

**PUBLIC MEETING OF THE COUNCIL OF GOVERNORS**  
will be held at 1pm on Thursday 5 November 2020  
via Zoom

**A G E N D A**

**LEAD**

<b>1</b>	<b>Welcome and introductions</b> (verbal)	Prof Sue Proctor
<b>2</b>	<b>Sharing Stories:</b>	
	<b>2.1 Andrew Marran's experience of volunteering with the Trust during the Covid-19 pandemic</b> (verbal)	Andrew Marran
<b>3</b>	<b>Apologies for absence</b> (verbal)	Prof Sue Proctor
<b>4</b>	<b>Changes to any declaration of interests and declaration of any conflicts of interest in respect of agenda items</b> (verbal)	Prof Sue Proctor
	<b>4.1 Non-executive Directors' Annual Declarations of Independence, and Fit and Proper Person</b> (paper to read)	Cath Hill
<b>5</b>	<b>Minutes of the public Council of Governors' meeting held on the 7 July 2020</b> (paper to read)	Prof Sue Proctor
<b>6</b>	<b>Matters arising</b> (verbal)	Prof Sue Proctor
<b>7</b>	<b>Cumulative Action Log – actions outstanding from previous public meetings</b> (paper to read)	Prof Sue Proctor
<b>8</b>	<b>Chair's Report</b> (paper to read)	Prof Sue Proctor
<b>9</b>	<b>Chief Executive Report</b> (presentation)	Sara Munro
<b>10</b>	<b>Lead Governor Report</b> (verbal)	Peter Webster
<b>11</b>	<b>Report from the Chair of the Mental Health Legislation Committee</b> (verbal)	Andrew Marran
<b>12</b>	<b>Report from the Chair of the Workforce Committee</b> (paper to read)	Helen Grantham
<b>13</b>	<b>Addressing Workforce Inequalities in the Trust</b> (paper to read)	Claire Holmes
<b>14</b>	<b>Quarterly Quality and Performance Update Report</b> (paper to read)	Joanna Forster Adams
<b>15</b>	<b>Cleveland Henry on what he has learnt about the Trust so far</b> (verbal)	Cleveland Henry

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|------|--|-------------|
| 16   | <b>Process for the upcoming elections to the Council of Governors</b><br>(paper to read)   | Cath Hill   |
| 17   | <b>Proposed Changes to the Constitution and its Annexes</b> (paper to read)  | Cath Hill   |
| 18   | <b>Council of Governors' Meeting Governance:</b>   | Cath Hill   |
| 18.1 | <b>Review the Council of Governors' Terms of Reference</b><br>(paper to read)  | Cath Hill   |
| 18.2 | <b>Approval of the Council of Governors' Annual Cycle of Business for 2021 with updated Hibernation Plan</b> (paper to read)     | Cath Hill   |
| 18.3 | <b>2021 and 2022 Meeting Dates</b> (paper to read)   | Cath Hill   |
| 19   | <b>Report from the Chair of the Appointments and Remuneration Committee for the meeting held 20 October 2020</b> (paper to read) | Sue Proctor |
| 19.1 | <b>Approval of the revised Terms of Reference for the Appointments and Remuneration Committee</b> (paper to read)                | Cath Hill   |

The next public meeting of the Council of Governors will be held  
on 2 February 2021 at 1pm – Venue TBC

\* Questions for the Council of Governors can be submitted to:

**Name:** Cath Hill (Associate Director for Corporate Governance / Trust Board Secretary)

**Email:** [chill29@nhs.net](mailto:chill29@nhs.net)

**Name:** Prof Sue Proctor (Chair of the Trust)

**Email:** [sue.proctor1@nhs.net](mailto:sue.proctor1@nhs.net)

**AGENDA  
ITEM**

**4.1**

**MEETING OF THE COUNCIL OF GOVERNORS**

<b>PAPER TITLE:</b>	Non-executive Directors' Annual Declarations of Interests, Independence, and Fit and Proper Person
<b>DATE OF MEETING:</b>	5 November 2020
<b>PRESENTED BY:</b> (name and title)	Cath Hill – Associate Director for Corporate Governance
<b>PREPARED BY:</b> (name and title)	Cath Hill – Associate Director for Corporate Governance

<b>THIS PAPER SUPPORTS THE TRUST'S STRATEGIC OBJECTIVE/S</b> (please tick relevant box/s)			
SO1	We deliver great care that is high quality and improves lives.		✓
SO2	We provide a rewarding and supportive place to work.		
SO3	We use our resources to deliver effective and sustainable services.		

<b>EXECUTIVE SUMMARY</b>		
<p>At least annually all members of the Board of Directors are required to complete Declaration of Interest forms, fit and proper person annual declarations, and for Non-Executive Directors (NEDs) only, a declarations for their independence.</p> <p>This paper provides assurance to the Council of the declarations relating to the NEDs; that all interests have been declared and are attached on the matrix; that all NEDs have declared and been deemed to be independent, with details on the attached matrix; and that all NEDs have declared themselves to be fit and proper.</p>		
Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?	<b>State below 'Yes' or 'No'</b>	If yes please set out what action has been taken to address this in your paper
	<b>No</b>	

<b>RECOMMENDATION</b>
<p>The Council of Governors is asked to note:</p> <ul style="list-style-type: none"> <li>• The declarations of interests as per the attached matrix</li> <li>• That all directors have been judged and declared themselves to be fit and proper</li> <li>• That all NEDs have declared they are independent.</li> </ul>

## Declaration of Interests for Non-executive Directors

Name	Directorships, including Non-executive Directorships, held in private companies or PLCs (with the exception of those of dormant companies).	Ownership, or part-ownership, of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.	Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.	A position of authority in a charity or voluntary organisation in the field of health and social care.	Any connection with a voluntary or other organisation contracting for NHS services.	Any substantial or influential connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to lenders or banks.	Any other commercial or other interests you wish to declare. This should include political or ministerial appointments (where this information is already in the public domain – this does not include personal or private information such as membership of political parties or voting preferences)	Declarations made in respect of spouse or co-habiting partner
<b>NON-EXECUTIVE DIRECTORS</b>								
<b>Susan Proctor</b> Non-executive Director	<b>Owner / director</b> SR Proctor Consulting Ltd Independent company offering consultancy on specific projects relating to complex and strategic matters working with Boards and senior teams in health and faith sectors. Investigations into current and historical safeguarding matters.	None.	None.	None.	<b>Associate</b> Capsticks Law firm.  <b>Independent Chair</b> Safeguarding Adults Board North Yorkshire Count Council	None.	<b>Member</b> Lord Chancellor's Advisory Committee for North and West Yorkshire  <b>Chair</b> Safeguarding Group, Diocese of York  <b>Chair</b> Adult Safeguarding Board, North Yorkshire	Partner: Employee of Link
<b>John Baker</b> Non-executive Director	None.	None.	None.	None.	None.	<b>Professor</b> University of Leeds	None.	None
<b>Helen Grantham</b> Non-executive Director	<b>Director and Owner,</b> Entwyne Ltd  <b>Director</b> Otley Golf Club Limited	<b>Sole owner,</b> Entwyne Ltd	None	None	None	None	None	None

Name	Directorships, including Non-executive Directorships, held in private companies or PLCs (with the exception of those of dormant companies).	Ownership, or part-ownership, of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.	Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.	A position of authority in a charity or voluntary organisation in the field of health and social care.	Any connection with a voluntary or other organisation contracting for NHS services.	Any substantial or influential connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to lenders or banks.	Any other commercial or other interests you wish to declare. This should include political or ministerial appointments (where this is information already in the public domain – this does not include personal or private information such as membership of political parties or voting preferences)	Declarations made in respect of spouse or co-habiting partner
<b>Cleveland Henry</b> Non-executive Director	<b>Director</b> <b>63 Argyle Road Ltd</b> Management Company	None	None	<b>Trustee</b> <b>Community</b> <b>Foundation For</b> <b>Leeds</b>	None	None	<b>Group</b> <b>Delivery &amp;</b> <b>Deployment Director</b> <b>EMIS Group</b> Digital Health sector	Partner Lead Cancer Nurse Leeds Teaching Hospitals NHS Trust
<b>Andrew Marran</b> Non-executive Director	<b>Non-executive Director</b> <b>MoreLife (UK) Ltd</b> Delivers tailor-made, health improvement programmes to individuals, families, local communities; within workplaces and schools  <b>Non-executive Director</b> <b>My Peak Potential Ltd</b> An organisational development company that specialises in leadership and management development using the outdoors as a vehicle for learning	None.	None.	None.	None.	None.	None.	None.
<b>Susan White</b> Non-executive Director	None.	None.	None.	None.	None.	None.	None.	None.

Name	Directorships, including Non-executive Directorships, held in private companies or PLCs (with the exception of those of dormant companies).	Ownership, or part-ownership, of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS.	Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the NHS.	A position of authority in a charity or voluntary organisation in the field of health and social care.	Any connection with a voluntary or other organisation contracting for NHS services.	Any substantial or influential connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Trust, including but not limited to lenders or banks.	Any other commercial or other interests you wish to declare. This should include political or ministerial appointments (where this is information already in the public domain – this does not include personal or private information such as membership of political parties or voting preferences)	Declarations made in respect of spouse or co-habiting partner
<b>Martin Wright</b> Non-executive Director	None.	None.	None.	<b>Trustee</b> of Roger's Almshouses (Harrogate)  A charity providing sheltered housing, retirement housing, supported housing for older people,	None.	None.	None.	None.

**Declarations pertaining to directors being a Fit and Proper Person under the CQC Regulation 5 and meeting all the criteria in the Provider Licence and the Trust's Constitution to be and continue to be a director**

Each director has been checked in accordance with the criteria for fit and proper persons and have completed the necessary self-declaration forms to show that they do not fit within any definition of an "unfit person" as set out in the provider licence, the Health and Social Care Act 2008 (Regulated Activities) Regulations 2008 or the Trust's constitution; that they meet all the criteria for being a fit and proper person as defined in the Social Care Act 2008 (Regulated Activities) Regulations 2008; and that there are no other grounds under which I would be ineligible to continue in post.

		Non-executive Directors						
		SP	CHe	HG	SW	JB	AM	MW
a)	Are they a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) have not been discharged?	No	No	No	No	No	No	No
b)	Are they a person who has made a composition or arrangement with, or granted a trust deed for, any creditors and not been discharged in respect of it?	No	No	No	No	No	No	No
c)	Are they a person who within the preceding five years has been convicted of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) being imposed on you?	No	No	No	No	No	No	No
d)	Are they subject to an unexpired disqualification order made under the Company Directors' Disqualification Act 1986?	No	No	No	No	No	No	No
e)	Do they meet all the criteria for being a fit and proper person as defined in the Social Care Act 2008 (Regulated Activities) Regulations 2008.	Yes	Yes	Yes	Yes	Yes	Yes	Yes

## Annual Declaration of Non-executive Director Independence (Declared as at May 2020)

Name	Has been an employee of the Trust within the last 5 years.	Has, or has had within the last three years, a material business relationship with the Trust directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship with the Trust.	Has received or receives additional remuneration from the Trust apart from a director's fee, participates in the Trust performance-related pay scheme, or is a member of the Trust's pension scheme.	Has close family ties with any of the Trust's advisers, directors or senior employees.	Holds cross-directorships or has significant links with other directors through involvement in other companies or bodies.	Has served on the Board for more than nine years from the date of their first appointment.	Any other reason you wish to declare.  This should include any political or ministerial appointments (where this is information is already in the public domain – this does not include personal or private information such as membership of political parties or voting preferences)
<b>Sue Proctor</b> Non-executive Chair	None	None	None	None	None	None	None
<b>John Baker</b> Non-executive Director	None	None	None	None	None	None	None
<b>Helen Grantham</b> Non-executive Director	None	None	None	None	None	None	None
<b>Cleveland Henry</b> Non-executive Director	None	None	None	None	None	None	None
<b>Andrew Marran</b> Non-executive Director	None	None	None	None	None	None	None
<b>Sue White</b> Non-executive Director	None	None	None	None	None	None	None
<b>Martin Wright</b> Non-executive Director	None	None	None	None	None	None	None



**Minutes of the Public Meeting of the Council of Governors  
held at 1pm on Tuesday 7 July 2020  
via Zoom**

**PRESENT:**

Prof Sue Proctor – Chair

**Public Governors**

Steve Howarth  
Kirsty Lee  
Niccola Swan  
Peter Webster

**Staff Governors**

Gill Galea  
Ruth Grant  
Andrew Johnson  
Sally Rawcliffe-Foo

**Appointed Governors**

Helen Kemp  
Anna Perrett

**Service User Governors**

Peter Chapman  
Ann Shuter  
Mark Clayton

**IN ATTENDANCE:**

John Baker – Non-Executive Director  
Rose Cooper – Corporate Governance Officer  
Helen Grantham – Non-Executive Director  
Dawn Hanwell – Chief Financial Officer and Deputy Chief Executive  
Cleveland Henry – Non-Executive Director  
Cath Hill – Associate Director for Corporate Governance  
Claire Holmes – Director of Organisational Development and Workforce  
Rashpal Khangura – Audit Manager KPMG  
Bea King – Corporate Governance Assistant  
Chris Marston – Corporate Governance Assistant  
Kerry McMann – Corporate Governance Team Leader  
Sara Munro – Chief Executive  
Wendy Tangen – Clinical Services Inclusion Lead (for agenda item 14)  
Andy Weir – Deputy Chief Operating Officer (attending on behalf of Joanna Forster Adams)  
Sue White – Non-Executive Director  
Martin Wright – Non-Executive Director

## **20/017 Welcome and introductions (agenda item 1)**

Sue Proctor opened the meeting of the Council of Governors and welcomed everyone. A minute's silence was held for those affected by Covid-19 over the course of the year.

It was noted that Andy Weir was in attendance at the meeting in the absence of Joanna Forster Adams, Chief Operating Officer. The Council was also informed that Wendy Tangen, Clinical Services Inclusion Lead, would join the meeting for agenda item 14.

## **20/018 Sharing Stories: Specialist Supported Living Service sharing their experience of Covid-19 (agenda item 2)**

Gill Galea shared a presentation with the Council of Governors on the experiences of working within the Specialist Supported Living Service during Covid-19.

Sue Proctor thanked Gill and the team on behalf of the Council. Peter Webster asked if there were any lessons learnt that might benefit service users in the future. Gill agreed that whilst there may be a point in time where staff would be able to reflect on any lessons learnt, there had yet to be an opportunity to do so, noting that the pandemic was still requiring a lot of attention.

Steve Howarth asked how the team had managed the difficult issue of visiting restrictions during Covid-19 and if there had been any lessons learnt from this. Gill informed the Council that there were protocols in place and that additional work was being undertaken with Leeds Teaching Hospitals NHS Trust to build on what had been learnt so far regarding service users who needed to be transferred into the acute services.

## **20/019 Apologies for absence (agenda item 3)**

Apologies were received from the following governors: Tina Turnbull (Appointed Governor for Tenfold), Marc Pierre Anderson (Service User Governor), Sarah Layton (Non-clinical Staff Governor) and Les France (Leeds Public Governor). Apologies had also been received from the following Executive Directors: Claire Kenwood, Medical Director; and Cathy Woffendin, Director of Nursing, Professions and Quality. Andrew Marran, Non-executive Director, also sent his apologies for this meeting.

The Council was informed that this would be Sally Rawcliffe-Foo, Gill Galea, Marc Pierre Anderson and Kirsty Lee's final Council of Governors' meeting, but that all were eligible for re-election in the next round of elections. It was also noted that this would be Claire Kenwood's final Council of Governors' meeting, as she would be stepping down as Medical Director at the end of July, with Chris Hosker taking over the role with effect from 1 August 2020.

**20/020 Changes to any declaration of interests and declaration of any conflicts of interest in respect of agenda Items** (agenda item 4)

Niccola Swan noted that she had a family member working for KPMG, but not in an audit role. Rashpal Khangura informed the Council that KPMG has an internal process in place to ensure that people would not work on an audit where they have a conflict of interest.

No other governor indicated a change to their declared interests or declared any conflicts of interest in respect of agenda items.

**20/021 Declarations of Interest for the Council of Governors** (agenda item 4.1)

The Council of Governors **confirmed** that the declarations of interest listed on the matrix were correct and up to date.

**20/022 Minutes of the public Council of Governors' meeting held on the 4 February 2020** (agenda item 5)

Helen Grantham requested that a correction was made to minute number 20/003, which should say that Helen Kemp had a conflict of interest instead of herself.

**CM**

The Council **agreed** the minutes of the meeting held on the 4 February 2020 as an accurate record, subject to the above amendment.

**20/023 Matters Arising** (agenda item 6)

There were no matters arising.

**20/024 Cumulative Action Log – actions outstanding from the previous public meetings** (agenda item 7)

Sue Proctor asked when the governors would be updated on progress with the Acute Care Excellence work as this had been paused due to Covid-19. It was agreed that this would be scheduled for the Board to Board meeting in September. Mrs Hill agreed to add this to the agenda for 10 September 2020.

Sue Proctor also asked about the action for Claire Kenwood to update the Council on the outcomes work. It was agreed that Claire would be contacted for an update outside of the meeting.

The Council **received** the update on the cumulative action log and were **assured** of progress made.

#### **20/025 Chair's Report** (agenda item 8)

The Council **received** the Chair's report and **noted** its contents.

#### **20/026 Annual Members' Meeting Update** (agenda item 8.1)

Cath Hill reminded the Council that due to Covid-19, the Trust was unable to go ahead with the Annual Members' Day that had been scheduled for the 28 July 2020.

Cath Hill informed the Council that the meeting would now be held on the 5 November 2020 and would last for 90 minutes instead of a full day. She explained there was potential for the meeting not to be quorate, and asked for agreement from the Council that in the event of it not being so, the meeting would still go ahead. The Council agreed this temporary change to the standing orders for the running of the Annual Members' Meeting.

Ruth Grant asked if arrangements would be made so that people could attend the meeting virtually and Cath confirmed that this would be an option, but that the exact arrangements for the meeting were still to be finalised.

The Council **supported** the arrangements for the Annual Members' Meeting on the 5 November 2020 and **agreed** a temporary change to the quoracy rules for this meeting should it be required.

#### **20/027 Chief Executive Report** (agenda item 9)

Sara Munro presented the Chief Executive Report and informed the Council of some of the work that had been going on during the Covid-19 pandemic, as well as a regional and national update on the situation. She explained that local authorities were required to create a Local Outbreak Management Procedure, which had now been completed, and informed the Council that this would be taken to a Health and Wellbeing Board to Board meeting for discussion later that week.

Sara Munro also discussed the staff anti-body testing that had been taking place across the Trust, and noted that 12% of staff had tested positive out of a total of 1300 so far.

The Council was updated on the construction of the new Child and Adolescent Mental Health Unit that was being carried out on the St Mary's Hospital site.

They were reassured that the site had been operating safely throughout the Covid-19 pandemic, and that the unit was expected to be completed on schedule.

Sara then explained the Trust's approach to enabling staff to come back to the workplace safely. She also noted that there would be a celebration event for staff which would be held at some point in the future instead of the traditional Annual Trust Awards event. Sara also spoke about the national NHS Charity and the money which had been donated to the Trust from the fund. She talked about the ideas that had been provided for how this money could be used and invited the Council to come forward with ideas on how the Trust could spend NHS donations on staff.

Peter Webster asked for an update on the memorial for staff that had lost their lives due to Covid-19. Sara explained that discussions were taking place and that they had received suggestions of what could be done.

