 6.2.1. If it comes to the knowledge of a governor that a contract in which he or she has any ~~pecuniary~~ financial interest not being a contract to which the governor is a party, has been, or is proposed to be, entered into by the Trust he or she shall at once give notice in writing to the Chairman or Secretary of the fact that he or she is interested therein. In the case of persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.
- 6.2.2. A governor must also declare to the Chairman or Secretary any other employment or business or other relationship of his or hers, or of a cohabiting spouse or partner, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust. The Trust shall require such interests to be recorded in the register of Governors' interests.

.....

Annex 7: BOARD OF DIRECTORS: STANDING ORDERS

3.10. Disqualification of Directors

A person may not become or continue as a Director of the Trust if:

.....

- 3.10.5. he or she is a person whose tenure of office as a Chairman or as a member or Director of an NHS body has been terminated on the grounds that his or her appointment is not in the interests of the health service, including for non-attendance at meetings or for non-disclosure of a ~~pecuniary~~ financial interest;

.....

9. Declaration of Interests and Register of Directors' Interests

9.1. Declaration of Interests

- 9.1.1. The Regulatory Framework requires each Director to declare to the Secretary:
 - 9.1.1.1. any actual or potential interest, direct or indirect, which is relevant and material to the business of the Trust, as described in paragraph 9.2.2 below;
 - 9.1.1.2. any actual or potential ~~pecuniary~~ financial interest, direct or indirect, in any contract, proposed contract or other matter which is under consideration concerning the Trust or is to be considered by the Board of Directors, as described in paragraph 9.2.3 below; and
 - 9.1.1.3. any actual or potential ~~family interest, direct or indirect,~~ indirect interest in any matter concerning the Trust, as described in paragraph 9.2.6 below.
 - 9.1.1.4. any actual or potential non-financial professional interest, as described at paragraph 9.2.7 below
 - 9.1.1.5. any actual or potential non-financial personal interest, as described at paragraph 9.2.8 below
- 9.1.2. Such a declaration shall be made either at the time of the Director's appointment or as soon thereafter as the interest arises, but within five Clear Days of the Director becoming aware of the existence of that interest, and shall be made in such manner as the Secretary shall prescribe from time to time.
- 9.1.3. In addition, if a Director is present at a meeting of the Board of Directors and has an interest of any sort in any matter which is the subject of consideration, he or she shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter. At the time that the interests are declared, they should be recorded in the minutes of the meeting.

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- 9.1.4. If a Director has declared a ~~pecuniary~~ financial interest in accordance with paragraph 9.2.3 below he shall not take part in the consideration or discussion of the matter in respect of which an interest has been disclosed and shall be excluded from the meeting while the matter is under consideration.
- 9.1.5. A Director who is aware of an alteration in his or her circumstance which gives rise to any changes in the interests he or she has previously declared should declare the changes at the next meeting of the Board of Directors following the change occurring.
- 9.1.6. This paragraph 9 applies to any committee, sub-committee or joint committee of the Board of Directors and to any member of any such committee, sub-committee or joint committee (whether or not he or she is also a Director).
- 9.1.7. The interests of Directors in companies likely or possibly seeking to do business with the NHS should be published in the Trust's Annual Report. The information should be kept up to date for inclusion in succeeding Annual Reports.
- 9.2. Nature of Interests

- 9.2.1. Definitions of the terms "~~relevant and~~ material", "~~pecuniary~~ financial interest", and "~~family~~ indirect interest", "~~non-financial professional interest~~" and "~~non-financial personal interest~~" are set out below. If having considered these definitions a Director is in doubt as to the relevance or materiality of an interest, he or she should discuss the matter with the Chairman or the Secretary. *Considerations of interests and potential conflicts of interest should also be informed by the most recent guidance issued by NHS England.*

~~"Relevant and~~ Material interest"

- 9.2.2. ~~Interests which should be regarded as "relevant and material" are as follows and are to be interpreted in accordance with guidance issued by Monitor~~ 'Interests' can arise in a number of different contexts. A material interest is one which a reasonable person would take into account when making a decision regarding the use of taxpayers' money because the interest has relevance to that decision. Examples of interests which may be deemed material could include where an individual is:
- 9.2.2.1 a director (including a non-executive director) or senior employee in another organisation which is doing or is likely to do business with an organisation in receipt of NHS funding
 - 9.2.2.2 a shareholder, partner or owner of an organisation which is doing, or is likely to do business with an organisation in receipt of NHS funding
 - 9.2.2.3 in outside employment
 - 9.2.2.4 in receipt of secondary income
 - 9.2.2.5 in receipt of a grant
 - 9.2.2.6 in receipt of other payments (eg honoraria, day allowances, travel or subsistence)
 - 9.2.2.7 in receipt of research sponsorship
 - 9.2.2.8 an advocate for a particular group of patients
 - 9.2.2.9 a clinician with a special interest
 - 9.2.2.10 an active member of a particular specialist body
 - 9.2.2.11 undertaking a research role, particularly sponsored research
 - 9.2.2.12 an advisor for the Care Quality Commission or National Institute of Health and Care Excellence
 - 9.2.2.13 an advocate for a particular group of patients
 - 9.2.2.14 a clinician with a special interest
 - 9.2.2.15 an active member of a particular specialist body
 - 9.2.2.16 undertaking a research role, particularly sponsored research
 - 9.2.2.27 an advisor for the Care Quality Commission or National Institute of Health and Care Excellence

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- ~~9.2.2.1. Directorships, including non-Executive Directorships held in private companies or public limited companies (with the exception of those of dormant companies); or~~
 - ~~9.2.2.2. ownership, part-ownership or Directorship of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS; or~~
 - ~~9.2.2.3. majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS; or~~
 - ~~9.2.2.4. a position of authority in a charity or voluntary organisation in the field of health and social care; or~~
 - ~~9.2.2.5. an affiliation to a health or social care related campaigning special interest group~~
 - ~~9.2.2.6. any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services; or~~
 - ~~9.2.2.7. any connection with an organisation, entity or company considering entering into or having entered into a financial agreement with the Trust, including but not limited to, lenders or banks.~~

"Pecuniary Financial Interest"

9.2.3. A "financial interest" is where a governor may get direct financial benefit (which may be a financial again, or avoidance of a loss) from the consequences of a decision they are involved in making.