It was agreed that a copy of the letter that had been sent to staff from Sara Munro about the Trust's commitment to tackling racism and inequality would also be sent to governors.

**CM**

The Council **received** the Chief Executive Report.

#### **20/028 Lead Governor Report** (agenda item 10)

Peter Webster presented the Lead Governor Report. He informed the Council that the two question and answer sessions with governors during May and June had been well attended. He also thanked Martin Wright for the comprehensive report he produced on the work of the non-executive directors during the Covid-19 pandemic. Peter then informed the Council that several governors had observed the Board of Directors' meeting on the 25 June 2020 which had been held virtually.

The Council of Governors meeting was suspended for a 15 minute break from 14:05 to 14:20.

Mark Clayton left the meeting.

The Council **received** the verbal Lead Governor Report.

#### **20/029 Audit Committee Annual Report 2019/20** (agenda item 11)

Wendy Tangen and Anna Perrett joined the meeting.

Martin Wright presented the Audit Committee Annual Report 2019/20. He explained to the Council what the Audit Committee was, the programme of work that is undertaken, and highlighted some of the work that had been done over the

last few months. He also encouraged the governors to observe an Audit Committee meeting to gain a further understanding of the role of the Committee.

The Council **received** the 2019/20 Annual Report for the Audit Committee and was **assured** of the work of the external auditors in relation to providing assurance to the Audit Committee.

#### **20/030 Report on the Annual Audit of the Trust's Accounts 2019/20** (agenda item 12)

Rashpal Khangura presented the report on the Annual Audit of the Trust's Accounts 2019/20. He informed the Council of the scope of work that had been undertaken, and noted that they had given a clean audit opinion and a clean value for money conclusion.

Peter Webster asked for some assurance around the handling of instances of fraud in the Trust. Martin Wright informed the Council that the Audit Committee has a representative from the Counter Fraud Team at Audit Yorkshire attend each of their meetings where they present progress reports and provide updates against the annual work plan. He added that the Team also informs the Committee of any instances of fraud that other Trusts have faced so that we can put in place preventative measures.

Peter Webster asked about the apparent dip in revenue this year compared to the previous year. Dawn Hanwell explained that this was due to the non-recurrent monies received last year which had artificially boosted the cash position. However, she assured the Council that, aside from this, the Trust had grown financially year on year.

The Council **received** the Auditors' Report and **noted** the information and assurance provided.

#### **20/031 Trust's Annual Report Update 2019/20** (agenda item 13)

Cath Hill presented the Trust's Annual Report Update 2019/20. She explained some of changes that had been made to the requirements for the content of the Annual Report. She informed the Council that NHS Improvement had acted to reduce the burden on managers who provide the relevant information for the report due to them being involved in the management of Covid-19.

Cath informed the Council that the Annual Report had now been produced and audited, that it had been presented to the Audit Committee and the Board of Directors, and would be laid before parliament in the coming days. She also noted that it would be presented in full to the Council of Governors on the 5 November 2020 as part of the Annual Members' Meeting, but that the highlights of the report had been circulated to the Council as part of this agenda item.

The Council **noted** the procedure that had been followed in the preparation of the Annual Report, **noted** the next steps in the process and also **received** the Chair and Chief Executive's reports from the Annual Report to provide a summary of the events in 2019/20.

**20/032 Increased risk of Covid-19 for BAME staff and service users** (agenda item 14)

Wendy Tangen explained some of the work being undertaken to recognise and try to resolve the issues and concerns that had arisen for BAME communities during the Covid-19 pandemic.

Wendy responded to a question from Niccola Swan about whether BAME staff feel less confident in challenging and may experience higher rates of bullying and harassment in the workplace. Wendy informed the Council that whilst the data suggested that this was true, they were taking steps to resolve this, and explained that Freedom to Speak Up Ambassadors were being introduced to give staff additional support and alternative routes for them to share their experiences. Helen Grantham informed the Council about ways in which the Workforce Committee gains assurance on matters relating to equality, diversity and inclusion in the Trust.

Sue Proctor suggested that this agenda item was revisited at the November meeting and asked whether the governors would like to add this to their work plan as a key area of focus for next year. The Council agreed.

**CHill**

Peter Webster also asked if governors could receive cultural competency training as part of their development. Cath Hill responded that this was something they would look into and add to the governor training programme.

**CHill**

Rashpal Khangura left the meeting.

The Council **thanked** Wendy Tangen for her presentation.

**20/033 Service Performance Update Report** (agenda item 15)

The Service Performance Update Report was presented to the Council. Peter Webster asked about the figures for out of area placements. Andy Weir explained that during the peak of the Covid-19 pandemic, they had reused 22 acute beds for shielding or cohorting purposes and that this had impacted on inpatient capacity. He informed the Council of the procedure in place to reinstate these beds for mainstream mental health care when it was appropriate and safe to do so.

The Council **received** the information provided in relation to the performance data currently available.

**20/034 Process for the upcoming elections to the Council of Governors** (agenda item 16)

Cath Hill drew attention to the four governors who were coming to the end of their term of office. She noted that due to a slight delay in the running of the elections, due to the impact of Covid-19, there would be a short period between the end of their terms of office and the completion of the elections. She explained that this would mean that they would technically not be elected governors, but that for the duration of this short period any governors wishing to re-stand in the next election could sign a confidentiality statement. This statement would allow them to continue to be connected to the Council during the interim period whilst not being voting governors.

The Council **agreed** the timetable for the forthcoming elections to the Council of Governors which would conclude on the 9 October 2020, and also agreed that it was appropriate to allow any governor wishing to stand for re-election to sign a confidentiality statement for the short interim period between the end of their term of office and the conclusion of the election.

**20/035 Hibernation plan for the work of the Council of Governors** (agenda item 17)

The Council of Governors **noted** the information provided and was **assured** that any items that may have been missed due to the cancellation of its May meeting would be picked up at other points in the 2020/21 financial year.

The Chair of the meeting closed the public meeting of the Council of Governors of Leeds and York Partnership NHS Foundation Trust 3.10pm. She thanked governors and members of the public for their attendance.

Signed (Chair of the Trust) .....

Date .....



**Cumulative Action Report for the Public Council of Governors' Meeting**

**OPEN ACTIONS**

<b>ACTION (INCLUDING THE TITLE OF THE PAPER THAT GENERATED THE ACTION)</b>	<b>PERSON LEADING</b>	<b>COUNCIL MEETING TO BE BROUGHT BACK TO / DATE TO BE COMPLETED BY</b>	<b>COMMENTS</b>
<p><b>20/032 - Increased risk of Covid-19 for BAME staff and service users</b> (July 2020 - agenda item 14)</p> <p>Sue Proctor suggested that this agenda item was revisited at the November meeting and asked whether the governors would like to add this to their work plan as a key area of focus for next year. The Council agreed.</p>	<p><b>Cath Hill / Claire Holmes</b></p>	<p><b>5 November 2020</b></p>	<p>This is on the agenda of the November 2020 meeting.</p>

ACTION (INCLUDING THE TITLE OF THE PAPER THAT GENERATED THE ACTION)	PERSON LEADING	COUNCIL MEETING TO BE BROUGHT BACK TO / DATE TO BE COMPLETED BY	COMMENTS
<p><b>19/059 - Chief Executive Report</b> (November 2019 - agenda item 8)</p> <p>The Council suggested that it considers how best to strengthen links with Healthwatch and how this might be facilitated. Sue Proctor and Cath Hill will consider how this might be taken forward.</p>	<p><b>Sue Proctor / Cath Hill</b></p>	<p><b>2 February 2021</b></p>	<p>This has been added to the forward plan for the February 2021 meeting.</p>
<p><b>20/007 - Update on the Leeds Health and Care Academy</b> (February 2020 - agenda item 15)</p> <p>It was agreed that Angela Earnshaw would give a further update on the Leeds Health and Care Academy at a future Council of Governors meeting.</p>	<p><b>Angela Earnshaw</b></p>	<p><b>4 May 2021</b></p>	<p>Due to Covid-19, the Leeds Health and Care Academy work has largely been paused over the past 6 months. It is recommended that this update is postponed until Spring 2021. With this in mind, this agenda item has been added to the forward plan for the May 2021 meeting.</p>

ACTION (INCLUDING THE TITLE OF THE PAPER THAT GENERATED THE ACTION)	PERSON LEADING	COUNCIL MEETING TO BE BROUGHT BACK TO / DATE TO BE COMPLETED BY	COMMENTS
<p><b>20/032 - Increased risk of Covid-19 for BAME staff and service users</b> (July 2020 - agenda item 14)</p> <p>Peter Webster asked if governors could receive cultural competency training as part of their development. Cath Hill responded that this was something they would look into and add to the governor training programme.</p>	Cath Hill	4 May 2021	We have arranged for Wendy Tangen (Clinical Services Inclusion Lead) to deliver a cultural awareness training session at the May 2021 Council of Governors' Meeting.
<p><b>20/005 - Matters Arising</b> (February 2020 - agenda item 5)</p> <p>It was agreed that Claire would give further verbal feedback to governors about the outcomes work at the next Council of Governors meeting on 7 May 2020.</p>	Chris Hosker	TBC	<p>There have been a number of attempts over the years to move the organisation to a position where it can uniformly present clinicians and service users with meaningful clinical outcomes data but this has proved challenging.</p> <p>It has been proposed that the Institute for Healthcare Improvement (IHI) methodology is applied to the challenge.</p> <p>This would involve a wide programme of work and a considerable financial investment. The investment is being considered currently and if it is agreed then the IHI approach will become the vehicle for moving us to the place outlined above.</p>

ACTION (INCLUDING THE TITLE OF THE PAPER THAT GENERATED THE ACTION)	PERSON LEADING	COUNCIL MEETING TO BE BROUGHT BACK TO / DATE TO BE COMPLETED BY	COMMENTS
<p><b>20/006 - Cumulative Action Log – actions outstanding from the previous public meetings</b> (February 2020 - agenda item 6)</p> <p>It was agreed that Cath Hill would set-up a meeting with Nikki Cooper, Head of Performance Management and Informatics, and those governors who wanted to participate in a one-off group to look at the content of the performance report.</p>	Cath Hill	Management action	<p><b>SUGGEST ACTION IS CLOSED</b></p> <p>In light of the implementation of Care Director, the Board is looking at what performance information it wants to receive information on and in what format / detail. This review has been interrupted by Covid-19 but work is underway by the Performance Team to conclude this review. Once the Board's information has been determined this will inform the report which comes to the Council of Governors. It is proposed that this action is closed until governors have had chance to review the Council's performance report, which will be a sub-set of the Board's report.</p>
<p><b>Board to Board – 3 September 2019</b></p> <p>It was agreed that an update on Acute Care Excellence (ACE) progress and issues would be presented to the May 2020 Council meeting.</p>	Joanna Forster Adams	September 2020 Board to Board	<p><b>COMPLETE</b></p> <p>This was circulated as part of the 10 September 2020 Board to Board papers.</p>

ACTION (INCLUDING THE TITLE OF THE PAPER THAT GENERATED THE ACTION)	PERSON LEADING	COUNCIL MEETING TO BE BROUGHT BACK TO / DATE TO BE COMPLETED BY	COMMENTS
<p><b>20/007 - Update on the Leeds Health and Care Academy</b> (February 2020 - agenda item 15)</p> <p>Steve Howath pointed out that Leeds Teaching Hospitals NHS Trust was absent from the list of members, but are mentioned as being involved in the work. Angela agreed to amend this.</p>	<p><b>Angela Earnshaw</b></p>	<p><b>Management action</b></p>	<p><b>COMPLETE</b></p> <p>The paper has been amended to include Leeds Teaching Hospitals NHS Trust who is a core member of the Leeds Health and Care Academy Partners.</p>
<p><b>20/022 - Minutes of the public Council of Governors' meeting held on the 4 February 2020</b> (July 2020 - agenda item 5)</p> <p>Helen Grantham requested that a correction was made to minute number 20/003, which should say that Helen Kemp had a conflict of interest instead of herself.</p>	<p><b>Chris Marston</b></p>	<p><b>Management action</b></p>	<p><b>COMPLETE</b></p>

ACTION (INCLUDING THE TITLE OF THE PAPER THAT GENERATED THE ACTION)	PERSON LEADING	COUNCIL MEETING TO BE BROUGHT BACK TO / DATE TO BE COMPLETED BY	COMMENTS
<p><b>20/027 - Chief Executive Report</b> (July 2020 - agenda item 9)</p> <p>It was agreed that a copy of the letter that had been sent to staff from Sara Munro about the Trust's commitment to tackling racism and inequality would also be sent to governors.</p>	Chris Marston	Management action	<p><b>COMPLETE</b></p> <p>The letter was circulated to governors on 08/07/20.</p>

### COMPLETED ACTIONS

ACTION (INCLUDING THE TITLE OF THE PAPER THAT GENERATED THE ACTION)	PERSON LEADING	COUNCIL MEETING TO BE BROUGHT BACK TO / DATE TO BE COMPLETED BY	COMMENTS
<p><b>19/066 - Report from Annual Members' Meeting 2019</b> (November 2019 - agenda item 16)</p> <p>It was agreed that there should be more visible support at the Annual Members' Meeting for people, particularly service users, who may need this on the day. Cath Hill agreed to feed this into the AMM planning meetings.</p>	Cath Hill	Management action	<p style="text-align: center;"><b><u>CLOSED</u></b></p> <p>This has been raised with the planning group and will be factored into the Annual Members' Meeting in 2020/21.</p>

## **CHAIR'S REPORT**

**PUBLIC COUNCIL OF GOVERNORS' MEETING  
HELD 5 NOVEMBER 2020**



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**Title:** Changes to the membership of the Council of Governors  
**Contributor:** Cath Hill  
**Status of item:** Standing item (for information)

Since the July Council of Governors' meeting we have successfully concluded our latest round of elections. I am pleased to announce that the following people have been elected / re-elected to the Council of Governors:

- Public: Leeds – Kirsty Lee (re-elected)
- Staff Clinical: Leeds and York and North Yorkshire – Sally Rawcliffe-Foo (re-elected)
- Carer: Leeds – Caroline Bentham (newly elected)
- Service User: York and North Yorkshire – Sophia Bellas (newly elected)
- Service User: Leeds – Rita Dawson (newly elected)
- Public: York and North Yorkshire – David O'Brien (newly elected)

There are still four vacancies in the following seats. These will go forward into the next round of elections.

- Carer: Leeds Resident (1 seat)
- Carer: York and North Yorkshire (1 seat)
- Service user and Carer: Rest of UK (1 seat)
- Staff Clinical: Leeds and York & North Yorkshire (1 seat)

I am looking forward to working with all our governors in the coming year and would like to extend a warm welcome to our new governors on behalf of both myself and the Council as a whole.

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**Title:** Changes to the membership of the Board of Directors  
**Contributor:** Cath Hill  
**Status of item:** Standing item (for information)

Since the July Council meeting there has been no change to the non-executive director team. However, with regard to the executive director team, governors are reminded that at the end of July, Dr Claire Kenwood stepped down from the Board and that with effect from 1 August 2020, Dr Chris Hosker took up the post of Medical Director. On behalf of the Council I would like to extend a welcome to Dr Hosker and hope that at a future date governors will get the opportunity to meet Chris in person at one of the Council meetings.

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**Title:** Directors' attendance at Board meetings (rolling 12 months)  
**Contributor:** Cath Hill  
**Status of item:** Standing item (for information)

The Council of Governors is asked to note the attendance of directors at the Board of Directors' meetings, in particular attendance relating to the non-executive directors. This information will also be provided in the Trust's Annual Report for the relevant financial years. The shaded boxes show the meetings people were not eligible to be at due to either their start or finish date. Governors are asked to be aware that for the period of the management of COVID-19 Board meetings took place monthly this arrangement will be reviewed in the coming months.

**Non-executive Directors**

Name	28 November 2019	30 January 2020	26 March 2020	30 April 2020	21 May 2020	16 June (Extraordinary)	30 July 2020	27 September 2020
Sue Proctor (Chair)	✓	✓	✓	✓	✓	✓	✓	✓
John Baker	✓	✓	✓	✓	✓	✓	✓	✓
Helen Grantham	✓	✓	✓	✓	✓	✓	✓	✓
Cleveland Henry				✓	✓	✓	-	✓
Andrew Marran	✓	-	✓	✓	✓	✓	✓	✓
Margaret Sentamu	✓	✓	✓					
Sue White	✓	✓	✓	✓	✓	✓	✓	✓
Martin Wright	✓	✓	✓	✓	✓	✓	✓	✓

### Executive Directors

Name	28 November 2019	30 January 2020	26 March 2020	30 April 2020	21 May 2020	16 June (Extraordinary)	30 July 2020	27 September 2020
Sara Munro	✓	✓	✓	✓	✓	✓	✓	✓
Joanna Forster Adams	✓	✓	✓	✓	✓	✓	✓	✓
Dawn Hanwell	✓	✓	✓	✓	✓	✓	✓	✓
Claire Holmes	✓	-	✓	✓	✓	✓	✓	✓
Chris Hosker								✓
Claire Kenwood	✓	✓	✓	✓	✓	✓	-	
Cathy Woffendin	✓	✓	-	✓	✓	-	✓	-

**Title:** Attendance by non-executive directors at Council of Governors' meetings (rolling 12 months)  
**Contributor:** Cath Hill  
**Status of item:** Standing item (for information)

The Council of Governors is asked to note the attendance of non-executive directors at the Council of Governors' meetings. This information will also be provided in the Trust's Annual Report. Shaded boxes show those meetings that people were not eligible to be at due to their start or finish date.

Name	7 November 2019	4 February 2020	7 July 2020
<b>Non-executive directors</b>			
Prof Sue Proctor	✓	-	✓
Prof John Baker	✓	✓	✓
Helen Grantham	✓	✓	✓
Cleveland Henry			✓
Andrew Marran	✓	✓	-
Margaret Sentamu	✓	✓	
Sue White	✓	✓*	✓
Martin Wright	✓	✓	✓

\* Sue White chaired the meeting in the absence of Prof Sue Proctor

**Title:** Attendance by governors at Council of Governors' meetings (rolling 12 months)  
**Contributor:** Cath Hill  
**Status of item:** Standing item (for information)

		COUNCIL BUSINESS MEETINGS ATTENDED		
Name	Appointed (A) or elected (E)	7 November 2019	4 February 2020	7 July 2020
Marc Pierre Anderson	E	-	✓	-
Peter Chapman	E			✓
Mark Clayton	E			✓
Les France	E	-	✓	-
Gill Galea	E	✓	✓	✓
Ruth Grant	E	✓	✓	✓
Mussarat Khan	E	-	✓	-
Steve Howarth	E	-	✓	✓
Andy Johnson	E	✓	✓	✓
Helen Kemp	A	✓	✓	✓
Sarah Layton	E	✓	✓	-
Kirsty Lee	E	✓	✓	✓
Anna Perrett	A	-	-	✓
Ivan Nip	E	✓	✓	-
Sally Rawcliffe-Foo	E	✓	✓	✓
Ann Shuter	E	-	✓	✓
Niccola Swan	E	✓	✓	✓
Tina Turnbull	A			✓
Peter Webster	E	✓	-	✓

The table above details the number of Council meetings that governors have attended. Governors are expected to attend Council meetings where ever possible, and it is recognised that there may be legitimate reasons why this is not possible. Attendance by governors is recorded in the minutes by the Corporate Governance Team. Any instance where a governor has missed two or more meetings per *financial year* is discussed by the Chair of the Trust and the Associate Director for Corporate Governance and if needed with the governor concerned. There is an assessment of the reason/s for absence from meetings and any extenuating circumstances. If, having reviewed attendance, there is a need for the Council to consider the matter of non-attendance for any governor a separate report will be made to the Council for consideration.

**Title:** Appointment of the Deputy Chair  
**Contributor:** Sue Proctor  
**Status of item:** For information

The Council is reminded that at its meeting in February 2020 it agreed that Sue White would continue as Deputy Chair of the Trust for a further year and that following her stepping down as Deputy Helen Grantham would take up the role. When Sue steps down as Deputy she will still continue to be a non-executive director in the Trust.

On behalf of myself and the Council I would like to formally thank Sue for all the help and support she has given to me during the three years that she has been my Deputy. I also look forward to working with Helen as Deputy when she takes up this role in January 2021 for a period of two years.

You will know Helen from the Council meetings she has attended and also from observing her at the Board and in sub-committee meetings. I am sure the Council would like to join me in welcoming Helen into this role.

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Title:	Appointment of the Senior Independent Director
Contributor:	Cath Hill
Status of item:	For approval

The Council is reminded that it is the responsibility of the Board to appoint the Senior Independent Director and it is the role of the Council of Governors to support this appointment.

Our current SID is Martin Wright. He has held this role since February 2019 and was initially appointed for a period of 2 years, but with an option to extend this for a further period if the Board agrees.

Discussions have taken place with Mr Wright and the Chair of the Trust. Mr Wright has indicated that he would be happy to continue in this role for a further period of 2 years and a paper has been presented to the Board making this proposal.

The Council is advised that it is anticipated that the Board will agree to the extension of Mr Wright's appointment. However, due the timing of meetings a verbal update will be provided to the Council at its meeting on the outcome of the discussions at the October Board.

The Council is asked to note:

- That Martin Wright is the current SID and comes to the end of his term of office in February 2021
- He has expressed a wish to be reappointed for a further period of 2 years
- The Board will consider this proposal and a verbal report will be made to the Council meeting detailing the outcome of the decision made by the Board. Should the Board agree to appoint Mr Wright for a further 2 years the Council will be asked to support.

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Title:	Non-executive Director and Governor service visits
Contributor:	Cath Hill
Status of item:	For noting

The Council of Governors is advised that we are starting to arrange service visits for NEDs and governors. We are piloting these are virtual visits in the first instance to ensure we get the right format. The pilot will be undertaken by the Chair of the Trust along with one or two of the NEDs and the Lead Governor.

We know that from the Chair's discussions with governors that you are keen to understand more about our services and that service visits are one of the ways in which you can do this. Following the pilot and feedback about how this has gone we hope to be able to put in place a programme of visits before the end of the year.

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Prof Sue Proctor  
**Chair of the Trust**  
**NOVEMBER 2020**

# **Workforce Committee Report for the Council of Governors**

## **1. Background**

The Workforce Committee was established in November 2019. The Board agreed to the establishment of the Workforce Committee to give focus and coordinated oversight of risks and key initiatives in relation to the workforce in line with the Board Assurance Framework (BAF). This also reinforced the importance given within the Trust to our workforce and being an employer of choice.

The Workforce Committee does not oversee everyday operational HR and workforce matters but focusses on gaining assurance on the development and implementation of the Trust's Plan with the following priority areas:

- Health and Wellbeing
- Resourcing: New Ways of Working
- Equality and Inclusion
- Engagement and Retention: Growing for the Future
- Leading Together

In seeking assurance, the Committee monitors data, and metrics in relation to the workforce. To ensure a qualitative perspective is also gained, each meeting includes a 'strategic discussion' on a key topic.

## **2. Terms of Reference**

The Committee reviewed these at its October 2020 meeting and will be recommending some changes. Firstly, to reflect that the Board has agreed that it will have oversight to the Trust's approach to equality and inclusion with the Chair of the Trust leading on this. Secondly, to include reference to the NHS Our People Plan and requirement for a non- executive Well Being Champion within the Trust.

## **3. Programme of Meetings**

The Committee was scheduled to meet 6 times in the past 12 months but with the start of the Covid pandemic formal meetings were stood down after the February 2020 meeting and resumed in October 2020. During the lockdown period informal calls and zoom meetings were held with the Director of Organisational Development and Workforce and the Chief Operating Officer to offer support and gain assurance regarding workforce matters during unprecedented times.

## **4. Summary of Key Activity of the Workforce Committee (Nov 19 to 20)**

- The inaugural meeting of the Committee in November 2019 established a formal programme of work and set the scene on the strategic challenges for the Trust. This included a discussion with the NHS England/Improvement Regional Director of Workforce.

- In February 2020, the Committee commenced a discussion on the review and development of the Trusts People Plan and agreed an engagement process for this. Subsequently this work was 'hibernated' due to Covid; the Committee has picked up this up again in the October meeting having received feedback from Governors and the Board on initial themes.
- The Committee has oversight of the metrics relating to Workforce within Trusts performance framework. The Committee is overseeing development of these metrics to ensure they are relevant and aligned to risks and the Trusts People Plan. This was also delayed and is being revisited in the December 2020 meeting.
- A key priority for the Committee is the Health and Wellbeing of the workforce. In February, the newly appointed Health and Wellbeing Manager provided assurance on a range of activities. An outcome of this discussion was reinforcement of the importance of good working environments for health and wellbeing.
- The Committee also received a report from the Strategic Resourcing Manager on approaches to Trust wide Workforce Planning and were assured that appropriate connections were being made across services and with Clinical Leaders.
- The Committee contributed to the development of the Trust's Equality, Diversity, and Inclusion Plan for 2020 and specifically the development of a reciprocal mentoring programme between the Board and Black, Asian and Ethnic Minority staff.
- Very early into the Covid 19 pandemic there was assurance of the arrangements to ensure the Trust could respond to 'lockdown' requirements and fully support the workforce in delivering services during the initial phases of the pandemic. Regular detailed updates were provided by the Director of Organisational Development and Workforce on the work to support attendance, test and trace for staff, homeworking, equality and inclusion, redeployment, communication, and wellbeing.
- On behalf of the Board the Committee has monitored progress against the nationally mandated requirement for Wellbeing Assessments. The Committee welcomed the Trust's approach in going beyond the minimum requirement and has been assured as to progress and the quality of the process.
- The Committee maintains a keen focus on appraisals and clinical supervision reporting and processes.

## **5. Looking Forward**

The Committee resumed its formal meetings on the 15<sup>th</sup> October 2020 and agreed the work programme for the coming year; this will be aligned to the Trust's People Plan with the ongoing development of performance reporting as a priority.

Alongside the normal business of the Committee and any significant issues, each meeting will have a specific focus as follows:

February 2021 – Assurance on Health and Wellbeing Plans

April 2021 – Staff Survey Results

June 2021 – Focus on Leading Together activities

August 2021 – Review of Resourcing Strategies, including Nursing, Medical, Allied Health professionals and nonclinical workforces.

October 2021 – Engagement and Retention including 'reward and recognition' and 'learning and development' strategies.

Helen Grantham

Non- Executive Director

Chair of the Workforce Committee

**AGENDA  
ITEM**

**13**

**MEETING OF THE COUNCIL OF GOVERNORS**

<b>PAPER TITLE:</b>	Addressing Workforce Inequalities in the Trust
<b>DATE OF MEETING:</b>	5 November 2020
<b>PRESENTED BY:</b> (name and title)	Claire Holmes, Director for Organisational Development and Workforce
<b>PREPARED BY:</b> (name and title)	Caroline Bamford, Head of Diversity and Inclusion

<b>THIS PAPER SUPPORTS THE TRUST'S STRATEGIC OBJECTIVE/S</b> (please tick relevant box/s)		
SO1	We deliver great care that is high quality and improves lives	<input type="checkbox"/>
SO2	We provide a rewarding and supportive place to work	<input checked="" type="checkbox"/>
SO3	We use our resources to deliver effective and sustainable services	<input type="checkbox"/>

**EXECUTIVE SUMMARY**

This paper provides a progress update on current and planned work to address workforce inequalities in the Trust, particularly to address the deep rooted and systemic disadvantage that disproportionately affect people from BAME communities, brought further into focus by current events such as Covid-19 and the Black Lives Matter Movement.

There has been increased focus on activity to respond to the workforce inequalities and disparities highlighted by the pandemic. This has included the establishment of the Covid Equality Task Force to co-ordinate and drive activity and to increase engagement and involvement of our diverse staff groups. Meetings were held weekly during the height of the pandemic to ensure prompt actions informed by timely feedback.

The data presented within this paper identifies that we are making some progress in addressing inequalities within our workforce and in a number of areas our data is above that of our peer trusts. Despite this there is still a significant difference in experience and outcomes for our BAME and Disabled staff which must be addressed.

The Trust will continue to focus its efforts going forward on reducing any differential gap between Disabled and non-Disabled staff and between BAME and White staff.

Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?	<b>State below 'Yes' or 'No'</b>	If yes please set out what action has been taken to address this in your paper
	<b>No</b>	

**RECOMMENDATION**

The Council of Governors is asked to:

- To note the actions and progress to date.



## **MEETING OF THE COUNCIL OF GOVERNORS**

**5 November 2020**

### **Addressing Workforce Inequalities in the Trust Update Paper**

#### **1 Executive Summary**

This paper provides a progress update on current and planned work to address workforce inequalities in the Trust, particularly to address the deep rooted and systemic disadvantage that disproportionately affect people from Black and Minority Ethnic (BAME) communities, brought further into focus by current events such as Covid-19 and the Black Lives Matter Movement.

Addressing inequality has always been high on the Trust agenda but over recent months there has been increased focus on activity to respond to the workforce inequalities and disparities highlighted by the pandemic. This has included the establishment of the Covid Equality Task Force to co-ordinate and drive activity and to increase engagement and involvement of our diverse staff groups. Meetings were held weekly during the height of the pandemic to ensure prompt actions informed by timely feedback.

The data presented within this paper identifies that we are making some progress in addressing inequalities within our workforce and in a number of areas our data is above that of our peer trusts. Despite this there is still a significant difference in experience and outcomes for our BAME and Disabled staff.

Therefore focus will be on reducing any differential gap between Disabled and non-Disabled staff and between BAME and White staff.

#### **2 What our data is telling us**

Our current workforce data and feedback from our staff has identified key areas for increased focus to address the inequalities experienced in relation to recruitment, representation at senior levels and to improve their experience within the workplace to develop a more compassionate and inclusive culture.

Both our Workplace Race Equality Standard (WRES) and our Workforce Disability Equality Standard (WDES) indicators provide annual comparative data to measure progress and to inform areas for priority focus. Both standards are based on a series of metrics which consider both workforce data and experience of work via the NHS National Staff Survey results.

## 2.1 WRES Data Findings

The current WRES data identifies areas where improvements in the data have been achieved, but also identifies areas where continued focus is required.

As at 31<sup>st</sup> March 2020 the number of colleagues identifying as from Black, Asian & Minority Ethnic (BAME) backgrounds increased across the agenda for change pay scales with now standing at 17.4% of the workforce. For the purpose of WRES, BAME is defined as non-white.

BAME workforce representation at senior levels identifies that there has been a small increase of BAME staff within Band 8 of approximately 1.5%. The greatest increase has been at Band 8b where the percentage of BAME staff in this band has increased from 4% in 2019 to 11% in 2020.

Conversely the relative likelihood of BAME applicants being appointed to posts in comparison to people from white backgrounds has disappointingly decreased. For 2020 this metric shows white applicants as being 2.65 more likely to be appointed than people from BAME backgrounds compared to 2.22 times more likely in 2019. A number of actions have taken place to improve our recruitment processes including a review of recruitment manager training and workshops to support with applications and interview techniques. This has not as yet seen the desired improvement and is a priority area for 2020 with additional programmes of work planned to support improvement.

There has been some success with the relative likelihood of colleagues from BAME backgrounds entering the Trusts formal disciplinary processes falling from 2.53 times more likely to 2.12 times more likely in 2020. As part of the work on 'Fair Experience for All' a number of workshops have been held to understand and share the experience of our staff (in particular our BAME staff) who have undergone the disciplinary process, as well as the experience of managers and colleagues who are involved throughout the process, to understand the key areas of improvement. As a result of this feedback, work commenced to review the disciplinary policy and introduce a decision tree, this work was hibernated during the height of Covid but has now re-commenced as a priority and several additional actions have been agreed to continue on our journey of improvement.

Access to learning, education, training or staff development activity is a potential area of inequity for BAME staff within the NHS. Our data positively identifies that BAME staff are 1.2 times more likely to access non-mandatory training than their white counterparts.

The percentage of staff experiencing harassment, bullying or abuse from patients, relatives or the public decreased therefore improving this metric. The Trust scores better than the National Average for BAME colleagues however there is still a 7.5% differential between the experiences of our BAME staff to that of White colleagues. The percentage of staff experiencing harassment, bullying or abuse from staff in the last 12 months decreased at a faster rate for BAME colleagues than white colleagues. BAME and White colleagues now report a consistent experience that reflects an 8.5% improvement on the national average reported by BAME colleagues in peer trusts.

Perception of career progression has increased and is better than the national average. The Workplace Race Equality Network is a forum at which opportunities and promotions get discussed to help increase confidence in applying for roles. Further work is planned targeting both our senior roles, and our Band 6 clinical roles to continue to improve in this area with the roll out of career conversations and targeted recruitment support.

The percentage of BAME colleagues who reported experiencing discrimination from management and colleagues during the preceding 12 months has sadly increased by 2%. Although this remains below the national average, the experience of our White colleagues comparatively decreased very slightly, again highlighting a differential of experience for our BAME colleagues to our White colleagues.

## **2.3 WDES Data Findings**

In 2020 the proportion of colleagues identifying as being Disabled remained at 5.3%, with 85.7% non-disabled and 9% with a status unknown. Staff have a right to choose not to declare a disabled status and declaration rates across the NHS are generally low. We are working with our Disability and Wellbeing Network to ensure we create an environment in our Disabled colleagues feel safe to declare a disability or long-term health condition, without fear of consequence.

The relative likelihood of Disabled people being appointed to posts in comparison to non-disabled people has improved in 2020 but non-disabled staff remains 1.3 times more likely to be appointed than a disabled member of staff. This has significantly improved since 2019 but more work is required to continue to improve in this area.

The relative likelihood of Disabled colleagues entering a formal capability process for unsatisfactory work performance, in comparison to non-disabled colleagues increased, with 2020 data showing disabled colleagues were 5.35 times more likely to enter a formal capability process than White colleagues. It should be noted that this is disproportionately represented due to a very small overall number of capability cases over the two year reporting period (four), of which one was categorised as disabled. The governors can be assured that in 2019 in fact no disabled colleagues entered the formal capability process.

The annual national staff survey is also used as a mechanism to measure our performance in relation to the experience we provide to our disabled colleagues. The Trust performs well in the overall staff survey theme of Equality, Diversity & Inclusion with a theme score of 9.1 out of 10, however there are differing experiences for the 23% of colleagues who disclosed a disability during the survey in comparison to non-disabled colleagues.

We have seen over a 5% decrease in the number of disabled staff experiencing harassment, bullying or abuse from service user, relatives or members of the public and a 3.5% decrease from colleagues. The percentage of disabled staff reporting harassment, bullying or abuse from managers however has increased by 1.6% whilst non-disabled colleagues report a minor decrease in this experience, this widening the differential. In all three areas the Trust outperforms the national average for Mental Health Trusts.

The percentage of staff who said they, or a colleague, reported witnessing bullying, harassment or abuse from a colleague decreased for both disabled and non-disabled colleagues. The decrease was significantly more pronounced for disabled colleagues which

has created an 8% gap in experience and taken us below the national average. This reinforces the need to develop the work of the Disability and Wellbeing network in creating a psychologically safe environment for our staff, in particular, our disabled staff.

There has been a slight improvement in the percentage of disabled staff believing the Trust provides equal opportunities for career progression or promotion, despite a slight drop in this response from non-disabled colleagues. This is positive improvement and the Trust performs at the national average but there remains a gap between the experience of our disabled and non-disabled colleagues which need to be addressed.

Our disabled staff are reporting feeling greater pressure to come into work despite not feeling well enough to perform their duties than in the previous year. Although slightly below the national average, our disabled staff are twice as likely to report feeling this pressure than our non-disabled staff.

The extent to which our disabled staff feel satisfied with the extent to which the organisation values their work has improved by almost 7% on last year. Again, this is an improved position comparatively to the national average for mental health trusts but a significant differential of 8% remains compared to the extent to which non-disabled staff are satisfied the organisation values their work.

The percentage of staff reporting that adequate reasonable adjustments have been made to enable them to carry out their work remains relatively static and in line with the national peer average.

In summary, when reflecting on the 9 outcomes taken from the staff survey, the Trust is below average on only 1 and exceeds on 6. Whereas this presents a positive position comparative to other Trusts, there remains a negative differential of experience for our disabled colleagues comparatively to non-disabled colleagues which must be addressed.

### **3. Improvement Actions**

The following actions have been critical in accelerating and driving the pace of change and to cultivate a culture of inclusion for our workforce and for our service users and carers;

- Our Workforce Race Equality Network (WREN) and Workforce Disability and Wellbeing Network being sponsored at senior level by the CEO and supported by the Director of Organisational Development and Workforce.
- Inclusion of BAME staff at interview panels, initially for roles at Band 8b and above (commenced from August 2020).
- WREN network led communications and staff engagement work aimed at enabling people to work comfortably with race equality to drive culture change; including developmental sessions, information sharing and giving, and celebrating achievement.
- Implementation of the Developing Cultural Intelligent (CQ) & Inclusive Leaders Post Covid-19 programme for senior leaders from October 2020.
- Board reciprocal mentoring programme commencing in November 2020.

- Wellbeing Assessment conversation process to provide a holistic and person centred approach to managing Covid related risk for all staff but with particular focus on those at higher risk, including BAME staff and staff with underlying health conditions.
- Full review of the disciplinary and grievance process to strengthen and provide assurance on decision making process (recommenced September 2020, on hold due to pandemic response work).
- Introduction of career conversations within appraisal process in October 2020, prioritising conversations with BAME staff by April 2021.
- Revised recruitment training for appointing managers from September 2020 to incorporate cultural intelligence and unconscious bias modules.
- Establishment of five Freedom to Speak Up Ambassadors in September 2020, working alongside the Freedom to Speak up Guardian, to increase routes for staff to speak out.
- Reviewed, revised and promoted Support Package Agreement with DAWN network. Further guidance developed on reasonable adjustments, Disability Leave and role of HR representative within process to support consistent decision making processes.

The improvement priorities for the coming year include;

- Strengthen communication and engagement of WRES and WDES actions, plans and progress reporting throughout the Trust.
- Continue implementation, development and evaluation of the WRES actions detailed above including- reciprocal mentoring; disciplinary and grievance process review; BAME staff at interview panels and career conversations.
- Scope and implement BAME and disabled staff positive action career development activity with focus on bands 5 and 6.
- Fully establish and launch Freedom to Speak Up Ambassadors to increase routes for staff to speak out.
- Deliver Leeds place based workforce race equality event in collaboration with NHS partners (postponed due to pandemic response work).
- To further promote and launch revised Support Package Agreement, disability leave guidance and reasonable adjustments good practice information.
- Encourage increase of self-declaration rates on disabilities with the introduction of the revised Support Package Agreement and provide reasonable adjustments.
- Review of the capability process to strengthen and provide assurance on decision making processes.
- Deliver internal disability equality event to formally launch the DaWN staff network.
- Review the investment in Equality and Inclusion activity to ensure the right resources are in place to deliver positive change.