9.2.3.1 A Director shall be treated as having ~~indirectly~~ a **pecuniary financial** interest in a contract, proposed contract or other matter, if:

- 9.2.3.1.1 he or she, or a nominee of his or hers, is a Director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct **pecuniary financial** interest in the other matter under consideration; or
- 9.2.3.1.2. he or she is a partner of, or is in the employment of a person with whom the contract was made or is proposed to be made or who has a direct **pecuniary financial** interest in the other matter under consideration.

9.2.3.24. A Director shall not be treated as having a **pecuniary financial** interest in any contract, proposed contract or other matter by reason only:

- ~~9.2.3.2.14.~~ of his or her membership of a company or other body, if he or she has no beneficial interest in any securities of that company or other body; or
- 9.2.3.24.2 of an interest in any company, body or person with which he or she is connected which is so remote or insignificant that it cannot reasonably be regarded as likely to influence the Director in the consideration or discussion of or in voting on, any question with respect to that contract or matter; or
- 9.2.3.24.3. of any remuneration, compensation or allowances payable to a Director by virtue of paragraph 18 of Schedule 7 of the 2006 Act; or
- 9.2.3.24.4. of any travelling or other expenses or allowances payable to a Director in accordance with the Constitution.

9.2.3.35. Where a Director has ~~an indirect~~ **pecuniary financial** interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body and

- 9.2.3.3.5.1. the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and
- 9.2.3.3.5.2. if the share capital is of more than one class, the total nominal value of shares of any one class in which he or she has a beneficial interest does not exceed one-hundredth of the total issued share capital of that

class; the Director shall not be prohibited from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to the Director's duty to disclose his or her interest.

"Family Indirect Interest"

9.2.46. An **"Family Indirect interest"** is where an individual has a close association with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest and could stand to benefit from a decision they are involved in making. A common sense approach should be applied to the term 'close association'. Such an association might arise, depending on the circumstances, through relationships with close family members and relatives, close friends and associates, and business partners ~~an interest of the spouse or partner or any parent, child, brother or sister of a governor which if it were the interest of that governor would be a personal interest or a pecuniary interest of his or hers.~~

"Non-financial professional interests"

9.2.5 A **"Non-financial professional interest"** is where an individual may obtain a non-financial professional benefit from the consequences of a decision they are involved in making, such as increasing their professional reputation or promoting their professional career.

"Non-financial personal interests"

9.2.6 A **"Non-financial personal interest"** is where an individual may benefit personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit, because of decisions they are involved in making in their professional career.

D. Required revision to constitution – Fit and Proper Person references

Annex 7: BOARD OF DIRECTORS: STANDING ORDERS

3.10. Disqualification of Directors

.....

A person may not become or continue as a Director of the Trust if:

- 3.10.17. he or she fails to satisfy the fit and proper person requirements of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 **as outlined in the NHS England Fit and Proper Person Test Framework for board members published in September 2023 (and any subsequent updates to that Framework)** ~~and the guidance issued by the Care Quality Commission.~~

.....

"....." denotes a gap between the sections where there is no proposed change to the content.

Questions and Answers

Committee / Group / Meeting, Date

Council of Governors, 5 March 2025

Author:

Name: Dylan Murphy
Role/Title: Trust Secretary

Contributors:

Gayle Murphy

Report sign-off:

Stacey Keegan
Chief Executive Officer

Is the report suitable for publication?:

YES

Key issues and considerations:

The Council of Governors are asked to note the questions that have been raised by Council members since the last meeting and the answers provided by the lead executive.

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 also 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 Chair to consider for the agenda.

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

- No items were requested for the agenda.
- Four questions were raised.

The Council of Governors are asked to note the questions raised by Council members since the last meeting and the answers provided by the lead executive.

| Date Raised | Raised By | Question |
|-------------|---|--|
| 13/02/2025 | Russell Luckock, Public Governor – Rest of England Constituency | <p>Could we extend a Governors term to five years, saving 50% of costs?</p> <p>Response Provided by Dylan Murphy, Trust Secretary:</p> <p>Governor appointments are made in line with national requirements. According to the national framework, which the Foundation Trust must comply with, the maximum period an elected Governor can serve in any one term is <u>three years</u>.</p> <p>The Monitor document, Your statutory duties: A reference guide for NHS foundation trust governors (August 2013), states that:</p> <p>“There is a legislative maximum for each term of office: the 2006 Act states that elected governors (i.e., public, patient and staff governors) may hold office for a period of up to three years. A governor is eligible to stand for re-election at the end of this period, after which they may be re-elected for further terms of up to three years, providing they remain eligible. Governor terms may also be for less than the maximum three years.”</p> |