#### **4 Conclusion**

As detailed above our data identifies that we are making some progress in addressing inequalities within our workforce and in a number of areas our data is above that of our peer trusts. Despite this there is still a significant difference in experience and outcomes for our BAME and Disabled staff.

Therefore the Trust will continue to focus its efforts on reducing any differential gap between Disabled and non-Disabled staff and between BAME and White staff.

#### **5 Recommendation**

The Council of Governors is asked to;

- To note the actions and progress to date

Caroline Bamford  
**Head of Diversity and Inclusion**  
27<sup>th</sup> October 2020

**AGENDA  
ITEM**

**14**

**MEETING OF THE COUNCIL OF GOVERNORS**

<b>PAPER TITLE:</b>	<b>Quarterly Quality and Performance Update Report</b>
<b>DATE OF MEETING:</b>	<b>Thursday 5 November 2020</b>
<b>PRESENTED BY:</b> (name and title)	Joanna Forster Adams - Chief Operating Officer
<b>PREPARED BY:</b> (name and title)	Nikki Cooper – Head of Performance Management and Informatics Cathy Woffendin – Director of Nursing, Professions and Quality Claire Holmes – Director of OD and Workforce Chris Charlton – Information Manager Performance & BI

<b>THIS PAPER SUPPORTS THE TRUST'S STRATEGIC OBJECTIVE/S</b> (please tick relevant box/s)			
SO1	We deliver great care that is high quality and improves lives		✓
SO2	We provide a rewarding and supportive place to work		✓
SO3	We use our resources to deliver effective and sustainable services		✓

**EXECUTIVE SUMMARY**

This paper is to highlight and outline the trust's current performance over the last 3 months and provide an insight to the Governors from recent Board discussions around performance.

Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?	<b>State below 'Yes' or 'No'</b>	If yes please set out what action has been taken to address this in your paper
	<b>No</b>	

**RECOMMENDATION**

The council are asked to note the contents.

## COUNCIL OF GOVERNORS : QUARTERLY PERFORMANCE AND QUALITY UPDATE REPORT



- Performance and Quality metrics summary
- Care Services Activity Trends - Trust Level, Service Specific Highlights
- Trust Board Assurance: Key discussions, issues and actions



## Performance and Quality Metrics Summary

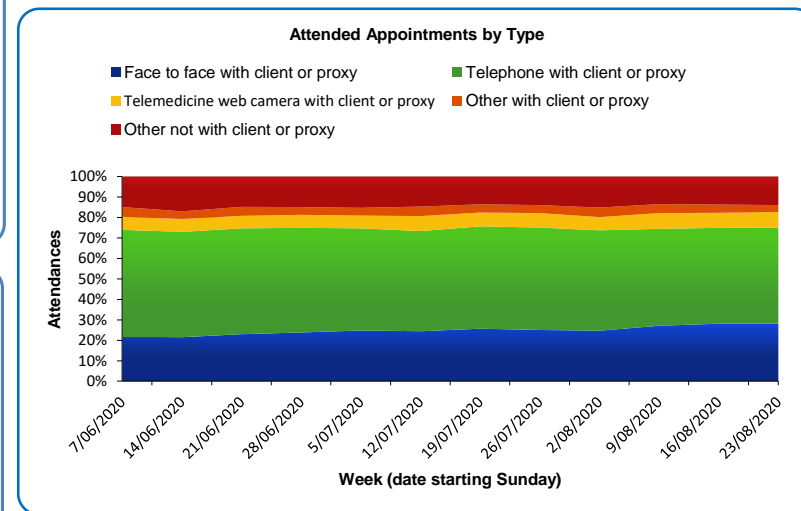
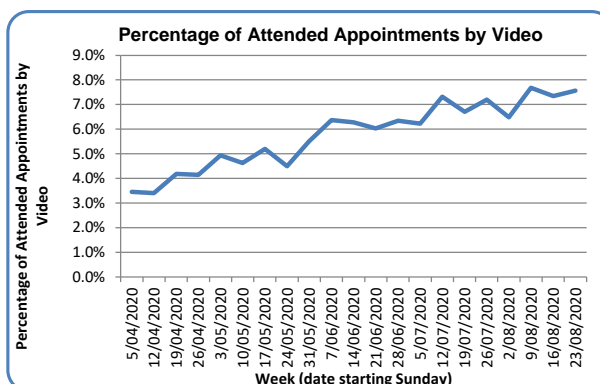
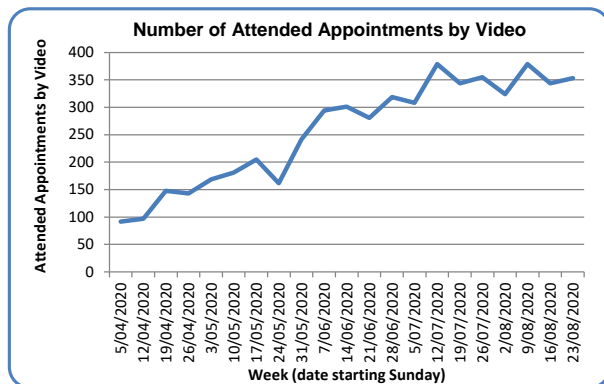
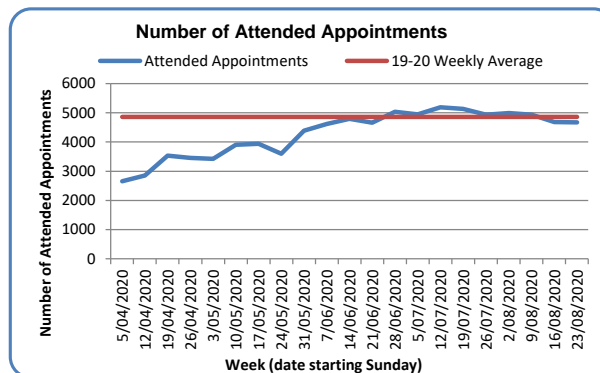
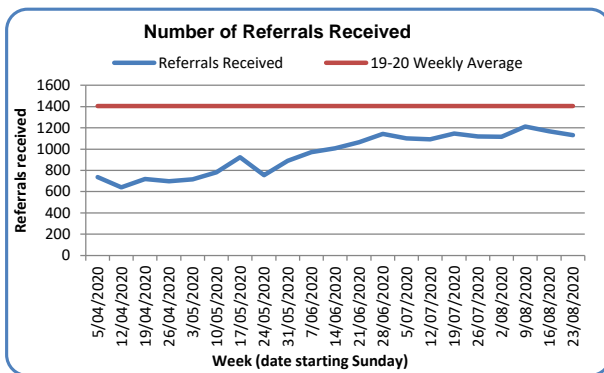
Services: Access & Responsiveness: Our response in a crisis	Target	Jun-20	Jul-20	Aug-20
Percentage of crisis calls (via the single point of access) answered within 1 minute	-	62.3%	63.4%	63.2%
Percentage of ALPS referrals responded to within 1 hour	90%	22.1%	15.9%	33.9%
Percentage of S136 referrals assessed within 3 hours of arrival	-	17.5%	7.8%	12.3%
Percentage of appropriate crisis referrals offered a face to face assessment within 4 hours of referral	Aug 75%	14.1%	8.7%	18.1%
Percentage of service users who stayed on CRISS caseload for less than 6 weeks	70%	97.4%	95.3%	84.4%
Percentage of service users seen or visited at least 5 times within first week of receiving CRISS support	50%	17.8%	23.7%	22.7%
Percentage of CRISS caseload where source of referral was acute inpatients	tba in Q2	reporting in development		
Services: Access & Responsiveness to our Regional and Specialist Services	Target	Jun-20	Jul-20	Aug-20
Gender Identity Service: Median wait for those currently on the waiting list (weeks)	-	reporting in development		
Gender Identity Service: Number on waiting list	-	reporting in development		
Leeds Autism Diagnostic Service (LADS): Percentage starting assessment within 13 weeks (quarterly)	95%	28.3%	-	-
CAMHS inpatients: Proportion of people assessed within 7 days of admission (HoNOSCA / GBO) quarterly	-	reporting in development		
Deaf CAMHS: average wait from referral to first face to face contact in days (monthly)	-	reporting in development		
Forensics: HCR20: Percentage completed within 3 months of admission (quarterly)	95%	reporting in development		
Forensics: HCR20 & HoNOS Secure: Percentage completed (LOS greater than 9 months) (quarterly)	95%	reporting in development		
Perinatal Community: Percentage waiting less than 48 hours for first contact (urgent/emergency) (quarterly)	-	50.0%	-	-
Perinatal Community: Percentage waiting less than 2 weeks for first contact (routine) (quarterly)	85%	33.3%	-	-
Perinatal Outreach: Average wait from referral to first contact (all urgencies) (quarterly)	-	reporting in development		
Perinatal Community: Total number of distinct women seen in rolling 12 months (quarterly)	Q1 440	338	-	-
Perinatal: Face to Face DNA Rate (quarterly)	-	5.3%	-	-
Community LD: Percentage of referrals seen within 4 weeks of receipt of referral	90%	90.0%	84.6%	73.9%
Community LD: Percentage of Care Plans reviewed within the previous 12 months	90%	reporting in development		
Services: Our acute patient journey	Target	Jun-20	Jul-20	Aug-20
Number of admissions to adult facilities of patients who are under 16 years old	-	0	0	0
Crisis Assessment Unit (CAU) bed occupancy	-	2.2%	52.7%	82.3%
Crisis Assessment Unit (CAU) length of stay at discharge	-	1.0	4.9	7.3
Liaison In-Reach: attempted assessment within 24 hours	90%	72.0%	69.4%	88.0%
Bed Occupancy rates for (adult acute excluding PICU) inpatient services:	94-98%	92.8%	97.3%	96.1%
• Becklin – ward 1 (female)	-	70.6%	96.9%	97.7%
• Becklin – ward 3 (male)	-	99.1%	95.3%	94.3%
• Becklin – ward 4 (male)	-	95.2%	100.4%	96.6%
• Becklin – ward 5 (female)	-	100.2%	94.9%	96.6%
• Newsam – ward 4 (male)	-	99.2%	98.9%	95.4%
• Older adult (total)	-	59.9%	75.5%	83.7%
• The Mount – ward 1 (male dementia)	-	35.1%	58.6%	69.1%
• The Mount – ward 2 (female dementia)	-	61.8%	70.5%	78.5%
• The Mount – ward 3 (male)	-	49.2%	77.0%	90.7%
• The Mount – ward 4 (female)	-	87.1%	89.0%	90.2%

\* A technical reporting error has been identified in relation to measurement of waiting times, all affected KPIs have been refreshed back to April (ALPS 1hr, Crisis 4hr, Liaison 24hr, S136 3hr, EIP 2wk)

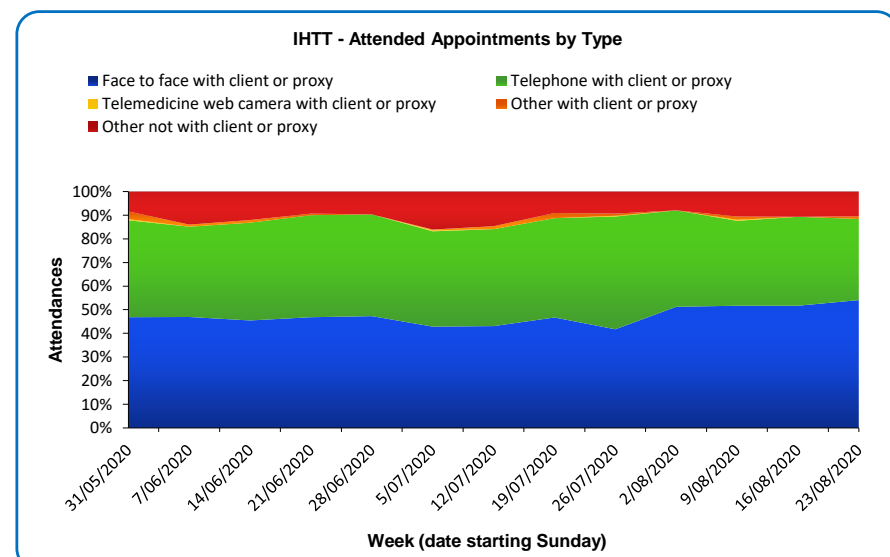
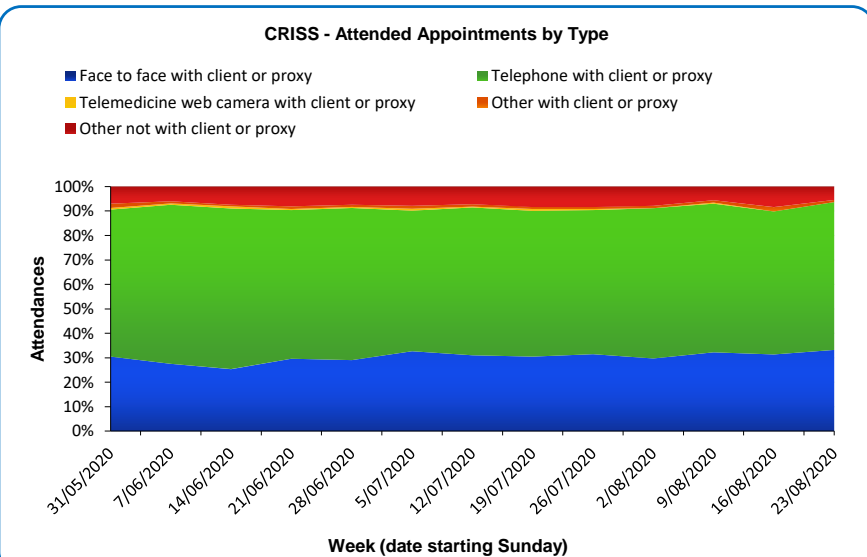
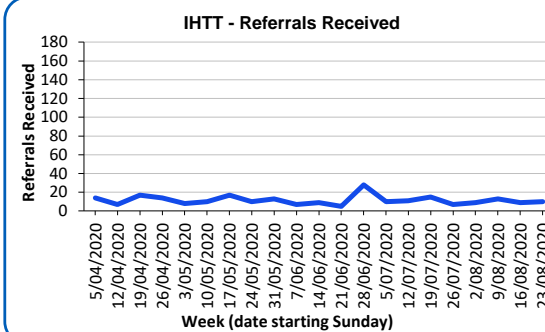
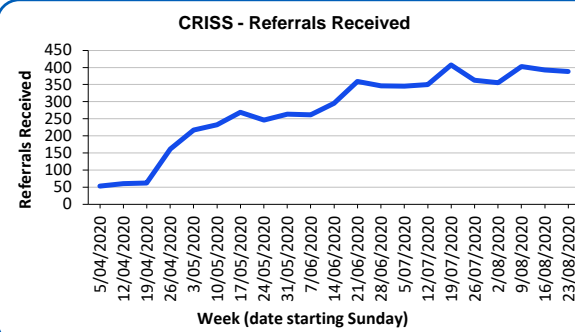
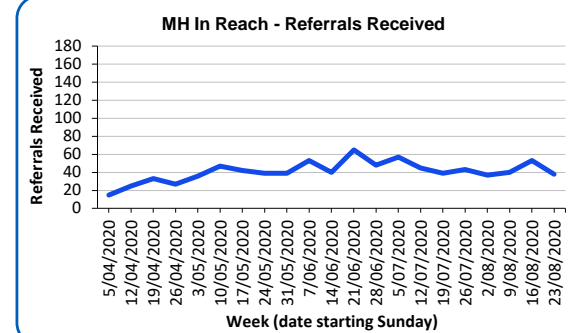
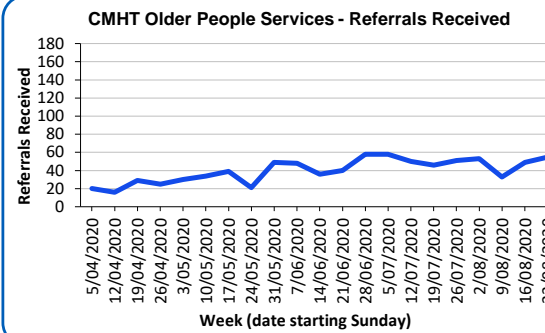
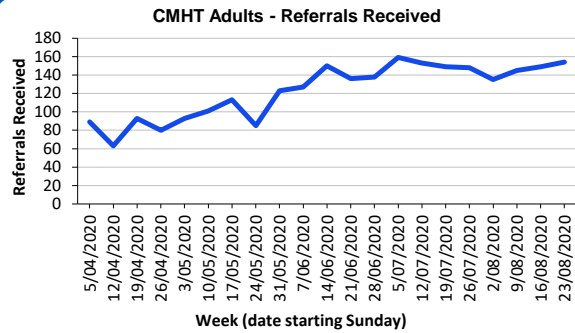
## Performance and Quality Metrics Summary (continued)

Services: Our acute patient journey	Target	Jun-20	Jul-20	Aug-20
Percentage of delayed transfers of care	<7.5%	reporting in development		
Total: Number of out of area placements beginning in month	-	36	22	11
Total: Total number of bed days out of area (new and existing placements from previous months)	Aug 245	678	731	622
Acute: Number of out of area placements beginning in month	-	30	18	5
Acute: Total number of bed days out of area (new and existing placements from previous months)	-	495	537	387
PICU: Number of out of area placements beginning in month	-	6	4	6
PICU: Total number of bed days out of area (new and existing placements from previous months)	-	183	194	235
Older people: Number of out of area placements beginning in month	-	0	0	0
Older people: Total number of bed days out of area (new & existing placements from previous months)	-	0	0	0
Cardiometabolic (physical health) assessments completed: Inpatients (quarterly)	90%	57.6%	-	-
Services: Our community care	Target	Jun-20	Jul-20	Aug-20
Percentage of inpatients followed up within 3 days of discharge (Trust Level monthly local tracking)	-	80.5%	78.2%	76.7%
Percentage of inpatients followed up within 3 days of discharge (CCG commissioned services only)	80%	85.5%	78.5%	80.0%
Number of service users in community mental health team care (caseload)	-	4,618	4,740	4,866
Percentage of referrals seen within 15 days by a community mental health team	80%	78.7%	82.2%	68.1%
Percentage of referrals to memory services seen (face to face) within 8 weeks (quarter to date)	90%	59.3%	81.8%	76.9%
Percentage of referrals to memory services with a diagnosis recorded within 12 weeks (quarter to date)	50%	31.3%	0.0%	25.0%
Early intervention in psychosis (EIP) or at risk mental state (ARMS): Percentage starting treatment within 2 weeks	60%	46.2%	53.3%	40.0%
Early intervention in psychosis (EIP) : Percentage of people with at least 2 outcome measures recorded at least twice	Q1 15%	reporting in development		
Early intervention in psychosis (EIP) : Percentage of people discharged to primary care (quarterly)	tbc	50.0%	-	-
Cardiometabolic (physical health) assessments completed: Community Mental Health (patients on CPA) (quarterly)	80%	reporting in development		
Cardiometabolic (physical health) assessments completed: Early Intervention in Psychosis Service (quarterly)	90%	60.0%	-	-
Services: Clinical Record Keeping	Target	Jun-20	Jul-20	Aug-20
Data Quality Maturity Index for the Mental Health Services Dataset (MHSDS)	95%	MAR 89.1%	APR 85.0%	MAY 82.2%
Percentage of service users with ethnicity recorded	-	reporting in development		
Percentage of service users with sexual orientation recorded	-	reporting in development		
Percentage of in scope patients assigned to a mental health cluster	-	reporting in development		
Percentage of Care Programme Approach Formal Reviews within 12 months	95%	reporting in development		
Timely Communication with GPs: Percentage notified in 7 days (CPA Care Plans only) (quarter to date)	80%	reporting in development		
Timely Communication with GPs: Percentage notified in 24 hours (inpatient discharges only) (quarter to date)	tba	reporting in development		
Percentage of perinatal referrals with reason recorded to enable identification of preconception/perinatal (DQIP)	tba	reporting in development		

## Trust Level (Weekly Trend)

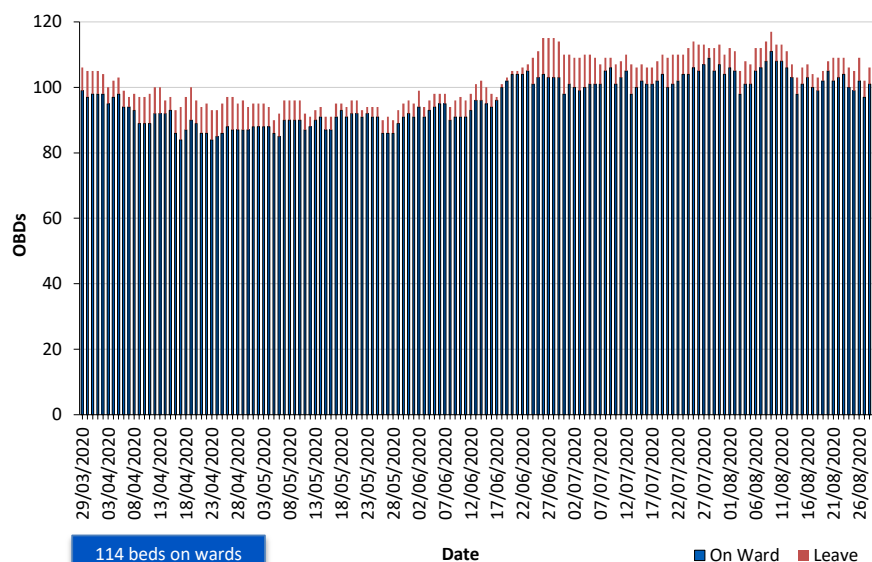


## Service Specific Highlights (Crisis Response and Community)

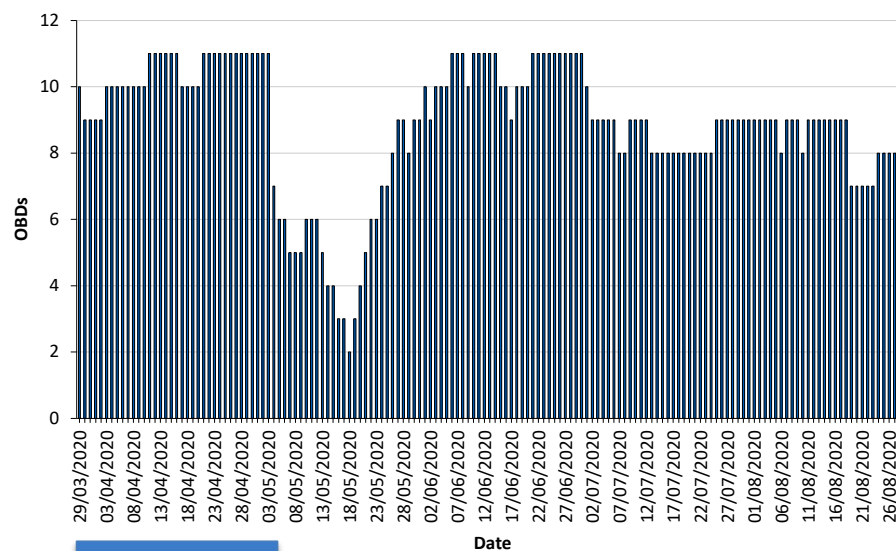


## Service Specific Highlights (Inpatient)

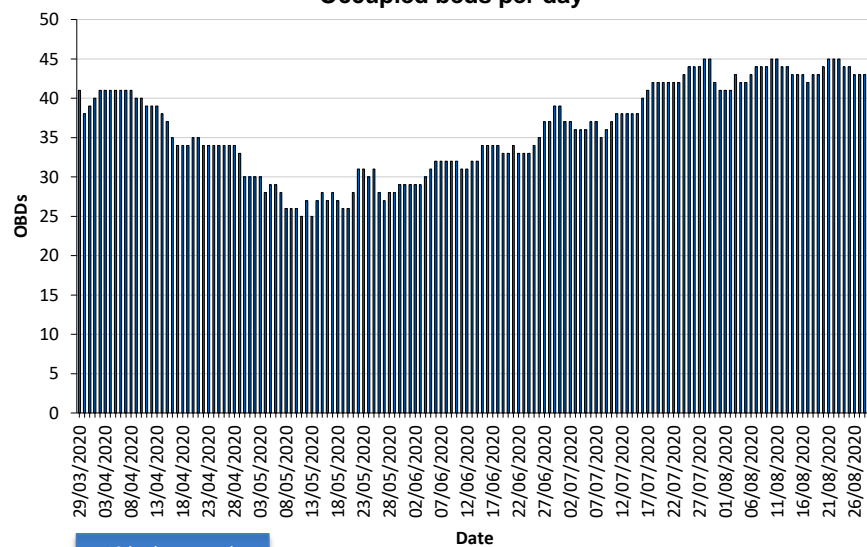
**Adult Acute - Occupied beds per day**



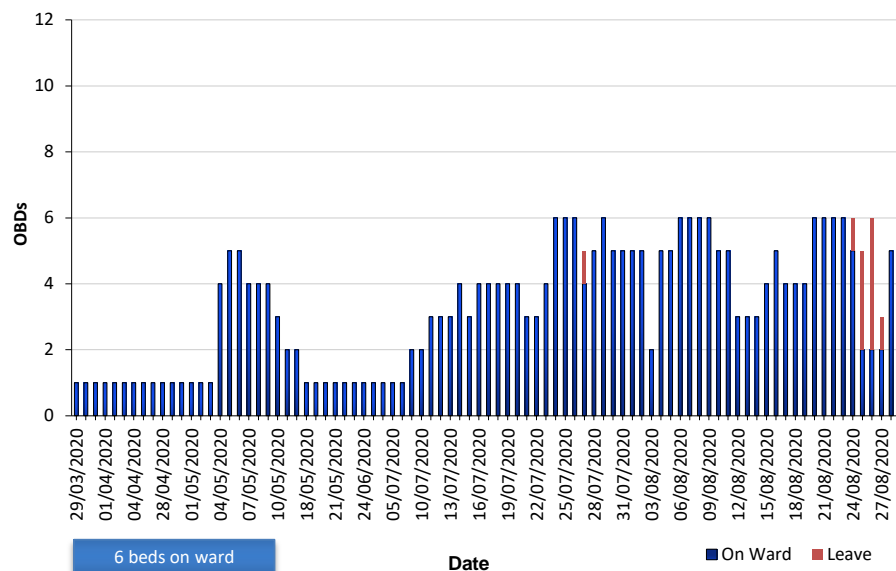
**PICU - Occupied beds per day**



**Older People Functional (The Mount W3 & 4)  
Occupied beds per day**



**Crisis Assessment Unit - Occupied beds per day**



## Care Services Activity

Services: Trust Level Weekly (week commencing)	09-Aug	16-Aug	23-Aug
Number of Referrals	1,211	1,168	1,131
Number of Attended Appointments	4,934	4,683	4,668
Number of Attended Appointments undertaken by video	379	344	353
Percentage of Attended Appointments undertaken by video	7.7%	7.3%	7.6%
Services: Crisis and Community - Weekly (week commencing)	09-Aug	16-Aug	23-Aug
<b>Number of Referrals to:</b>			
CMHT Adult	145	149	154
CMHT Older People Services	33	49	55
MH In-Reach	40	53	38
CRISS	403	393	388
IHTT	13	9	10
Services: Inpatient - Snapshot at end of month (see charts for daily breakdown)	Jun-20	Jul-20	Aug-20
<b>Occupied Beds per Day (inc On Ward, On Leave):</b>			
Adult Acute Total - 114 beds	110	110	108
PICU (12 beds)	11	9	11
Older People Functional (The Mount W3/4 - 48 beds)	39	41	43
Crisis Assessment Unit (6 beds)	1	5	6
	<b>Jul-20</b>	<b>Aug-20</b>	<b>Sep-20</b>
Delayed Transfers of Care *	20	24	24

\* Indicative mid-month position of patients from CareDirector, reporting subject to ongoing development

## Performance and Quality Metrics Summary (continued)

Quality: Our effectiveness	Target	Jun-20	Jul-20	Aug-20
Number of healthcare associated infections: C difficile	<8	0	0	0
Number of healthcare associated infections: MRSA	0	0	0	0
Number of inpatients diagnosed positive with Covid19	-	0	0	3
Percentage of service users in Employment	-	n/a*	n/a*	n/a*
Percentage of service users in Settled Accommodation	-	n/a*	n/a*	n/a*
Quality: Caring / Patient Experience	Target	Jun-20	Jul-20	Aug-20
Friends & Family Test: Percentage recommending services (total responses received)	-	n/a**	100% (2)	50% (2)
Mortality:				
· Number of deaths reviewed (incidents recorded on Datix)***	Quarterly	103	-	-
· Number of deaths reported as serious incidents	Quarterly	7	-	-
· Number of deaths reported to LeDeR	Quarterly	1	-	-
Number of complaints received	-	4	13	13
Percentage of complaints acknowledged within 3 working days	-	100%	100%	100%
Percentage of complaints allocated an investigator within 3 working days	-	n/a **	100%	100%
Percentage of complaints completed within timescale agreed with complainant	-	n/a **	100%	100%
Number of enquiries to the Patient Advice and Liaison Service (PALs)	-	200	173	126

Please note that new metrics are only reported here from the month of introduction onwards.

\* Metric subject to data warehouse redevelopment and report re-writing following Care Director implementation

\*\* Some Quality data for Q1 was unavailable due to Covid-19. Quality Health did not provide patient FFT submissions/reporting in May/June. NHS

\*\*\* All deaths reported via staff on the Trust's incident system, Datix, are reviewed; in addition to this any death for someone who has been a service

## Performance and Quality Metrics Summary (continued)

Quality: Safety	Target	Jun-20	Jul-20	Aug-20
Number of incidents recorded	-	837	944	951
Percentage of incidents reported within 48 hours of identification as serious	100%	100% (2)	100% (1)	100% (0)
Number of Self Harm Incidents	-	104	112	100
Number of Violent or Aggressive Incidents	-	70	98	101
Number of never events	-	0	0	0
Number of restraints	-	198	191	249
No. of patients detained under the MHA (includes CTOs/conditional discharges)*	-	445*	443*	485*
Adult acute including PICU: % detained on admission	-	n/a*	n/a*	n/a*
Adult acute including PICU: % of occupied bed days detained	-	n/a*	n/a*	n/a*
Number of medication errors	Quarterly	128	-	-
Percentage of medication errors resulting in no harm	Quarterly	92.2%	-	-
Safeguarding Adults: Number of advice calls received by the team	Quarterly	209	-	-
Safeguarding Adults: Percentage of advice calls to safeguarding that resulted in a referral to social care	Quarterly	12% (26)	-	-
Safeguarding Children: Number of advice calls received by the team	Quarterly	92	-	-
Safeguarding Children: Percentage of advice calls to safeguarding that resulted in a referral to social care	Quarterly	29% (27)	-	-
Number of falls	-	70	90	96
Number of Pressure Ulcers	-	0	0	0

Please note that new metrics are only reported here from the month of introduction onwards.

\* Metric subject to data warehouse redevelopment and report re-writing following Care Director implementation



## Performance and Quality Metrics Summary (continued)

Our Workforce	Target	Jun-20	Jul-20	Aug-20
Percentage of staff with an appraisal in the last 12 months	85%	56.8%	54.9%	55.4%
Percentage of mandatory training completed	85%	88.8%	87.8%	87.2%
Safeguarding: Prevent Level 3 training compliance (quarter end snapshot)	85%	95.5%	-	-
Percentage of staff receiving clinical supervision	85%	68.2%	73.4%	67.6%
Staff Turnover (Rolling 12 months)	8-10%	8.6%	8.7%	8.6%
Sickness absence rate in month	-	4.8%	5.0%	5.4%
Sickness absence rate (Rolling 12 months)	4.9%	5.1%	5.1%	5.2%
Percentage of sickness due to musculoskeletal issues (MSK; rolling 12 months)	-	14.9%	14.5%	14.0%
Percentage of sickness due to Mental Health & Stress (rolling 12 months)	-	39.7%	40.6%	41.3%
Number of Covid19 related absences of staff, either through sickness or self-isolation (staff days)	-	3,676	2,725	791
Medical Consultant Vacancies as a percentage of funded Medical Consultant Posts (percentage)	-	12.2%	12.1%	15.2%
Medical Consultant Vacancies (number)	-	9.5	9.4	11.9
Medical Career Grade Vacancies as a percentage of funded Medical Career Grade Posts (percentage)	-	16.8%	16.9%	16.9%
Medical Career Grade Vacancies (number)	-	6.6	6.7	6.7
Medical Trainee Grade Vacancies as a percentage of funded Medical Trainee Grade Posts (percentage)	-	9.4%	13.3%	4.4%
Medical Trainee Grade Vacancies (number)	-	9.5	13.5	4.4
Band 5 inpatient nursing vacancies as a percentage of funded B5 inpatient nursing posts (percentage)	-	24.0%	26.0%	29.0%
Band 5 inpatient nursing vacancies (number)	-	55.1	59.3	64.8
Band 6 inpatient nursing vacancies as a percentage of funded B6 inpatient nursing posts (percentage)	-	10.0%	10.0%	10.0%
Band 6 inpatient nursing vacancies (number)	-	9.6	9.4	9.4
Band 5 other nursing vacancies as a percentage of funded B5 non-inpatient nursing posts (percentage)	-	23.5%	21.3%	22.8%
Band 5 other nursing vacancies (number)	-	24.2	22.0	23.3
Band 6 other nursing vacancies as a percentage of funded B6 non-inpatient nursing posts (percentage)	-	3.1%	1.5%	0.0%
Band 6 other nursing vacancies (number)	-	8.8	4.4	0.0
Percentage of vacant posts (Trustwide; all posts)	-	10.6%	10.0%	10.0%

*Nursing vacancies excludes nursing posts working in corporate/development roles*

## Trust Board Assurance: Key discussions, issues and actions

### Points to note:

This report now includes many of the key performance indicators, redeveloped following implementation of our new electronic patient record system CareDirector at the end of March 2020. All data reported in 2020-21 needs to be treated with some caution from a data quality perspective following the implementation of CareDirector. Data validation work is ongoing with teams to understand and resolve issues. A rolling programme has been underway over the last few months to produce all the routine KPIs using CareDirector data. KPIs are added to reports such as this as they become available and have been validated.

Due to the COVID pandemic, usual contracts were not signed across the NHS and the normal framework for finance not put in place. Therefore, the usual finance section remains under review and dependent on further clarity around Covid-19 funding arrangements. We are awaiting further guidance which should inform future content in this area.

During August, a number of services achieved their access standard / target including the percentage of service users who stayed on the CRISS caseload for less than 6 weeks, and the percentage of inpatients followed up within 3 days of discharge from CCG commissioned services, the latter metric is now part of our Standard NHS contract. Performance against the CMHT 15 day standard remains within levels of expected normal variation for our services with variance being above and below the contractual target each month.

As we are now under new legally-enforced restrictions to help control the virus – things continue to change around us and we recognise how challenging this can be. As a Trust, we continue to work hard to keep each other, our service users and families safe and well protected from infection. Our workforce are playing a vital role in keeping us safe and controlling the virus and we remain grateful and appreciative of their ongoing support in all of our services.

### Key issues, risks and actions:

Data quality improvement remains key as a range of metrics were subject to redesigned recording and reporting processes as part of CareDirector implementation, which takes time to bed in with teams.

The ALPS team continue to review all breaches of 1 hour and investigate all recording issues negatively impacting on the data; together with working with Leeds Teaching Hospitals on the location of staff to enable the 1hr target to be met.

In Perinatal Services, the team are working towards an increase in the use of telemedicine and F2F contact, and all bar one of the previously redeployed staff have now been returned to the Perinatal community team. In partnership with commissioners, we are currently finalising a revised trajectory for the number of new women to be seen by the service as part of our plan refresh for NHSE/I.

Pressure remains high in our adult acute services with high levels of occupancy and observation across the wards, creating increased demand for staff above profiled levels. The service continues to have bed pressures and an increase in acuity with challenges in isolating and swabbing service users.

There is national recognition that the COVID 19 pandemic has impacted on Trusts' abilities to manage the reduction of inappropriate out of area placements in line with their agreed trajectories with wards having to close to new admissions during outbreaks. There were a total of 622 inappropriate out of area bed days in August (387 adult, 235 PICU), which cumulatively in Q2 is 1,353 against a Q2 trajectory of 724.

**AGENDA  
ITEM**

**16**

**MEETING OF THE COUNCIL OF GOVERNORS**

<b>NAME OF PAPER:</b>	Process for the upcoming elections to the Council of Governors
<b>DATE OF MEETING:</b>	5 November 2020
<b>PRESENTED BY:</b> (name and title)	Cath Hill – Associate Director for Corporate Governance
<b>PREPARED BY:</b> (name and title)	Kerry McMann – Corporate Governance Team Leader

<b>THIS PAPER SUPPORTS THE TRUST'S STRATEGIC OBJECTIVE/S</b> (please tick relevant box/s)		
SO1	We deliver great care that is high quality and improves lives	✓
SO2	We provide a rewarding and supportive place to work	
SO3	We use our resources to deliver effective and sustainable services	

**EXECUTIVE SUMMARY**

The Council of Governors is advised that the following seats are currently vacant will be included in the next round of elections:

- Public: Leeds (1 seat)
- Carer: Leeds Resident (1 seat)
- Carer: York and North Yorkshire (1 seat)
- Service User: Leeds Resident (1 seat)
- Service user and Carer: Rest of UK (1 seat)
- Staff Non-clinical: Leeds and York & North Yorkshire (1 seat)
- Staff Clinical: Leeds and York & North Yorkshire (1 seat)

The Council is asked to note that the following seats currently have elected governors in office, and they will come to the end of their term of office on the 29 April 2021. These governors are eligible to stand for election again if they wish to do so:

- Public: Leeds – Ivan Nip
- Staff: Non-clinical – Sarah Layton

The Council is also asked to note that the following seat currently has an elected governor in office, and they will also come to the end of their term of office on the 29 April 2021. The following governor has completed three terms of office and is therefore not eligible to stand for election again:

- Service User: Leeds Resident – Ann Shuter

Overall there are seven seats that will be included in the next round of elections and the timetable for this is proposed as follows:

ELECTION STAGE	OPTION 1
Notice of Election / nomination open	Wednesday, 10 Feb 2021
Nominations deadline	Wednesday, 10 Mar 2021
Summary of valid nominated candidates published	Thursday, 11 Mar 2021
Final date for candidate withdrawal	Monday, 15 Mar 2021
Notice of Poll published	Wednesday, 31 Mar 2021
Voting packs despatched	Thursday, 1 Apr 2021
Close of election	Wednesday, 28 Apr 2021
Declaration of results	<b>Thursday, 29 Apr 2021</b>

The elections will be overseen by the Civica Election Services (CES), who will be the returning officer, and the Deputy Trust Board Secretary, who will be the Trust's co-ordinating officer, working with other members of the Corporate Governance Team and CES to ensure the completion of the elections in accordance with the Trust's internal timetable and the Trust's Constitution (Annex 5) 'Election Rules'.