Questions and Answers

| | | |
|------------|---|---|
| | | <p>That is also reflected in the NHSE's more recent Code of Governance for NHS Provider Trusts (October 2022). The Code, which we are required to comply with, says that:</p> <p>"2.9 Elected governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years."</p> <p>That is reflected in the Trust's constitution:</p> <p>"13. Council of Governors - Tenure"</p> <p>13.1 An elected Governor may hold office for a period of up to three years.</p> <p>13.2 An elected Governor shall cease to hold office if he or she ceases to be a member of the constituency or class by which he or she was elected.</p> <p>13.3 An elected Governor shall be eligible for re-election at the end of his or her term but shall not hold office for longer than nine consecutive years or three consecutive terms each of three years."</p> |
| 13/02/2025 | Russell Luckock, Public Governor – Rest of England Constituency | <p>To save costs, would the executives consider a once only issue of parking permits (rather than annual issue), ring fenced with penalties for misuse?</p> <p>Response Provided by Craig Macbeth, Chief Finance and Planning Officer:</p> <p>The administration costs of this are minimal and estimated at 2 hours per year. If we were to move away from annual permit issue, we would in effect be issuing a lifetime permit which would be open to misuse once staff have left the Trust. Bringing Car Park management fully inhouse is currently being reviewed as an option as part of next year's efficiency planning.</p> |
| 13/02/2025 | Russell Luckock, Public Governor – Rest of England Constituency | <p>What plans are in hand for the development of our Private Patient facilities?</p> <p>Response Provided by Craig Macbeth, Chief Finance and Planning Officer:</p> <p>We are incredibly fortunate to have a 16 single room private ward which has undergone extensive refurbishment and updates in recent years. We have ambitions to increase our private patient activity further and can fulfil this without building additional ward capacity, through implementation of enhanced recovery principles. From a theatre perspective we are reviewing a number of options including an additional dedicated private patient theatre. Access to NHS capital is however limited so any development will be subject to approval following a prioritisation process.</p> |
| 13/02/2025 | Russell Luckock, Public Governor – Rest of England Constituency | <p>To save costs, should all work on Diversity be suspended?</p> <p>Response Provided by Caroline Nokes-Lawrence, Associate Chief People and Culture Officer:</p> <p>The Trust are extremely proud of how we are embracing inclusion and of our achievements so far. Equality, diversity and inclusion is an intrinsic part of the Trust's organisational culture. Our EDI Strategy is helping to address inequalities, spread good practice, and improve outcomes for patients, carers, and staff across our Trust and local</p> |

Questions and Answers

| | | |
|--|--|--|
| | | <p>communities. The strategy sets out our vision, aims and objectives to create a fair, and equal culture across the Trust in the next three years. The Trust operates within the NHS People Plan priorities which includes the strategic agenda for inclusion, within our business-as-usual work.</p> <p>The NHS Equality Improvement Plan ensures we have an inclusive culture which improves retention, supporting us to grow our workforce, deliver the improvements to services set out in our Long Term Plan, and reduce the costs of filling staffing gaps.</p> <p>The aim of the plan is to improve equality, diversity and inclusion, and to enhance the sense of belonging for NHS staff to improve their experience. The high impact actions are intersectional. This recognises that people have complex and multiple identities, and that multiple forms of inequality or disadvantage sometimes combine to create obstacles that cannot be addressed through the lens of a single characteristic in isolation.</p> |
|--|--|--|

Strategic objectives and associated risks:

The following strategic objectives are relevant to the content of this report:

| Trust Objectives | | |
|------------------|--|---|
| 1 | Deliver high quality clinical services | ✓ |
| 2 | Develop our veterans service as a nationally recognised centre of excellence | ✓ |
| 3 | Integrate the MSK pathways across Shropshire, Telford and Wrekin | ✓ |
| 4 | Grow our services and workforce sustainably | ✓ |
| 5 | Innovation, education and research at the heart of what we do | ✓ |

System partners in Shropshire, Telford and Wrekin have identified four strategic objectives for the integrated care system. The following objectives are relevant to the content of this report:

| System Objectives | | |
|-------------------|--|---|
| 1 | Improve outcomes in population health and healthcare | ✓ |
| 2 | Tackle inequalities in outcomes, experience and access | ✓ |
| 3 | Support broader social and economic development | ✓ |
| 4 | Enhance productivity and value for money | ✓ |

Recommendations:

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

Report development and engagement history:

This report has not been considered at any other meeting within the Trust.

Next steps:

Questions from the Governors will continue to be received and responded to at future meetings of the Council of Governors.

Committee / Group / Meeting, Date

Council of Governors, 5 March 2025

Author:

Name: Dylan Murphy
Role/Title: Trust Secretary

Contributors:

Name: Gayle Murphy
Role/Title: Executive Assistant to Chair / CEO

Report sign-off:

N/A

Is the report suitable for publication?:

YES

Key issues and considerations:

It is a constitutional requirement for a Foundation 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.

This report provides an update on Foundation Trust membership and representation in support of the membership strategy. The Trust was unable to engage in full membership recruitment activities for the main part of the preceding year because of the restrictions on visitors to the site, but these were reinstated in late 2022.

Membership Total

The current membership total (on 01 February 2025) was 6972:

| | |
|--------------|-------------|
| Staff | 1349 |
| Public | 5211 |
| Volunteers | 412 |
| Total | 6972 |

The Trust membership target is to achieve a year-on-year increase. In February 2024, membership stood at 6777. As such, there has been around a 2.9% increase over the last twelve months.

The low point in membership was September 2022, when the figure was 6396. Since that low point, the membership has risen by around 9%.