We will also be working with the Patient Experience and Involvement Team, the Rainbow Alliance and the Service User Network to encourage service users and carers to join as members and stand for election in order to ensure there is wide representation on our Council of Governors.

Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?

**State below  
'Yes' or 'No'**

No

If yes please set out what action has been taken to address this in your paper

## RECOMMENDATIONS

The Council of Governors is asked to agree the timetable for the forthcoming elections to the Council of Governors which will conclude on the 29 April 2021.

**AGENDA  
ITEM**

**17**

**MEETING OF THE COUNCIL OF GOVERNORS**

<b>PAPER TITLE:</b>	Proposed Changes to the Constitution and its Annexes
<b>DATE OF MEETING:</b>	5 November 2020
<b>LEAD DIRECTOR:</b> (name and title)	Cath Hill – Associate Director for Corporate Governance
<b>PAPER AUTHOR:</b> (name and title)	Cath Hill – Associate Director for Corporate Governance

<b>THIS PAPER SUPPORTS THE TRUST'S STRATEGIC OBJECTIVE/S</b> (please tick relevant box/s)		
SO1	We deliver great care that is high quality and improves lives	✓
SO2	We provide a rewarding and supportive place to work	✓
SO3	We use our resources to deliver effective and sustainable services	✓

**EXECUTIVE SUMMARY**

It is good governance to review the Trust's Constitution from time to time to ensure it is consistent with legislation and still reflects the needs of the organisation.

The Constitution is made up of different sections; the Constitution itself which is based on the Model Core Constitution and is prescribed by NHS Improvement / England (Monitor); annexes which can be locally determined by the Trust.

This Trust has 10 Annexes and these have been reviewed by the Associate Director for Corporate Governance to ensure they meet the needs of the organisation, reflect current governance arrangements and practice.

Attached is a list of the proposed changes.

The Council is reminded that under the Health and Social Care Act 2012 the responsibility for approving changes to the Constitution and its Annexes lies with the Board of Directors AND the Council of Governors. This Board of Directors received the proposed changes for its consideration and approval on 29 October. The outcome of the Board's consideration will be provided to the Council verbally at the November meeting.

One change which has not been made is in respect of the Appointed Governors that sit on the Council of Governors. Currently there is a seat named for Equitix (PFI partner). This seat has not been filled for some time and Equitix was clear at the end of the last appointed governors' term of office that they would not be making another appointment to this seat.

On authorisation as an Foundation Trust it was felt appropriate to invite Equitix to take a seat on the Council. However the Council is asked to consider and suggest which partner might be invited to be on the Council of Governors to reflect current partnership working arrangements. Once suggestions have been received from both the Board and the Council these will be considered in conjunction with the Chair, Chief Executive and the Lead Governor. A further

proposal will be brought back to the Board and the Council of Governors so a change in the Constitution can be approved and brought into effect.

Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?

**State below  
'Yes' or 'No'**

**No**

If yes please set out what action has been taken to address this in your paper

## **RECOMMENDATION**

This Council is being asked to:

- Consider and approve the proposed changes
- Suggest which partner organisation could be invited to have a seat on the Council of Governors to reflect current partnership working and the priorities of the Trust.

## List of proposed changes for the Constitution and its Annexes

Section	Para	Original text	Proposed text	Rationale
The Constitution (Definitions)	45	Monitor is the body corporate known as Monitor, as provided by Section 61 of the 2012 Act	Monitor is the body corporate known as Monitor, as provided by Section 61 of the 2012 Act. (the functions of this body corporate are enacted and carried out by NHS Improvement / England).	Clarification has been added to reflect that the statutory functions of Monitor (as defined in law) are now enacted and carried out by NHS Improvement / England.
Annex 4 (List of Appointed Governors)	1	Partner organisations: <ul style="list-style-type: none"> <li>• Volition</li> <li>• Tenfold</li> </ul>	Partner organisations: <ul style="list-style-type: none"> <li>• Volition Leeds (mental health representative)</li> <li>• Volition Leeds (learning disability representative)</li> </ul>	This reflects the change in name for these organisations
Annex 6 (Criteria for ineligibility to be a governor)	2.2	He/she is the chair, a non-executive director, executive director or a governor of another NHS foundation trust, any other NHS body or health service provider (unless he/she is appointed as a governor by an appointing organisation which is a health service body or provider).	He/she is the chair, a non-executive director, executive director or a governor of another NHS foundation trust, any other NHS body or health service provider (unless he/she is appointed as a governor by an appointing organisation which is a health service body or provider). For clarity, this organisation will be listed in Annex 4 of this Constitution in the Appointed Governor section).	The final sentence provides clarity in order to identify which appointing organisation this paragraph refers to.
Annex 6 (Criteria for ineligibility to be a governor)	2.6	He/she is a member of a Local Involvement Network (LINK) or equivalent statutory organisation.	He/she is a member of Healthwatch or equivalent statutory organisation.	This has been amended due to Local Involvement Networks now being replaced by Healthwatch

Section	Para	Original text	Proposed text	Rationale
Annex 6 (Criteria for ineligibility to be a governor)	2.12	He/she is a person whose tenure of office as the chair, non-executive, executive director or governor of a health service body has been terminated for non-attendance at meetings, for non-disclosure of a pecuniary interest or on the grounds that his/her appointment is not in the interests of the health service.	He/she is a person whose tenure of office as the chair, non-executive, executive director or governor of a health service body has been terminated for non-attendance at meetings, for non-disclosure of a pecuniary interest on the grounds that his/her appointment is not in the interests of the health service or for any other reason deemed sufficiently serious as to warrant the termination of office by that body.	Added clarity
Annex 6 (Code of Conduct for Governors)	7.3	None	Governors are required to sign a copy of the Code of Conduct as confirmation of acceptance of the Code at the time of appointment / election or at any other point in a governor's period of office as may be determined by the Trust Board Secretary.	Added this section clarity for
Annex 6 (Code of Conduct for Governors)	7.4	None	A governor not signing the Code of Conduct may be a reason for termination of office as set out in paragraph 3.6 of this Annex.	Added this section clarity for and it makes the link back to the earlier section 3.6.



Section	Para	Original text	Proposed text	Rationale
Annex 6 (Council of Governors' Performance)	9.1	The Chair of the Trust, being responsible for the leadership of the Council of Governors shall, at least annually lead a compulsory assessment process for the performance of each individual governor and the Council of Governors as a whole; to enable a review of skills, roles, structure, composition and procedures, taking into account emerging best practice.	The Chair of the Trust, being responsible for the leadership of the Council of Governors shall, at least annually hold one to one meetings with each individual governor. These one to one meetings will facilitate conversations and identify any emerging themes for future work-plans of the Council of Governors or areas for development.	Section updated to reflect current practice
Annex 6 (Partner organisation governors)	12.3.2 and 12.3.3	Partner organisations: <ul style="list-style-type: none"> <li>• Volition</li> <li>• Tenfold</li> </ul>	Partner organisations: <ul style="list-style-type: none"> <li>• Volition Leeds (mental health representative)</li> <li>• Volition Leeds (learning disability representative)</li> </ul>	This reflects the change in name for these organisations
Annex 7 (Composition of the Council of Governors)	3.5	The Trust Secretary shall be present at all Council of Governors' meetings.	The Trust Secretary or their deputy shall be present at all Council of Governors' meetings	Allows the deputy Trust Secretary to be present at Council Meetings in the absence of the Trust Secretary
Annex 7 (Meetings of the Council of Governors)	4	None	Meetings of the Council of Governors may be held by virtual conferencing or teleconference facilities or be held face-to-face. By whatever method the meeting is held these standing orders shall apply.	To bring this paragraph up to date and clarify that different methods of meeting can be used.

Section	Para	Original text	Proposed text	Rationale
Annex 7  (Minutes of the Council of Governors)	4.11.1	The minutes of the proceedings of each meeting of the Council of Governors shall be drawn up and entered into a book kept for that purpose and submitted for agreement at the next ensuing meeting, and thereafter will be signed by the Chair.	The minutes of the proceedings of each meeting of the Council of Governors shall be drawn up and submitted for agreement at the next ensuing meeting,. The acceptance or amendments of the minutes will be recorded in the minutes of the next ensuing meeting. Minutes may be held either electronically or in paper format but always in a way which is accessible and preserves the continuous record of the meeting.	To bring this paragraph up to date and in line with digital options and remote working
Annex 7  (List of Council of Governors' sub-committees)	5.2.1	Without prejudicing the formation of any other committee as the Council of Governors see fit and agree, the major committees of the Council of Governors shall be the: <ul style="list-style-type: none"> <li>• Appointments and Remuneration Committee;</li> <li>• Membership and Development Committee; and</li> <li>• Strategy Committee.</li> </ul>	Without prejudicing the formation of any other committee as the Council of Governors see fit and agree, the major committees of the Council of Governors shall be the: <ul style="list-style-type: none"> <li>• Appointments and Remuneration Committee;</li> </ul>	Removed the two committees which have been disbanded
Annex 8  (Composition of the Board of Directors)	2.9	The Trust Secretary shall be present at all Board of Directors' meetings.	The Trust Secretary or their deputy shall be present at all Board of Directors' meetings	Allows the deputy Trust Secretary to be present at Board Meetings in the absence of the Trust Secretary

Section	Para	Original text	Proposed text	Rationale
Annex 8  (Meetings of the Board of Directors)	3	None	Meetings of the Board of Directors may be held by virtual conferencing or teleconference facilities or be held face-to-face. By whatever method the meeting is held these standing orders shall apply.	To bring this paragraph up to date and clarify that different methods of meeting can be used.
Annex 8  (Minutes of the Board of Directors)	3.9.1	The Minutes of the proceedings of a meeting shall be drawn up and entered in a book kept for that purpose and submitted for agreement at the next ensuing meeting, and thereafter will be signed by the Chair.	The minutes of the proceedings of each meeting of the Board of Directors shall be drawn up and entered into a book kept for that purpose and submitted for agreement at the next ensuing meeting, and thereafter will be signed by the Chair. The acceptance or amendments of the minutes will be recorded in the minutes of the next ensuing meeting. Minutes may be held either electronically or in paper format but always in a way which is accessible and preserves the continuous record of the meeting.	To bring this paragraph up to date and in line with digital options and remote working

Section	Para	Original text	Proposed text	Rationale
Annex 8  (List of the sub-committees of the Board of Directors)	5.1.8	<p>Without prejudicing the formation of any other committees or sub-committees as the Board of Directors see fit, the major committees of the Board of Directors shall be:</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Remuneration Committee</li> <li>• Nominations Committee</li> <li>• Quality Committee</li> <li>• Finance and Business Committee</li> <li>• Mental Health Legislation Committee</li> </ul>	<p>Without prejudicing the formation of any other committees or sub-committees as the Board of Directors see fit, the major committees of the Board of Directors shall be:</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Remuneration Committee</li> <li>• Nominations Committee</li> <li>• Quality Committee</li> <li>• Finance and Performance Committee</li> <li>• Mental Health Legislation Committee</li> <li>• Workforce Committee</li> </ul>	Updated to reflect current Board sub-committees

Section	Para	Original text	Proposed text	Rationale
Annex 10	1.7	The Council of Governors may decide where an Annual Members' Meeting is to be held and may for the benefit of members arrange for the Annual Members' Meeting to be held in different venues each year.	The Council of Governors may decide where an Annual Members' Meeting is to be held and may for the benefit of members arrange for the Annual Members' Meeting to be held in different venues each year. As appropriate, the Council of Governors may agree that the event will be held virtually or face-to-face.	To bring this paragraph up to date and clarify that different methods of meeting can be used.

**AGENDA  
ITEM**

**18.1**

**MEETING OF THE COUNCIL OF GOVERNORS**

<b>PAPER TITLE:</b>	Review of the Council of Governors' Terms of Reference
<b>DATE OF MEETING:</b>	5 November 2020
<b>PRESENTED BY:</b> (name and title)	Cath Hill, Associate Director for Corporate Governance
<b>PREPARED BY:</b> (name and title)	Cath Hill, Associate Director for Corporate Governance

<b>THIS PAPER SUPPORTS THE TRUST'S STRATEGIC OBJECTIVE/S</b> (please tick relevant box/s)		
SO1	We deliver great care that is high quality and improves lives	✓
SO2	We provide a rewarding and supportive place to work	
SO3	We use our resources to deliver effective and sustainable services	

**EXECUTIVE SUMMARY**

The Council is reminded that in accordance with its Terms of Reference it is required to review these annually to ensure that they still meet the needs of the Council. The Terms of Reference are based on the Trust's Constitution and the NHS Act 2006 and as such do not normally change in terms of its duties or rules governing the running of the Council.

The only change that has been made is to allow meetings to take place in different ways. Therefore the following paragraph has been added:

Meetings may be held face-to-face or remotely as is considered appropriate. Remote meetings may involve the use of the telephone and / or electronic conference facilities.

Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?	<b>State below 'Yes' or 'No'</b>	If yes please set out what action has been taken to address this in your paper
	<b>No</b>	

**RECOMMENDATION**

The Council is asked to be assured that the Terms of Reference have been reviewed and should be considered fit for purpose and agreed by the Council.

## Council of Governors

### Terms of Reference

(To be ratified by the Council of Governors on the 5 November 2020)

#### 1 NAME OF GROUP

Council of Governors

#### 2 COMPOSITION OF THE COUNCIL

The membership of the Council of Governors is determined by Annex 4 of the Constitution, and is made up of both elected and appointed governors totalling 30.

Membership is set out below.

##### Elected Governors

Constituency	Area	Number of Governor Seats
Public	Leeds	6
	York and North Yorkshire	1
	Rest of England and Wales	1
Service User and Carer	Service User Leeds	4
	Service User York and North Yorkshire	1
	Carer Leeds	3
	Carer York and North Yorkshire	1
	Service User and Carer Rest of United Kingdom	1
Staff	Clinical Staff Leeds and York & North Yorkshire	4
	Non-Clinical Staff Leeds and York & North Yorkshire	2

##### Appointed Governors

Local Authority Governors	
City of York Council	1
Leeds City Council	1
Partner Organisation Governors	
Volition - Leeds (mental health representative)	1
Volition - Leeds (learning disabilities representative)	1
York Council for Voluntary Services	1
Equitix	1

In accordance with NHS Improvement's Code of Governance it is expected that the Council of Governors will invite the Chief Executive (or their Deputy) to attend all its general meetings, and that other executive directors will be invited to attend as appropriate and non-executive directors will be encouraged to attend all meetings where possible. Over and above the normal performance reports there may be occasions where directors are

formally requested to attend Council meetings to explain concerns about performance. It is anticipated that this will be only on rare occasions and such an occasion will be reported in the Annual Report.

The Council may invite other people to attend its meetings on an ad-hoc basis, as it considers necessary and appropriate.

The Associate Director for Corporate Governance (or nominated deputy) acting in the capacity of Trust Board Secretary, shall attend each meeting and provide appropriate advice and support to the Chair of the Trust and Council members.

Members of the Council of Governors must ensure that wherever possible they attend every Council meeting. Attendance at meetings will be monitored and shall be reported in the Annual Report. Attendance will be monitored by the Associate Director for Corporate Governance, who will escalate any concerns about the non-attendance of individual governors to the Chair of the Trust as is necessary.

### **3 QUORACY**

No business shall be transacted at a meeting of the Council of Governors unless at least one third of the whole number of governors elected or appointed are present; and that of those governors present service user, carer and public governors are in the majority.

**Deputies:** There is no constitutional provision for a deputy to attend on behalf of a governor

**Non-quorate meeting:** Non-quorate meetings may go ahead unless there has been an instruction from the Chair not to proceed with the meeting. Any decisions made by the non-quorate meeting must be reviewed at the next quorate meeting.

**Alternate chair:** The Chair of the Council of Governors shall be the Chair of the Trust. In the absence of the Chair of the Trust, (or in the event of the Chair declaring an interest in an agenda item) the Deputy Chair shall chair the meeting. Should the Deputy Chair not be available (or where they too have declared an interest in an agenda item), the meeting shall be chaired by one of the governors present at the meeting, this shall normally be the Lead Governor.

### **4 MEETINGS OF THE GROUP**

Meetings may be held face-to-face or remotely as is considered appropriate. Remote meetings may involve the use of the telephone and / or electronic conference facilities.



**Frequency:** Meetings of the Council of Governors shall be held at such times as the Council may determine, however the Council of Governors will normally meet four times a year (plus the Annual Members' Meeting) with all or part of these meetings being held in public. This shall not preclude any items of business being conducted in private and any items taken in private will be determined in accordance with pre-arranged criteria.

A full set of papers comprising the agenda, minutes of the previous meeting and associated reports and papers will be sent within the timescale set out in the Standing Orders to all governors and others as may be agreed with the Chair from time to time.

**Urgent meeting:** Any governor may, in writing to the Chair, request an urgent meeting. The Chair will normally agree to call an urgent meeting to discuss the specific matter unless the opportunity exists to discuss the matter in a more expedient manner.

**Minutes:** The Associate Director for Corporate Governance shall ensure the minutes of the meeting are taken and will also ensure these are presented to the next Council of Governors' meeting, and that these are signed by the person presiding at the meeting.

The agenda, minutes and Council papers of each general meeting (excluding any confidential papers) shall be displayed on the Trust website.

## **5 AUTHORITY**

**Establishment:** The Trust shall establish a Council of Governors in accordance with the requirements of the NHS Act 2006, and paragraph 10 of its Constitution.

**Powers:** Its powers are detailed in the NHS Act 2006; NHS Improvement's NHS Foundation Trusts' Code of Governance; and the Trust's Scheme of Delegation.

**Cessation:** The Council of Governors is a statutory body and as such must remain for as long as it is empowered in statute.

## **6 ROLE OF THE GROUP**

### **6.1 Purpose of the Group**

The general statutory duties of the Council of Governors are to:

- Hold the non-executive directors to account (both collectively and individually) for the performance of the Board of Directors

- Represent the interests of the members of the Trust as a whole and the interests of the public
- Influence the forward plans of the Trust.

## **6.2 Guiding principles for members (and attendees) when carrying out the duties of the Council of Governors**

In carrying out their duties, members of the Council of Governors and any attendees must ensure that they act in accordance with the values of the Trust which are:

- We have integrity
- We are caring
- We keep it simple.

Governors must also abide by the “Council of Governors’ Code of Conduct and Standards of Behaviour”, which all Governors must sign. Governors must also have regard for the “Council of Governors’ Meeting Etiquette”.