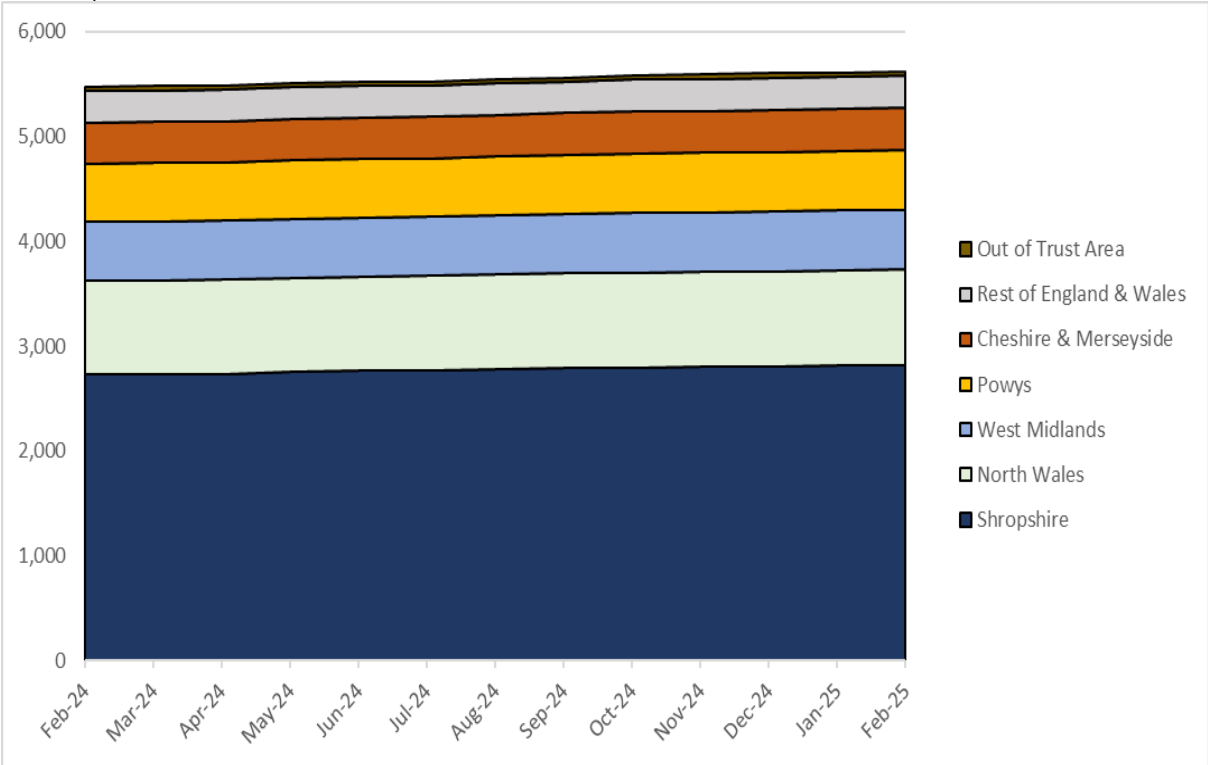
Public Constituencies

The breakdown of membership by public constituency (including the volunteer category) shows, as expected, that Shropshire continues to provide the largest membership base:

| | Feb-24 | Mar-24 | Apr-24 | May-24 | Jun-24 | July-24 | Aug-24 | Sep-24 | Oct-24 | Nov-24 | Dec-24 | Jan-25 | Feb-25 |
|-------------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Cheshire & Merseyside | 396 | 396 | 397 | 396 | 395 | 395 | 396 | 399 | 402 | 402 | 401 | 401 | 401 |
| North Wales | 894 | 897 | 899 | 901 | 902 | 905 | 906 | 908 | 909 | 910 | 911 | 909 | 910 |
| Powys | 552 | 553 | 554 | 556 | 556 | 558 | 559 | 563 | 563 | 565 | 567 | 567 | 570 |
| Shropshire | 2,729 | 2,732 | 2,734 | 2,751 | 2,763 | 2,763 | 2,777 | 2,787 | 2,794 | 2,799 | 2,803 | 2,814 | 2,820 |
| West Midlands | 563 | 563 | 563 | 564 | 563 | 564 | 565 | 565 | 569 | 569 | 570 | 570 | 571 |
| Rest of England & Wales | 299 | 299 | 301 | 302 | 301 | 302 | 301 | 300 | 304 | 306 | 308 | 311 | 312 |
| Out of Trust Area | 39 | 39 | 40 | 40 | 40 | 40 | 40 | 40 | 40 | 41 | 42 | 38 | 39 |
| Total | 5,472 | 5,479 | 5,488 | 5,510 | 5,520 | 5,527 | 5,544 | 5,562 | 5,581 | 5,592 | 5,602 | 5,610 | 5,623 |

The figures in the table above are presented in an alternative format in the chart below.

Figure 1 – public membership since February 2024 (building up from the category with the largest number):

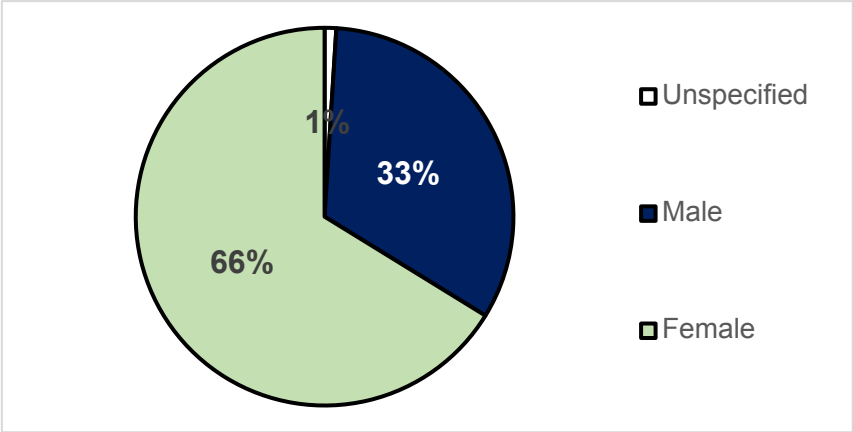


Gender

The table below presents the number of male and female members (from the public constituency).

| | Feb-24 | Mar-24 | Apr-24 | May-24 | Jun-24 | Jul-24 | Aug-24 | Sep-24 | Oct-24 | Nov-24 | Dec-24 | Jan-25 | Feb-25 |
|---------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|
| Total | 5,472 | 5,479 | 5,488 | 5,510 | 5,520 | 5,527 | 5,544 | 5,562 | 5,581 | 5,592 | 5,602 | 5,610 | 5,623 |
| Unspec. | 47 | 48 | 48 | 55 | 55 | 55 | 58 | 59 | 58 | 59 | 59 | 59 | 59 |
| Male | 1,807 | 1,810 | 1,813 | 1,810 | 1,811 | 1,812 | 1,820 | 1,829 | 1,839 | 1,845 | 1,851 | 1,853 | 1,860 |
| Female | 3,618 | 3,621 | 3,627 | 3,645 | 3,654 | 3,660 | 3,666 | 3,674 | 3,684 | 3,688 | 3,692 | 3,698 | 3,704 |

The figures for February 2025 in the table above are presented in an alternative format in the chart below:



The proportion of male and female public members has remained constant through the year, with around a third of the membership being male and two thirds female.

Ethnicity

Of the members who declared their ethnicity, the large proportion chose to define as “White”. A significant proportion did not declare their ethnicity however so it is difficult to gauge how representative of the population / patient base the membership is.

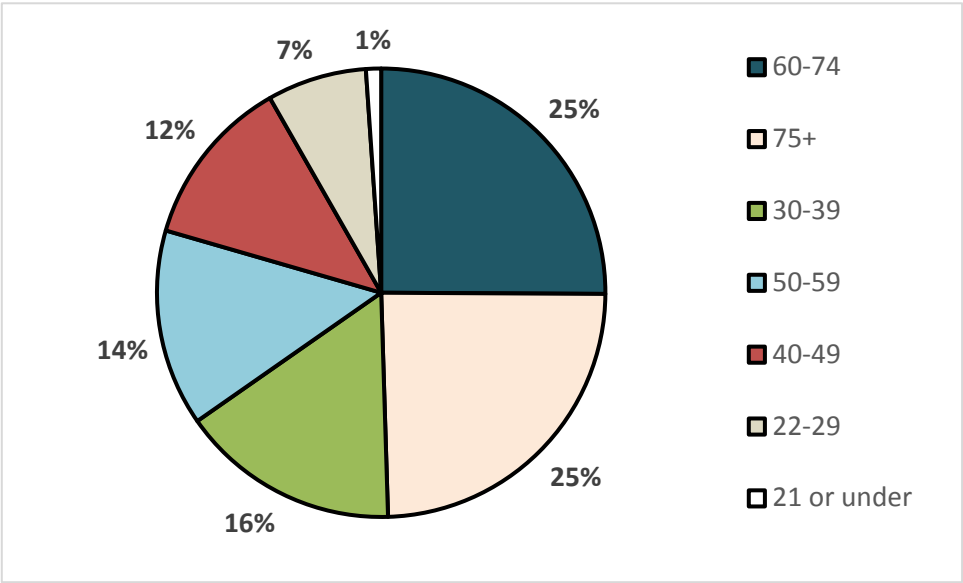
| | Feb-24 | Mar-24 | Apr-24 | May-24 | Jun-24 | Jul-24 | Aug-24 | Sep-24 | Oct-24 | Nov-24 | Dec-24 | Jan-25 | Feb-25 |
|------------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|
| Ethnicity | 5,471 | 5,478 | 5,487 | 5,509 | 5,519 | 5,526 | 5,543 | 5,561 | 5,580 | 5,591 | 5,601 | 5,609 | 5,622 |
| White | 3,203 | 3,204 | 3,203 | 3,211 | 3,211 | 3,208 | 3,219 | 3,223 | 3,227 | 3,228 | 3,230 | 3,229 | 3,237 |
| BME | 122 | 122 | 122 | 126 | 127 | 128 | 128 | 130 | 132 | 133 | 133 | 134 | 134 |
| Not stated | 2,146 | 2,152 | 2,162 | 2,172 | 2,181 | 2,190 | 2,196 | 2,208 | 2,221 | 2,230 | 2,238 | 2,246 | 2,251 |

Age

The profile of public membership by age looks to have remained largely the same over the year when looking at the proportion of members in each age range category.

| | Feb-24 | Mar-24 | Apr-24 | May-24 | Jun-24 | Jul-24 | Aug-24 | Sep-24 | Oct-24 | Nov-24 | Dec-24 | Jan-25 | Feb-25 |
|-------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|--------|
| Age | 5,148 | 5,157 | 5,170 | 5,186 | 5,196 | 5,203 | 5,543 | 5,561 | 5,580 | 5,591 | 5,279 | 5,290 | 5,305 |
| 14-21 | 57 | 55 | 51 | 57 | 58 | 58 | 63 | 61 | 60 | 58 | 57 | 54 | 52 |
| 22-29 | 403 | 400 | 400 | 397 | 394 | 394 | 391 | 389 | 385 | 382 | 384 | 390 | 389 |
| 30-39 | 809 | 810 | 815 | 817 | 820 | 822 | 819 | 823 | 832 | 841 | 843 | 842 | 840 |
| 40-49 | 623 | 627 | 629 | 631 | 631 | 635 | 639 | 640 | 650 | 653 | 652 | 648 | 652 |
| 50-59 | 746 | 748 | 745 | 747 | 748 | 749 | 751 | 762 | 757 | 755 | 755 | 763 | 764 |
| 60-74 | 1,309 | 1,313 | 1,317 | 1,325 | 1,326 | 1,318 | 1,324 | 1,328 | 1,333 | 1,336 | 1,344 | 1,338 | 1,342 |
| 75+ | 1,258 | 1,259 | 1,264 | 1,269 | 1,277 | 1,285 | 1,291 | 1,292 | 1,298 | 1,301 | 1,301 | 1,309 | 1,318 |

The figures for February 2025 are presented in an alternative format in the chart below (moving clockwise from 12 o'clock through the age categories with the largest number):



The proportion of members in the different age categories has remained relatively constant during the year. The top four categories in February of each year were:

| Ranking | February 2024 | February 2025 |
|---------|-----------------------------|-----------------------------|
| 1 | 60-74 year-olds at 25% | 60-74 year-olds at 25% |
| 2 | 75 years-old or over at 24% | 75 years-old or over at 25% |
| 3 | 30-39 year-olds at 16% | 30-39 year-olds at 16% |
| 4 | 50-59 year-olds at 14% | 50-59 year-olds at 14% |

Strategic objectives and associated risks:

The work of the Council of Governors is relevant to all of the Trust's strategic objectives:

| Trust Objectives | | |
|------------------|--|---|
| 1 | Deliver high quality clinical services | ✓ |
| 2 | Develop our veterans service as a nationally recognised centre of excellence | ✓ |
| 3 | Integrate the MSK pathways across Shropshire, Telford and Wrekin | ✓ |
| 4 | Grow our services and workforce sustainably | ✓ |
| 5 | Innovation, education and research at the heart of what we do | ✓ |

The work of the Council of Governors is relevant to all of the Board Assurance Framework (BAF) themes and associated strategic risks:

| Board Assurance Framework Themes | | |
|----------------------------------|--|---|
| 1 | Continued focus on excellence in quality and safety | ✓ |
| 2 | Creating a sustainable workforce | ✓ |
| 3 | Delivering the financial plan | ✓ |
| 4 | Delivering the required levels of productivity, performance and activity | ✓ |
| 5 | Delivering innovation, growth and achieving systemic improvements | ✓ |
| 6 | Responding to opportunities and challenges in the wider health and care system | ✓ |
| 7 | Responding to a significant disruptive event | ✓ |

System partners in Shropshire, Telford and Wrekin have identified four strategic objectives for the integrated care system. The work of the Council of Governors is relevant to all of these:

| System Objectives | | |
|-------------------|--|---|
| 1 | Improve outcomes in population health and healthcare | ✓ |
| 2 | Tackle inequalities in outcomes, experience and access | ✓ |
| 3 | Support broader social and economic development | ✓ |
| 4 | Enhance productivity and value for money | ✓ |

Report development and engagement history:

This report has not been considered at any other meeting within the Trust.

Next steps:

Membership numbers will continue to be monitored and reported.

Committee / Group / Meeting, Date

Council of Governors, 5 March 2025

Author:**Contributors:**

Name: Dylan Murphy
Role/Title: Trust Secretary

Report sign-off:

n/a

Is the report suitable for publication?:

YES.

Key issues and considerations:

Martin Newsholme (MN) was appointed Non-Executive Director (NED) for a three year term from 4th May 2022. That term expires on 3rd May 2025.

Penny Venables (PV) was appointed Non-Executive Director (NED) for a three year term from 9th May 2022. That term expires on 8th May 2025.

In accordance with the Trust's Constitution, and as agreed by the Council of Governors by correspondence, a Nomination Committee was established to consider the process for the appointment / reappointments of MN and PV and make a recommendation to the Council of Governors. That Nomination Committee considered the appointments by correspondence. Four of the five members were able to respond thereby providing a quorum and a valid decision.

The membership of the Committee was:

- The Chair – Harry Turner;
- Two Public Governors – Colin Chapman and Victoria Sugden;
- One Staff governor – Kate Betts; and
- One appointed governor – Simon Jones.

The Committee considered the following, for both MN and PV:

1. Whether, following formal performance evaluation, their performance continued to be effective and demonstrated commitment to the role; and
2. Whether their reappointment would be in the continuing best interests of the Trust, having regard to the qualifications, skills and experience required for the position.

The Committee concluded that in both cases the answer to those questions was YES, and therefore recommended that MN and PV be re-appointed.

The Committee then considered the term of the re-appointment. In doing so, it took account of both the Trust Constitution and the Code of Governance for NHS Provider Trusts. The Committee recommended that the Council of Governors:

1. Reappoints MH for a further three-year term, to 3rd May 2028.
2. Reappoints PV for a further three-year term, to 8th May 2028.

Strategic objectives and associated risks:

The work of the Non-Executive Directors (NEDs) is relevant to all of the Trust's strategic objectives:

| Trust Objectives | | |
|------------------|--|---|
| 1 | Deliver high quality clinical services | ✓ |
| 2 | Develop our veterans service as a nationally recognised centre of excellence | ✓ |
| 3 | Integrate the MSK pathways across Shropshire, Telford and Wrekin | ✓ |
| 4 | Grow our services and workforce sustainably | ✓ |
| 5 | Innovation, education and research at the heart of what we do | ✓ |

The work of the NEDs is relevant to all of the Board Assurance Framework (BAF) themes and associated strategic risks:

| Board Assurance Framework Themes | | |
|----------------------------------|--|---|
| 1 | Continued focus on excellence in quality and safety | ✓ |
| 2 | Creating a sustainable workforce | ✓ |
| 3 | Delivering the financial plan | ✓ |
| 4 | Delivering the required levels of productivity, performance and activity | ✓ |
| 5 | Delivering innovation, growth and achieving systemic improvements | ✓ |
| 6 | Responding to opportunities and challenges in the wider health and care system | ✓ |
| 7 | Responding to a significant disruptive event | ✓ |

System partners in Shropshire, Telford and Wrekin have identified four strategic objectives for the integrated care system. The work of the NEDs is relevant to all of these:

| System Objectives | | |
|-------------------|--|---|
| 1 | Improve outcomes in population health and healthcare | ✓ |
| 2 | Tackle inequalities in outcomes, experience and access | ✓ |
| 3 | Support broader social and economic development | ✓ |
| 4 | Enhance productivity and value for money | ✓ |

Recommendations:

That the Council of Governors APPROVE the recommendation of the Nomination Committee to:

1. Reappoint MH for a further three-year term, to 3rd May 2028.
2. Reappoint PV for a further three-year term, to 8th May 2028.

Report development and engagement history:

The paper reflects the requirements of the Trust's Constitution and the NHSE publication: "*Code of governance for NHS provider trusts*".

The paper reflects the conclusion of the Nomination Committee, as agreed by correspondence.

Next steps:

MN and PV will commence their additional terms on the expiry of their existing terms of appointment in May 2025. As with all Non-Executive Directors, MN and PV will undergo annual appraisal and assessment under the Fit and Proper Person framework, the outcome of which will be reported to the Council of Governors.