## **6.3 Duties of the Council of Governors**

The Council of Governors will be required to carry out a number of statutory duties under the NHS Act 2006 (as amended by the Health and Social Care Act 2012). These are contained in the Constitution and are as follows (for avoidance of doubt the wording in the Constitution shall take precedence should there be any conflict between this document and the Constitution):

- Hold the non-executive directors to account (both collectively and individually) for the performance of the Board of Directors
- Represent the interests of the members of the Trust as a whole and the interests of the public
- Influence the forward plans of the Trust
- Appoint and, if appropriate, remove the Chair
- Appoint and, if appropriate, remove the other non-executive directors
- Decide the remuneration and allowances, and the other terms and conditions of office, of the Chair of the Trust and the other non-executive directors
- Approve the appointment of the Chief Executive
- Appoint the Deputy Chair of the Trust

- Appoint and, if appropriate, remove the Trust's auditor (i.e. the organisation that will, amongst other things, check the Trust's finances each year)
- Receive the Trust's annual accounts, any report of the auditor on them and the annual report
- Require one or more of the directors or a representative of the Trust's auditors to attend a meeting to obtain information about the Trust's performance, or information about how the directors have performed their duties in order to determine if there is a need to vote on issues concerning that performance
- Approve (or not) by vote:
  - The implementation of any proposals to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England
  - Entering into a significant transaction (a significant transaction is defined in the Constitution)
  - An application to NHS Improvement (one of our regulators) for a merger with or the acquisition of another foundation trust or NHS trust
  - An application to NHS Improvement for the separation or dissolution of the foundation trust
  - Amendments to the Constitution.
- Determine whether it is satisfied that any proposals to carry out activities other than the provision of goods and services for the purposes of the health service in England that the Trust proposes will not, to any significant extent, interfere with the Trust's provision of NHS services and notify the Board of its view.

The Council of Governors is also responsible for:

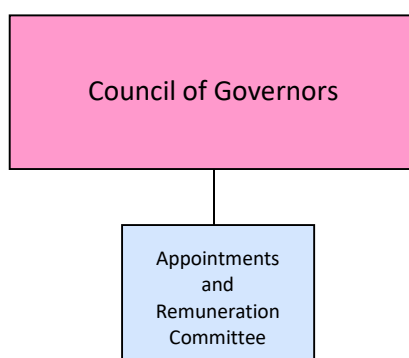
- Considering complaints about any member of the Trust in accordance with Annex 9 of the Constitution and take action which may include expulsion from the membership of the Trust
- Ratifying the removal of any member of the Council of Governors for any reason as set out in Annex 6 of the Constitution
- Agreeing a clear process for the appointment of the Chair of the Trust and the other non-executive directors

- Supporting the process for the evaluation or appraisal of the Chair of the Trust and the other non-executives, including the outcomes of the evaluation of the Chair of the Trust and the non-executive directors
- Receiving a high-level report on the outcome of the evaluation or appraisal of the Chair of the Trust or the other non-executive directors
- Assessing its own collective performance and its impact on the Trust and communicate to members how governors have discharged their duties
- Taking the lead in agreeing with the Audit Committee the criteria for appointing, reappointing and removing external auditors
- Establishing a policy for engagement with the Board of Directors for those circumstances when they have concerns about the performance of the Board of Directors or other matters related to the general wellbeing of the Trust
- Agreeing with the executive directors what information it needs to receive at its meetings
- Agreeing who from amongst the governors should be appointed as the Lead Governor
- Responding as appropriate to any matter when referred by the Board of Directors
- Participating in the development of the Trust's strategy and values.

## 7 RELATIONSHIP WITH OTHER GROUPS AND COMMITTEES

The Council of Governors may delegate some of its powers to formally constituted committees. Formally constituted committee of the Council of Governors is the Appointments and Remuneration Committee.

The sub-committee structure is detailed below.



## **8 DUTIES OF THE CHAIRPERSON**

The Chair of the Council shall be responsible for:

- Agreeing the agenda with the Corporate Governance Team as directed by the Associate Director for Corporate Governance
- Directing the conduct of the meeting ensuring it operates in accordance with the Trust's values
- Giving direction to the secretariat
- Ensuring all governors have an opportunity to contribute to the discussion
- Ensuring the agenda is balanced and discussions are productive, and when they are not productive they are efficiently brought to a conclusion
- Deciding when it is beneficial to vote on a motion or decision.
- Checking the minutes
- Ensuring sufficient information is presented to the Board of Directors in respect of the matters discussed by the Council and ensuring that issues raised by the Board of directors are appropriately reported to the Board.

## **9 REVIEW OF THE TERMS OF REFERENCE AND EFFECTIVENESS**

The Terms of Reference shall be reviewed and ratified annually by the Council of Governors.

The Council of Governors should also carry out an assessment of how effectively it is carrying out its duties and act upon any recommendations for improvement. This will normally be done through one to one discussions between governors and the Chair of the Trust.

**AGENDA  
ITEM**

**18.2**

**MEETING OF THE COUNCIL OF GOVERNORS**

<b>PAPER TITLE:</b>	Hibernation Plan for the work of the Council of Governors and the Annual Cycle of Business for 2021
<b>DATE OF MEETING:</b>	5 November 2020
<b>PRESENTED BY:</b> (name and title)	Cath Hill – Associate Director for Corporate Governance
<b>PREPARED BY:</b> (name and title)	Rose Cooper – Corporate Governance Officer

<b>THIS PAPER SUPPORTS THE TRUST'S STRATEGIC OBJECTIVE/S</b> (please tick relevant box/s)		
SO1	We deliver great care that is high quality and improves lives	✓
SO2	We provide a rewarding and supportive place to work	
SO3	We use our resources to deliver effective and sustainable services	

**EXECUTIVE SUMMARY**

Due to the Covid-19 national pandemic many pieces of work have been paused and reports that were due to be presented to the Council of Governors as per its cycle of business have not been available. This plan lists the items that should have been presented to the Council between May 2020 and February 2021 and lists the proposed new dates for this information to be presented.

The attached document includes a list of items from the Committee's Annual Cycle of Business. The original scheduling for the item is marked with an **X** and the new proposed scheduling is marked with an **X**.

All remaining items listed in the Hibernation Plan have either been rescheduled for this meeting, the November Annual Members' Meeting or the February 2021 meeting and where relevant this has been reflected in the 2021 cycle of business.

Please also find enclosed the Annual Cycle of Business for the Council of Governors' formal meetings, the Annual Members Meeting and the Board to Board meeting. It includes: standing items; statutory and non-statutory duties; work involving the non-executive directors; and administrative business for the Council of Governors.

It is made up of items from the previous years' Annual Cycle of Business that are still relevant, the duties as outlined in the Terms of Reference, and specific areas that governors have asked to be kept informed on. In addition to these items, other topics will be captured through the Council of Governors' cumulative action log and a 'bring forward' system operated by the Corporate Governance Team.

The Annual Cycle of Business supports the delivery of agenda items within the Council of Governors' meetings. It is owned by the Council of Governors and provides a mechanism that allows the governors to carry out their duties as required.

Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?	<b>State below 'Yes' or 'No'</b>	If yes please set out what action has been taken to address this in your paper
	<b>No</b>	

## RECOMMENDATION

The Council of Governors is asked to:

- note the information provided in the Hibernation Plan and be assured that where possible all items have either been presented to the Council, or will be presented at a meeting in the near future
- be assured that the Annual Cycle of Business includes all the statutory duties which the Council must carry out
- be assured that the areas which governors have asked to be kept informed on have been captured in the Annual Cycle of Business
- note and approve the Annual Cycle of Business for 2021.

**Items missed from the Annual Cycle of Business 2020/21 – Council of Governors**

**X = original scheduling**  
**X = new scheduling**

	Lead	4 February 2020	7 May 2020	7 July 2020	Annual Members' Meeting 28 July 2020	Board to Board 10 September 2020	5 November 2020	Annual Members' Meeting 5 November 2020	2 February 2021	COMMENTS
<b>Welcome, apologies and standing items</b>										
Questions from the public (Annual Members' Meeting)	-				X			X		
Minutes of the Annual Members' Meeting (2020)	CG						X		X	
<b>Council of Governors' Statutory Duties (annual)</b>										
Presentation of the annual report and accounts and any report on them	CH			X	X			X		
<b>Council of Governors' non-statutory duties (scheduled)</b>										



	Lead	4 February 2020	7 May 2020	7 July 2020	Annual Members' Meeting 28 July 2020	Board to Board 10 September 2020	5 November 2020	Annual Members' Meeting 5 November 2020	2 February 2021	COMMENTS
Receive the Auditors' reports on the Quality Accounts (both public and private)	KPMG			X						For 2019/20 there is no requirement for the Quality Accounts to be audited therefore there will be no Auditors' reports to present to the Council.
Staff Survey Results	CHo		X							It has been agreed that as the 2020/21 staff survey is now underway it would not be appropriate to review the 2019/20 results. The 2020/21 results analysis is expected in April 2021.
Review of the agreed governor objectives	CH		X				X			

	Lead	4 February 2020	7 May 2020	7 July 2020	Annual Members' Meeting 28 July 2020	Board to Board 10 September 2020	5 November 2020	Annual Members' Meeting 5 November 2020	2 February 2021	COMMENTS
Presentation of the governor objectives for 2021	CH (SP)			X			X			
Annual Members' Meeting – thematic report and analysis	OT						X			The AMM thematic review paper will be cancelled for this year as the Big Conversation is not taking place.
Board sub-committee report	NEDs	F&P verbal	QC verbal	AC paper			MHLC verbal  W/F verbal		QC verbal	There will be an element of catch up with these reports so Quality Com. has been scheduled for February 2021.
Annual Strategic Risk Analysis	CH						X		X	This has been postponed until February 2021.
Holding the Non-executive Directors to Account (monthly / annual)										

	Lead	4 February 2020	7 May 2020	7 July 2020	Annual Members' Meeting 28 July 2020	Board to Board 10 September 2020	5 November 2020	Annual Members' Meeting 5 November 2020	2 February 2021	COMMENTS
Receive a high-level report on the outcome of the NED and Chair appraisal (Link to ARC cycle) <b>PRIVATE MEETING</b>	CH		X				X			
Make a report to members on how they have carried out their duties	CH				X			X		This is the Lead Governor report to members.
Fit and Proper Declarations and Independence (as reported to Board)			X				X			
<b>Council of Governors' Administrative Business</b>										
Review the Council of Governors' Terms of Reference	CG			X			X			

### CLOSED ITEMS

	Lead	4 February 2020	<del>7 May 2020</del>	7 July 2020	Annual Members' Meeting <del>28 July 2020</del>	Board to Board 10 September 2020	5 November 2020	Annual Members' Meeting 5 November 2020	2 February 2021	COMMENTS
Agree the arrangements for the Annual Members' Meeting	OT		X	X						This was covered in the July Chair's Report.
NEDs Annual Declaration of Interests	CH		X	X						This was covered in the July Chair's Report.
Review the Declarations of Interest and Register of Interests for governors	CH		X	X						This was presented at the July meeting.

**Items missed on the forward plan for the Council of Governors**

	Lead	4 February 2020	7 May 2020	7 July 2020	Annual Members' Meeting – 28 July 2020	Board to Board 10 September	5 November 2020	Annual Members' Meeting - 5 November 2020	2 February 2021	COMMENTS
Acute Care Excellence (ACE) progress update	JFA		X			X				This was presented to the Board to Board in September
Finance training session from External Auditors	KPMG			X					X	This has been rescheduled for February 2021.

### Annual Cycle of Business 2021 – Council of Governors

	Lead	2 February	4 May	6 July	Ann Members' Meeting – 27 July	Board to Board – 7 September	2 November
<b>Welcome, apologies and standing items</b>							
Apologies	-	X	X	X	X	X	X
Questions from the public (Annual Members' Meeting)	-				X		
Minutes of the last meeting	CG	X	X	X	X		X
Minutes of the Annual Members' Meeting (2020 and 2021)	CG	X					X
Matters arising	-	X	X	X			X
Cumulative Action Log	CG	X	X	X			X
Chair's Report (to include: NED and governor service visits - this may become a separate item; governor non-attendance)	CHi	X	X	X			X
Chief Executive Report	SM	X	X	X			X
Lead Governor Report	PW	X	X	X			X
Quarterly Quality and Performance Update Report	NC CC	X	X	X			X
<b>Council of Governors' Statutory Duties (annual)</b>							
Remuneration of the Chair of the Trust and the other non-executive directors (to ratify) Link to Appointments and Remuneration Committee (ARC) cycle	CHi	As required					
Appointment of the Deputy Chair of the Trust (to ratify) Link to ARC cycle	CHi	As required - next due January 2023 (paper to November 2022 meeting)					
Presentation of the annual report and accounts and any report on them (to receive) (auditors in attendance)	CHi			X	X		
Signed Auditors' Report on the Annual Accounts	CHi			X	X		
Agree the arrangements for the Annual Members' Meeting	OT		X				

	Lead	2 February	4 May	6 July	Ann Members' Meeting – 27 July	Board to Board – 7 September	2 November
Council of Governors' Statutory Duties (as and when)							
Appointment/removal of the Chair of the Trust (to ratify) <b>PRIVATE MEETING</b> Link to ARC cycle	CHi	As required - Sue Proctor's term of office ends 31 March 2023					
Appointment/removal of the other non-executive directors (to ratify) <b>PRIVATE MEETING</b> Link to ARC cycle	CHi	As required					
Approve the appointment of the Chief Executive (to approve – support)	CHi	As required					
Appointment of the external auditor (to ratify)	CHi	As required - current contract with KPMG 3yrs + 1 + 1. Approval to reappoint for final year to go to Feb 2021. Next appointment due 1 June 2022 (planning to start October 2021)					
Amendments to the Constitution (to ratify)	CHi	As required					
Approval of any significant transactions	CHi	As required					
Approval of an application for a merger with or acquisition of another foundation trust (FT) or NHS Trust	CHi	As required					
Approval of an application for the dissolution of the FT	CHi	As required					
Approval of a proposal to increase non-NHS income by 5% or more	CHi	As required					
Council of Governors' non-statutory duties (scheduled)							
Agree the process for the performance evaluation of the Chair of the Trust and the other NEDs	CHi	As required					
Receive the Auditors' reports on the Quality Accounts (both public and private)	KPMG			X			
Receive the Strategic Plan priorities	SM	As required					
Receive the Trust's Draft Strategic Plan	SM	As required					
Staff Survey Results	CHo		X				

	Lead	2 February	4 May	6 July	Ann Members' Meeting – 27 July	Board to Board – 7 September	2 November
Review of the agreed governor objectives	CHI		X				X
Presentation of the governor objectives for 2021 - 2022	CHI (SP)			X			
Annual Members' Meeting – thematic report and analysis	OT						X
Board sub-committee report	NEDs	QC verbal	F&P verbal	AC paper			MHLC & W/F verbal
Annual Strategic Risk Analysis	CHI	X					
Ratify changes to the Terms of Reference of the Appointments and Remuneration Committee	CHI	As required					
Agree with the Audit Committee the process for appointment/removal of the external auditor	MW	As required - reappointment next due 1 June 2021 (planning to start Jan 2021)					
Agree who should be appointed as the lead governor and deputy lead governor	CHI	As required - next due February 2021					
Be consulted on the appointment of the Senior Independent Director	CHI	As required - next due February 2021					
Agree the process for the appointment of the Chair of the Trust and the other NEDs	CHI	As required					
Ratify the removal of a governor from the Council of Governors	CHI	As required					
Approve the establishment / disbanding of Council of Governors sub-committees	CHI	As required					
Holding the Non-executive Directors to Account (monthly / annual)							
Receive a high-level report on the outcome of the NED and Chair appraisal (Link to ARC cycle) <b>PRIVATE MEETING</b>	CHI		X				
Make a report to members on how they have carried out their duties	CHI				X		



	Lead	2 February	4 May	6 July	Ann Members' Meeting – 27 July	Board to Board – 7 September	2 November
NEDs Annual Declaration of Interests, Fit and Proper Declarations and Independence (as reported to Board)	CHi		X				
<b>Council of Governors' Administrative Business</b>							
Approval of the Council of Governors' Annual Cycle of Business	CG						X
Receive future meeting dates	CG						X
Review the Council of Governors' Terms of Reference	CG			X			
Review the Declarations of Interest and Register of Interests for governors	CHi		X				
<b>Review of Policies and Procedures and governance documents relating to the Council of Governors (as and when)</b>							
Procedure for the Reimbursement of Expenses for Governors (CG-0000)	CHi	As required					
Code of Conduct and Standards of Behaviour for Governors (CG-0001)	CHi	As required - next due May 2022					
Council of Governors' Meeting Etiquette Procedure (CG-0010)	CHi	As required - next due July 2021					
Role Description for the Council of Governors and a Governor	CHi	As required - if refreshed					
Role Description for the Lead Governor	CHi	As required - if refreshed					

Related documents:

- Reservation of Powers to the Board of Directors and Council of Governors and Schedule of Decisions / Duties Delegated by the Board of Directors (known as "The Scheme of Delegation")
- Role description of a Governor
- Terms of Reference for the Council of Governors

**AGENDA  
ITEM**

**18.3**

**MEETING OF THE COUNCIL OF GOVERNORS**

<b>PAPER TITLE:</b>	2021 and 2022 Meeting Dates
<b>DATE OF MEETING:</b>	5 November 2020
<b>LEAD DIRECTOR:</b> (name and title)	Cath Hill – Associate Director for Corporate Governance
<b>PAPER AUTHOR:</b> (name and title)	Rose Cooper – Corporate Governance Officer

<b>THIS PAPER SUPPORTS THE TRUST'S STRATEGIC OBJECTIVE/S</b> (please tick relevant box/s)		
SO1	We deliver great care that is high quality and improves lives	<input checked="" type="checkbox"/>
SO2	We provide a rewarding and supportive place to work	<input type="checkbox"/>
SO3	We use our resources to deliver effective and sustainable services	<input type="checkbox"/>

**EXECUTIVE SUMMARY**

The purpose of this paper is to confirm the 2021 and 2022 dates for the Council of Governors' meetings, including the Annual Members' Meeting and the Board to Board. They are:

<b>2021</b>		
<b>DATE</b>	<b>START TIME OF PUBLIC COUNCIL OF GOVERNORS</b>	<b>VENUE FOR COUNCIL OF GOVERNORS MEETING</b>
Tuesday 2 February 2021	12.30pm	Virtual meeting held via Zoom
Thursday 4 May 2021	12.30pm	To be confirmed
Tuesday 6 July 2021	12.30pm	To be confirmed
Tuesday 27 July 2021 <b>(Annual Members' Day)</b>	To be confirmed (all day)	To be confirmed
Tuesday 7 September 2021 <b>(Board to Board meeting held in private)</b>	To be confirmed (all day)	To be confirmed
Tuesday 2 November 2021	12.30pm	To be confirmed

## 2022

DATE	START TIME OF PUBLIC COUNCIL OF GOVERNORS	VENUE FOR COUNCIL OF GOVERNORS MEETING
Tuesday 1 February 2022	12.30pm	To be confirmed
Thursday 5 May 2022	12.30pm	To be confirmed
Tuesday 5 July 2022	12.30pm	To be confirmed
Tuesday 26 July 2022 <b>(Annual Members' Day)</b>	To be confirmed (all day)	To be confirmed
Thursday 1 September 2022 <b>(Board to Board meeting held in private)</b>	To be confirmed (all day)	To be confirmed
Tuesday 1 November 2022	12.30pm	To be confirmed

The Corporate Governance Team will confirm the remaining venues for each of these meetings early next year once we are clearer about when it will be safe to hold meetings in person.

Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?	<b>State below 'Yes' or 'No'</b>	If yes please set out what action has been taken to address this in your paper
	<b>No</b>	

### RECOMMENDATION

The Council of Governors is asked to note the meeting dates for 2021 and 2022.

## Chair's Report

**AGENDA  
ITEM  
19**

<b>Name of the meeting being reported on:</b>	Appointments and Remuneration Committee
<b>Date your meeting took place:</b>	20 October 2020
<b>Name of meeting reporting to:</b>	Council of Governors

### Key discussion points and matters to be escalated:

**Below is a summary of the matters discussed at the meetings of the Appointments and Remuneration Committee meeting held on 20 October 2020**

The Committee met and considered a number of matters at its meeting on 4 February 2020.