Constitution extracts re. Appointment / Re-appointment process

The terms of reference of the Nomination Committee are set out at Appendix 5A to the Trust's Constitution: **Appointment, Re-Appointment and Removal of Non-Executive Directors (Including Chairman)**. Extracts of that Appendix are included below:

- “2.1 The Council of Governors shall appoint 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 Chairman and other Non-Executive Directors and to remove a Non-Executive Director (including the Chairman).
- 2.2 The members of a Nomination Committee appointed by the Council of Governors shall comprise:
 - 2.2.1 two Public Governors;
 - 2.2.2 one Staff governor;
 - 2.2.3 one appointed governor; and
 - 2.2.4 a chairman who shall be:
 - 2.2.4.1 the Chairman of the Trust; or
 - 2.2.4.2 (where the Nomination Committee has been appointed to make recommendations to the Council of Governors on the exercise of its powers to appoint, re-appoint or remove the Chairman) the Senior Independent Director; or
 - 2.2.4.3 (where the Senior Independent Director has expressed an interest in applying for the post of Chairman in the event of a vacancy) a Non-Executive Director who has declared that he or she does not intend to apply for appointment as Chairman.”
- 2.3. Each of the members of a Nomination Committee appointed by the Council of Governors shall have one vote.
- 2.4. The quorum required for the transaction of business at any meeting of a Nomination Committee appointed by the Council of Governors shall be three Members, of whom two must be elected Governors.
- 2.5. A Nomination Committee appointed by the Council of Governors may:
 - 2.5.1. call upon the advice and support of the Chief Executive, the Secretary and any other Director or officer of the Trust as it sees fit;
 - 2.5.2. invite the Chairman of another NHS Foundation Trust to act as an independent assessor to advise the Committee as required; and
 - 2.5.3. appoint external search consultants to assist it in identifying suitable candidates for appointment, subject to the advance agreement of the Board of Directors. Any conflict arising between the Council of Governors and the Board of Directors under this provision shall be determined in accordance with the dispute resolution procedure set out in paragraph 7 of Appendix 8.”
- “3.2 The responsibilities of the Nomination Committee appointed by the Council of Governors shall be to:
 - 3.2.1 seek assurance on behalf of the Council of Governors that, following formal performance evaluation, the performance of the non-Executive Director proposed for re-appointment continues to be effective and to demonstrate commitment to the role;
 - 3.2.2 consider whether the re-appointment of the Non-Executive Director concerned would be in the continuing best interests of the Trust having regard to the qualifications, skills and experience required for the position and to the membership qualification set out in paragraph 24 of the Core Constitution;
 - 3.2.3. report to the Council of Governors on its proceedings in formulating its recommendations; and
 - 3.2.4. make recommendations to the Council of Governors as to whether:
 - 3.2.4.1. the Non-Executive Director concerned should be re-appointed for a further term of office; or
 - 3.2.4.2. a process of open competition should be initiated for the appointment of a new Non-Executive Director (including a new Chairman).”

Attachment 1: Extracts from Trust Constitution and NHSE Code of Governance for NHS Provider Trusts

The Trust's Constitution also states that:

- “28.1 A Non-Executive Director (including the Chairman) may be appointed for a maximum period of up to three years.
- 28.2 A Non-Executive Director (including the Chairman) may be eligible for re-appointment at the end of his or her term, but shall not normally hold office for longer than six consecutive years or two consecutive terms each of three years.”

| |
|----|
| 1 |
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Work Programme Review 2024/25

NHS Foundation Trust

| | 10.04. 2024 | 10.07. 2024 | 26.09 2024 AGM | 25.11. 2024 | 05.03. 2025 |
|--|----------------|----------------|----------------------|----------------|----------------|
| Standing items | | | | | |
| Questions from the Governors | X | X | | X | X |
| Non-Executive Director Committee Updates | X | X | | X | X |
| CEO Trust Overview, including key developments (presentation) | X | X | | X | X |
| Membership Report | X | X | | X | X |
| Review of Work Programme | X | X | | X | X |
| Lead Governor Update (inc. Governor Activity and Feedback) | X | X | | X | X |
| Patient Safety Walkabout Feedback | X | X | | X | X |
| Trust Strategy | | | | | X |
| Guest Speaker | | | | | |
| As agreed | X | X | | X | X |
| Statutory Reports | | | | | |
| Receive Annual Report and Accounts | | | X | | |
| Receive Audit Reports | | | X | | |
| Annual Reports | | | | | |
| Safeguarding Annual Report (for information) | | X | | | |
| Strategic Plan | | | | | |
| Consider strategic issues/priorities for Board to consider in the 2024/25 planning process | | | | | X |
| Quality | | | | | |
| 2023/24 priorities | | X | | | |
| Quality accounts draft presented | | | X | | |
| COG Strategy | | | | | |
| Foundation Trust Public Membership Development and Engagement Strategy Update | | X | | | |
| COG Governance | | | | | |
| COG Annual Report and Self-Assessment | | X | | | |
| Duties reserved to the Council of Governors, as defined in the constitution (to be considered only if necessary) | | | | | |
| Appointment, reappointment or removal of Chair | | | | | |
| Appointment, reappointment or removal of the non-executive Directors | | | | | |
| Remuneration of Chair and Non-executive Directors | | | | | |
| Appointment or removal of Auditors | | | | | |
| Amendments to the Constitution | | | | | |
| Approval of "significant transactions"; applications for merger, separation or dissolution; or proposals to increase by 5% or more Trust income "attributable to activities other than the provision of goods and services for the purposes of health service in England". | | | | | |