- 1) Update on the non-executive director's appraisals.** The committee received assurance on the process and the outcome of the appraisals that had been carried out in respect of the non-executive directors.

Martin Wright (Senior Independent Director) and Peter Webster (Lead Governor) provided the committee with a very positive report on the appraisal relating to the Chair of the Trust. A more detailed update will be provided to the Council in the private session of the meeting.

Sue Proctor (Chair of the Trust) supported by Peter Wester (Lead Governor) provided the committee with an overview of the content and outcome of the appraisals for each of the non-executive directors, noting that these had been very positive and that there were no matters of any concern to report in relation any of the appraisal meetings. Again a more detailed update will be provided to the Council in the private session of the meeting.

- 2) Proposal to re-appoint Helen Grantham and Martin Wright as non-executive directors** – the committee considered a proposal to re-appoint both Helen Grantham and Martin Wright for a second term of office as non-executive directors. The Council is asked to note that it will be provided with a proposal paper for its consideration in the private session of the meeting.
- 3) Terms of Reference for the Appointments and Remuneration Committee** – the committee considered one amendment to its Terms of Reference which would facilitate meetings taking place virtually.

The committee approved this change and the Council will be asked to ratify the Terms of Reference in the next agenda item.

**Report completed by:**

Cath Hill on behalf of Sue Proctor

**AGENDA  
ITEM**

**19.1**

**MEETING OF THE COUNCIL OF GOVERNORS**

<b>PAPER TITLE:</b>	Updated Terms of Reference for the Appointments and Remuneration Committee
<b>DATE OF MEETING:</b>	5 November 2020
<b>LEAD DIRECTOR:</b> (name and title)	Cath Hill – Associate Director for Corporate Governance
<b>PAPER AUTHOR:</b> (name and title)	Cath Hill – Associate Director for Corporate Governance

<b>THIS PAPER SUPPORTS THE TRUST'S STRATEGIC OBJECTIVE/S</b> (please tick relevant box/s)		
SO1	We deliver great care that is high quality and improves lives	<input checked="" type="checkbox"/>
SO2	We provide a rewarding and supportive place to work	<input type="checkbox"/>
SO3	We use our resources to deliver effective and sustainable services	<input type="checkbox"/>

**EXECUTIVE SUMMARY**

Attached are the refreshed terms of reference for the Appointments and Remuneration Committee. These have been reviewed by the committee which agreed only one amendment which is to allow meetings to take place using virtual or digital technology (Section 4 of the attached).

The Council is asked to review and ratify these terms of reference noting that they have been approved by the Appointments and Remuneration Committee.

Do the recommendations in this paper have any impact upon the requirements of the protected groups identified by the Equality Act?	<b>State below 'Yes' or 'No'</b>	If yes please set out what action has been taken to address this in your paper
	<b>No</b>	

**RECOMMENDATION**

The Council is asked to review and ratify these terms of reference noting that they have been approved by the Appointments and Remuneration Committee.

## Appointments and Remuneration Committee

### Terms of Reference

**(To be ratified by the Council of Governors 5 November 2020)**

#### 1 NAME OF GROUP / COMMITTEE

The name of this committee is the Appointments and Remuneration Committee.

#### 2 COMPOSITION OF THE GROUP / COMMITTEE

The members of the Committee and those who are required to attend are shown below together with their role in the operation of the Committee.

##### Members: full rights

Title	Role in the Committee
Chair of the Trust	Committee chair and responsible for evaluating the assurances given and the processes followed and identifying if further consideration action is needed.
Five governors	Responsible for evaluating the assurance given and identifying if further consideration / action is needed, and being involved in the recruitment panels for non-executive director (NED) appointments. The governors can be from any constituency.

The membership of the Committee should always include the Lead Governor unless there are extenuating circumstances as to why this may not be possible.

An election process will take place when there is a vacancy on this Committee. It will be a self-nomination scheme with a subsequent ballot taking place. The governor(s) elected onto the Committee as a result of the ballot, will immediately form part of the Committee.

### **In attendance: in an advisory capacity**

Title	Role in the Committee	Attendance guide
Associate Director for Corporate Governance (acting as Trust Board Secretary)	Committee support and advice and Council of Governors' governance	Every meeting
Director of Organisational Development and Workforce	Committee support and advice in respect of NED appointments and terms and conditions	Every meeting

## **3 QUORACY**

**Number:** The Committee will be quorate if three or more governors plus the Chair of the Committee are present.

Members of the Committee shall be allowed to contribute to the meeting via conference call or other live two way electronic means. With respect to quoracy, members contributing via a conference call or other live two-way electronic means at the time of the meeting shall be counted as attending.

If a situation arises where it is thought there may not be enough governors to allow a Committee meeting to be quorate, other governors can be invited to that meeting. This will be at the discretion of the Chair of the Committee and in agreement with the Lead Governor. In this situation, those governors invited to the Committee meeting will count towards the quoracy of governor members.

**Non-quorate meeting:** If the meeting is not quorate it shall be for the Chair to decide if the meeting takes place and, in conjunction with the members present, what if any items of business shall be discussed. If the meeting is not quorate no formal decisions can be taken and these matters will be deferred to the next meeting.

**Alternate chair:** When the Chair of the Committee is not able to attend or where they are conflicted in any agenda item, the Lead Governor will chair the meeting or part of the meeting.

## **4 MEETINGS OF THE COMMITTEE**

**Frequency:** The Appointments and Remuneration Committee will meet as often is required to allow the Committee to discharge its duties. Meetings may be held face-to-face or remotely as is considered appropriate. Remote meetings may involve the use of the telephone and / or electronic conference facilities.



**Urgent meeting:** Any of the Committee members may, through the Chair, request an urgent meeting. The Chair will normally agree to call an urgent meeting to discuss the specific matter unless the opportunity exists to discuss the matter in a more expedient manner (for example at a Council of Governors meeting).

**Minutes:** The Associate Director for Corporate Governance will arrange for minutes to be taken of the Committee meeting.

Draft minutes will be circulated to the Chair of the Committee no later than one week after the meeting. Actions from the meeting will be circulated to relevant members within ten working days from the day of the meeting taking place.

An assurance report will be made to the next available Council of Governors meeting in relation to the items discussed or agreed.

## 5 AUTHORITY

**Establishment:** In accordance with the Code of Governance for NHS Foundation Trusts and the Trust's Constitution.

**Powers:** The Appointments and Remuneration Committee is constituted as a standing committee of the Council of Governors and has no executive powers, other than those specifically delegated in these terms of reference. Its terms of reference are set out below and can only be amended with the approval of the Council of Governors.

The Committee has delegated responsibility from the Council of Governors for its duties which are set out in the duties section below.

It is authorised to make decisions on behalf of the Council of Governors but it must refer back to the Council, by way of a recommendation, any decision which is reserved to the Council for example the ratification of the appointment of a non-executive director.

The Committee will, for part of its duties, work closely with the Board of Directors' Nominations Committee and will need to have regard to the recommendations this Committee makes in respect of the skills and experience required to fill any vacant chair and non-executive director posts.

**Cessation:** The Appointment and Remuneration Committee is a standing committee in that its responsibilities and purpose are not time limited. While the functions of the Appointments and Remuneration Committee are required by NHS improvement, the exact format may be changed with the approval of the Council of Governors but this will always include the core role as set out in the Code of Governance.

## 6 ROLE OF THE COMMITTEE

### 6.1 Purpose of the Committee

The purpose of the Committee is to review and make recommendations to the Council of Governors regarding appointments to vacant posts within the non-executive director

team, and also review and agree set the level of remuneration made to members of the non-executive team.

With regard to Health and Social Care Act 20018 (Regulated Activities) Regulations 2014 Regulation: 5 Fit and Proper Persons Test: Directors the Appointments and Remuneration Committee shall be responsible for receiving and considering any information in relation to any NED preferred candidate, or current NED who is reportedly not a 'fit and proper person' and decide on any action to be taken.

The Committee will also receive a report in respect of the outcome of the appraisals carried out for each non-executive director, including the Chair of the Trust, where there are any matters of concern.

The remit of the Appointments and Remuneration Committee enables it to seek assurance in the areas of the following strategic objectives:

Objective	Committee roles
We provide a rewarding and supportive place to work (SO2)	The Appointments and Remuneration Committee has a key role regarding the recruitment of appropriately qualified, experienced and 'fit and proper' non-executive directors on the Board of Directors.

## **6.2 Guiding principles for members (and attendees) when carrying out the duties of the group / committee**

In carrying out their duties members of the Committee and any attendees of the Committee must ensure that they act in accordance with the values of the Trust, which are:

- We have integrity
- We are caring
- We keep it simple.

## **6.3 Duties of the group / committee**

Notwithstanding any duty which the Council of Governors may from time-to-time agree to retain for itself, the duties of the Committee are:

- Agree and make recommendations to the Council of Governors regarding the appointment process for the Chair of the Trust and other non-executive directors.
- Agree the documentation for any Chair or NED appointment, including the role description, person specification, and advert having regard to the recommendations from the Nominations Committee in respect of the content and the specific and generic skills and knowledge required.
- Where possible make up the recruitment and selection panel that will be involved in the appointment process for vacant non-executive director posts (note unless there

are extenuating circumstances the Lead Governor will be the chair of the shortlisting and interview panel when the appointment is in respect of the Chair of the Trust).

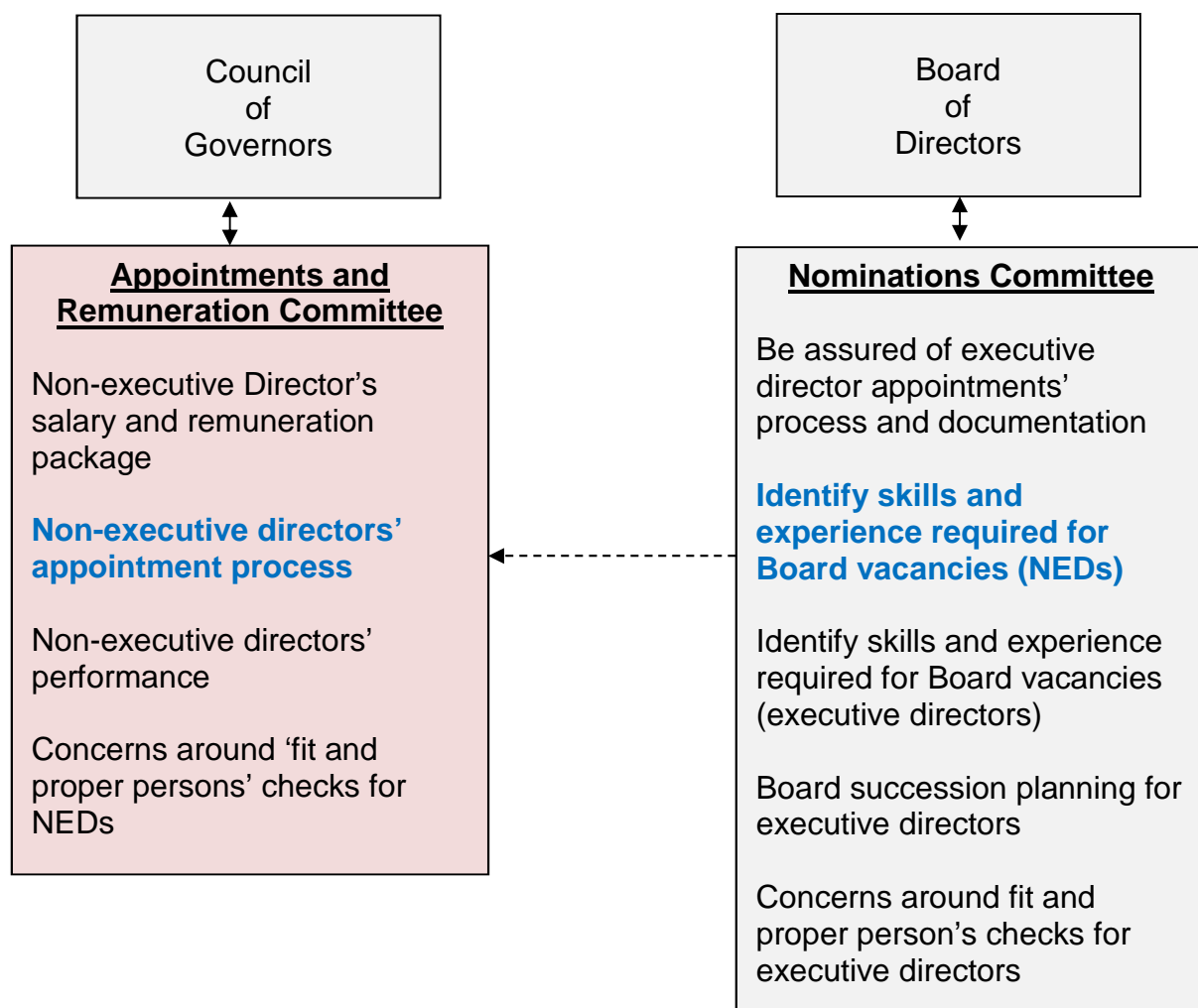
- Where during the pre-appointment checks (under the 'fit and proper person's test) there are any concerns raised about a preferred NED candidate being a 'fit and proper person' the Appointments and Remuneration Committee will consider what course of action to take.
- In consultation with the Chair of the Trust make recommendations to a general meeting of the Council of Governors regarding the appointment or re-appointment of the Deputy Chair of the Trust in order to inform the ratification of such an appointment by the Council.
- Keep under review the terms and conditions of appointment including the level of remuneration of the Chair and the other non-executive directors and make recommendations to a general meeting of the Council of Governors as appropriate.
- Review information received about any current NED who is reportedly not a 'fit and proper person', consider the matter, instigate any investigation (as necessary), review the outcome of the investigation and agree what course of action to take.
- Make recommendations to a general meeting of the Council of Governors regarding the appointment or re-appointment of the Chair of the Trust and the other NEDs in order to inform the ratification of such an appointment by the Council.
- In relation to the re-appointment of the Chair of the Trust and/or the other non-executive directors, take the lead on agreeing a process for the re-appointment.
- Where concern is raised about performance of a non-executive director, either as part of the appraisal process or any matter separate to this, the Committee will receive an exception report outlining details of the concern. Where appropriate, this will be presented by the Chair of the Trust, or the Senior Independent Director, in the case of the Chair of the Trust.
- Agree the process and documentation for the annual appraisal process for the non-executive directors and the Chair of the Trust before it is ratified by the Council of Governors.

## **7 RELATIONSHIP WITH OTHER GROUPS AND COMMITTEES**

The Appointments and Remuneration Committee shall have a direct relationship with other committees as shown below:

This Committee reports to the Council of Governors. It also has a link to the work of the Nominations Committee where that committee is considering vacancies in the non-executive director team (including the post of Chair of the Trust).

See the organogram below.



## 8 DUTIES OF THE CHAIRPERSON

The Chair of the Committee shall be responsible for:

- agreeing the agenda with the Corporate Governance Team
- directing the conduct of the meeting ensuring it operates in accordance with the Trust's values
- giving direction to the minute taker
- ensuring all attendees have an opportunity to contribute to the discussion
- ensuring the agenda is balanced and discussions are productive, and when they are not productive they are efficiently brought to a conclusion
- deciding when information or matters presented to the Appointments and Remuneration Committee need escalation to the Board of Directors
- checking the minutes

- ensuring sufficient information is presented to the Board of Directors in respect of the work of the Committee.

It shall be the responsibility of the Chair to provide a conduit for communication between the Board of Directors' Nominations Committee and the Appointments and Remuneration Committee, and for the Chair to report back to the Board of Directors, as appropriate, regarding non-executive director appointments.

It will be the responsibility of the Chair of the Appointments and Remuneration Committee to ensure that the Committee carries out an assessment of the Committee's effectiveness annually, and ensure the outcome is reported to the Board of Directors along with any remedial action to address weaknesses. The Chair will also be responsible for ensuring that the actions to address any areas of weakness are completed.

## **9 REVIEW OF THE TERMS OF REFERENCE AND EFFECTIVENESS**

The terms of reference shall be reviewed by the Committee and then presented to the Council of Governors for ratification, where there has been a change.

In addition to this the Chair must ensure the Committee carries out an annual assessment of how effectively it is carrying out its duties and make a report to the Council of Governors including any recommendations for improvement.

## **PROCESS FOR THE APPOINTMENT OF GOVERNORS TO THE APPOINTMENTS AND REMUNERATION COMMITTEE**

As per its Terms of Reference the membership of the Appointments and Remuneration Committee is made up of:

- The Chair of the Trust
- Five governors.

*Please note:* unless there are extenuating circumstances as to why it may not be possible, the membership of the committee should always include the Lead Governor. They will not be required to undergo an election to the committee.

### **Vacancies on the Committee**

As and when there is a governor vacancy on the Committee an invitation will be made to governors to make an application to join the Committee.

This invitation may be made either at a general meeting of the Council of Governors or for reasons of expediency outside of a meeting via email and post by the Corporate Governance Team.

- a) Expressions of interest should be made to the Chair of the Trust (via the Corporate Governance Team) in writing (letter or email) accompanied by a supporting statement from each applicant as to the skills and experience they have in senior appointments or the reason why they wish to be considered (in no more than 300 words). If help with writing a statement is required this will be provided.
- b) In the event of there being no expressions of interest or, if in the opinion of the Chair of the Trust, no suitable expressions of interest are received the Chair of the Trust will discuss options with the other Committee members. Subsequently the vacancy may either be carried for an agreed period or the Chair will approach a governor from the relevant group directly to encourage interest. The decision to carry the vacancy should not adversely affect the quoracy of the committee, which is three or more governors plus the Chair of the Trust.
- c) Where an expression of interest is made and the Chair of the Trust does not feel the individual to be suitable for consideration this shall be discussed with the individual concerned.
- d) Once the expressions of interest and supporting statements have been received by the Chair of the Trust ballot papers will be prepared by the Corporate Governance Team (which will include the supporting statement) to allow governors to vote as to whom they want to represent them on the Committee.

- e) The ballots will be opened and counted by the Corporate Governance Team and the Chair of the Trust. The way in which individual governors have voted will be kept confidential at all times.
- f) The outcome of the election will be announced by the Chair of the Trust by whatever method is considered most expedient, but ultimately it will be reported at the next scheduled Council of Governors' meeting.

### **Terms of office on the Committee**

- a) A governor may serve two terms up to a maximum of six years.
- b) If a governor is elected to the Committee part way through their term of office, their appointment to the Committee shall be offered for the remainder of their term of office as a governor, subject to their performance on the Committee being considered satisfactory by the Chair of the Trust.
- c) Where a governor is appointed or elected to the Council of Governors for consecutive terms of office their appointment to the Committee shall be considered to continue, subject to their performance on the Committee being considered satisfactory by the Chair of the Trust, and subject to them not already having served six years on the Committee.
- d) Where the appointment or election of a governor to the Council of Governors is not for consecutive terms of office (i.e. they are not re-elected or re-appointed immediately after their previous term came to an end) the above procedure for filling vacancies on the Committee shall be followed.
- e) Where there is cause for concern about the performance or the behaviour of a governor in respect of their duties on the committee this shall be addressed by the Chair of the Trust. The Chair of the Trust has the authority to remove any governor from the committee if they are not deemed to be suitably contributing or performing on the Committee.