Council of Governors Committee

Attendance Matrix

Quorum: Four Public Governors and two from the other constituencies

| Name | Title | 10.04.24 | 10.07.24 | 01.08.24 | 15.08.24 | 26.09.24 | 15.10.24 | 25.11.24 | 05.03.25 | % |
|------------------|---|----------|----------|------------|----------|----------|------------|----------|----------|-----|
| | | | | Nomination | EXO | AGM | Nomination | | | |
| Harry Turner | Chair | ✓ | ✓ | | | ✓ | ✓ | X | | 80 |
| Stacey Keegan | Chief Executive Officer | ✓ | ✓ | ✓ | | ✓ | | ✓ | | 100 |
| Sarfraz Nawaz | Non Executive Director | ✓ | ✓ | ✓ | ✓ | X | | ✓ | | 83 |
| Penny Venables | Non Executive Director | ✓ | X | | | ✓ | | X | | 50 |
| Martin Newsholme | Non Executive Director | ✓ | ✓ | | | X | | ✓ | | 75 |
| Lindsey Webb | Non Executive Director | ✓ | ✓ | | | X | | ✓ | | 75 |
| Martin Evans | Non Executive Director | X | ✓ | | | ✓ | | ✓ | | 75 |
| John Pepper | Associate Non Executive Director | ✓ | ✓ | | | ✓ | | X | | 75 |
| Paul Maubach | Associate Non Executive Director | ✓ | X | | | X | | X | | 25 |
| Atif Ishaq | Associate Non Executive Director | ✓ | X | | | X | | X | | 25 |
| Peter David | Stakeholder Governor - Voluntary Services | | | | | X | | ✓ | | 50 |
| Simon Jones | Stakeholder Governor - Shropshire Council | ✓ | ✓ | ✓ | ✓ | X | ✓ | ✓ | | 86 |
| Karina Wright | Stakeholder Governor - Keele University | ✓ | X | | X | X | ✓ | X | | 33 |
| Colin Chapman | Public Governor - Shropshire | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | 100 |
| Victoria Sugden | Public Governor - Shropshire/Lead Governor | X | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | 86 |
| Sheila Hughes | Public Governor - North Wales | X | ✓ | | ✓ | X | | ✓ | | 60 |
| Jan Greasley | Public Governor - North Wales | | | | | | | ✓ | | 100 |
| Tony Wright | Public Governor - West Midlands | X | ✓ | | X | X | | X | | 20 |
| Neil Turner | Public Governor - Cheshire & Merseyside | | ✓ | | X | ✓ | | ✓ | | 75 |
| Russell Luckock | Public Governor - Rest of England and Wales | | | | | | | ✓ | | 100 |
| Kate Betts | Staff Governor | ✓ | ✓ | ✓ | X | X | ✓ | ✓ | | 71 |
| Allen Edwards | Staff Governor | X | X | | X | X | | ✓ | | 20 |
| Nicki Bellinger | Staff Governor | | | | | | | ✓ | | 100 |

| In Attendance | | | | | | | | | | |
|----------------------|---|---|---|---|---|---|---|---|--|-----|
| Dylan Murphy | Trust Secretary | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | | N/A |
| Paul Kavanagh-Fields | Chief Nurse and Patient Safety Officer | ✓ | ✓ | | | ✓ | | | | N/A |
| Mike Carr | Chief Operating officer | ✓ | | | | | | ✓ | | N/A |
| Nia Jones | Strategy and Planning Managing Director | ✓ | | | | | | | | N/A |
| Denise Harnin | Chief People and Culture Officer | | | ✓ | | ✓ | | | | N/A |
| Kirsty Foscett | Head of Clinical Governance | | | | | | | ✓ | | N/A |

Key:
EXO - extraordinary committee meeting schduled
✓ - Attended
X - Apologies
Not Expected

Council of Governors Board and Sub Committee Attendance Matrix

| Name | Title | April | May | June | July | August | September | October | November | December | January | February | March |
|-----------------|---|---------|-------|-------|---------------|---------|---------------|---------|---------------|----------|---------------|----------|-------|
| Vacancy | Public Governor - Powys | | | | | | | | | | | | |
| Victoria Sugden | Public Governor - Shropshire (Lead Governor) | | Board | | Board | | Board | | Board | | Board | | |
| Vacancy | Public Governor - Shropshire | | | | | | | | | | | | |
| Colin Chapman | Public Governor - Shropshire | | Board | Q&S | Board | Q&S P&C | Board Q&S P&C | Q&S P&C | Board Q&S P&C | P&C Q&S | Board Q&S P&C | Q&S P&C | |
| Sheila Hughes | Public Governor - North Wales | Q&S P&C | Board | Q&S | Board Q&S P&C | Q&S P&C | Board P&C | Q&S P&C | Board Q&S P&C | | Board Q&S P&C | | |
| Jan Greasley | Public Governor - North Wales | | | | | | | | | | | | |
| Tony Wright | Public Governor - West Midlands | | | | | | | | | | | | |
| Neil Turner | Public Governor - Cheshire & Merseyside | | | | | | Board | | Board | | Board | | |
| Russell Luckock | Public Governor - Rest of England | | | | | | | | DERIC P&C | | | | |
| Kate Betts | Staff Governor | | Board | | Board | | Board | | Board | | Board | | |
| Allen Edwards | Staff Governor | | | | | | | | | | | | |
| Nicki Bellinger | Staff Governor | | | | | | | | P&C | P&C | Board F&P | | |
| Simon Jones | Stakeholder Governor - Shropshire Council | | Board | DERIC | DERIC Q&S P&C | F&P | DERIC F&P | DERIC | Board | | | | |
| Karina Wright | Stakeholder Governor - Keele University | DERIC | | DERIC | Board DERIC | | DERIC | DERIC | | | | | |
| Peter David | Stakeholder Governor - Voluntary Services/Lead Governor | | | | | F&P | Board F&P | | | | Board DERIC | | |

Key:

Board - Public Board of Directors Meeting

A&R - Audit and Risk Committee

F&P - Finance and Planning Committee

Q&S - Quality and Safety Committee

P&C - People and Culture Committee

DERIC - Digital, Education, Research, Innovation and Commercialistaion Committee

No attendees

Not Expected