

**Members' Council**

**Friday 3 May 2019**

**12.30pm** (with lunch provided / networking at 12.00pm) **to 4.30pm**

**Conference Room 1, Textile Centre of Excellence, 5 Red Doles Lane, Huddersfield, HD2 1YF**

Item	Time	Subject Matter	Presented by		Action
	12.00pm	<i>Lunch provided and networking</i>			
1.	12.30pm	Welcome, introductions and apologies	Angela Monaghan, Chair	<b>Verbal item</b>	To receive
2.	12.40pm	<u>Members' Council business items</u>			
	12.40pm	2.1 Members' Council elections 2019 - results	Emma Jones, Company Secretary	<b>Paper</b>	To receive
3.	12.45pm	Declaration of Interests - annual declarations	Angela Monaghan, Chair	<b>Paper</b>	To agree
4.	12.50pm	Minutes and action of the previous meeting held on 1 February 2019	Angela Monaghan, Chair	<b>Paper</b>	To agree
5.	1.00pm	Chair's report and feedback from Trust Board Chief Executive's comments	Angela Monaghan, Chair Rob Webster, Chief Executive	<b>Paper</b> <b>Verbal item</b>	To receive
6.	1.20pm	<u>Trust Board appointments</u>			
	1.20pm	6.1 Non-Executive Director re-appointment	Angela Monaghan, Chair	<b>Paper</b>	To agree
7.	1.35pm	<u>Members' Council business items (continued)</u>			
	1.35pm	7.1 Process for the appointment of Lead Governor in August 2019	Angela Monaghan, Chair	<b>Paper</b>	To agree
	1.45pm	7.2 Governor attendance at Members' Council meetings	Angela Monaghan, Chair	<b>Paper</b>	To agree

Item	Time	Subject Matter	Presented by		Action
	2.00pm	7.3 Members Council Group Annual Reports 2018/19, including update to Terms of Reference: - Members' Council Co-ordination Group - Members' Council Quality Group	Angela Monaghan, Chair	<b>Paper</b>	To receive/ agree
	2.10pm	7.4 Nominations Committee Annual Report 2018/19, including update to Terms of Reference	Angela Monaghan, Chair	<b>Paper</b>	To receive/ agree
	2.20pm	7.5 Review of Audit Committee Terms of Reference	Laurence Campbell, Non-Executive Director	<b>Paper</b>	To receive
	2.30pm	7.6 Update of the Scheme of Delegation	Laurence Campbell, Non-Executive Director / Emma Jones, Company Secretary	<b>Paper</b>	To agree
	2.40pm	7.7 Governor engagement feedback	Angela Monaghan, Chair	<b>Paper</b>	To receive
	2.50pm	Break			
8.	3.00pm	Integrated Performance Report Quarter 4 2018/19. There will be a presentation of the key issues. Full performance reports are available on the Trusts website under: About us > Our performance > Performance reports	Laurence Campbell, Non-Executive Director	<b>Presentation at meeting</b>	To receive
	3.30pm	- Focus on - Integrated working and Integrated Care Systems (ICSs)	Rob Webster, Chief Executive	<b>Presentation at meeting</b>	To receive
9.	3.45pm	Care Quality Commission (CQC) – update on our inspection and annual report unannounced/planned visits	Dr Subha Thiyagesh, Medical Director	<b>Presentation at meeting</b>	To receive
10.	4.00pm	Strategy and priority programme update	Salma Yasmeen, Director of Strategy	<b>Presentation at meeting</b>	To receive
11.	4:15pm	<u>Closing remarks, work programme, and dates for 2019</u> - Work programme 2019-20 (attached) - Friday 2 August 2019 (Calderdale) - 12noon-4.30pm, venue to be confirmed. - Friday 1 November 2019 (Wakefield) - 9.30am-2.30pm, Large Conference Room, Fieldhead Hospital, Ouchthorpe Lane, Wakefield, WF1 3SP.	Angela Monaghan, Chair	<b>Paper</b>	To receive
	4.30pm	Close			

**Members' Council  
3 May 2019**

<b>Agenda item:</b>	<b>2.1</b>
<b>Report Title:</b>	Elections to the Members' Council
<b>Report By:</b>	Company Secretary
<b>Action:</b>	To receive

## **EXECUTIVE SUMMARY**

### Purpose and format

The purpose of this paper is to update the Members' Council on the outcome of the election process for 2019.

### Recommendation

**The Members' Council is asked to RECEIVE the update.**

### Background

When the Trust was working towards Foundation Trust status, a decision was made by the Trust Board to stagger the terms of office for the governors elected in the first elections to the Members' Council to ensure that not all left at the same time. The Trust, therefore, holds elections every year during the spring for terms of office starting on 1 May each year. A letter from the Chair of the Trust was sent to all governors on 7 January 2019 to advise the seats and dates for the process in 2019 and an update was provided at the Members' Council meeting on 1 February 2019.

### Election process

The Electoral Reform Services (ERS) manages the election process on behalf of the Trust. This is to make sure that the elections are managed impartially and fairly and that the process is independent and transparent. Elections are held in accordance with the Model Election Rules which are included as an appendix within the Trust's Constitution. The Nominations process opened on 1 February 2019 and closed on 1 March 2019. Nominations were received as follows.

<b>Constituency</b>	<b>Number of vacancies</b>	<b>Number of nominations received</b>
Public – Barnsley	1 seat	1 nomination received.
Public – Calderdale	2 seats	2 nominations received.
Public – Kirklees	4 seats	5 nominations received.
Public – Wakefield	1 seat	2 nominations received.
Staff – Nursing support	1 seat	2 nominations received.
Staff – Social care staff working in integrated teams	1 seat	1 nomination received.

### Outcome

As a result of the nominations process, the following were elected unopposed from 1 May 2019 for a period of three years. See uncontested report attached from the ERS.

<b>Constituency</b>	<b>Elected Governor/s</b>
Public – Barnsley (1 seat)	STUART-CLARKE, Keith
Public - Calderdale (2 seats)	JHUGROO, Adam   SHIRE, Phil
Staff – Social care staff working in integrated teams (1 seat)	BATTY, Paul

The election process opened on 25 March 2019 and will close on 18 April 2019. The results of the election will be advised at the meeting for the following seats:

<b>Constituency</b>	<b>Elected Governor/s</b>
Public – Kirklees (4 seats)	To be confirmed
Public – Wakefield (1 seat)	To be confirmed
Staff – Nursing support (1 seat)	To be confirmed

Following the completion of the election process in 2019 there should be no vacant seats on the Members' Council.

## **SOUTH WEST YORKSHIRE PARTNERHSIP NHS FOUNDATION TRUST ELECTION TO THE MEMBERS COUNCIL**

**CLOSE OF NOMINATIONS: 5PM ON 1 MARCH 2019**

Further to the deadline for nominations for the above election, the following constituencies are uncontested:

<b>Public: Barnsley 1 to elect</b>
The following candidate is elected unopposed:  Keith STUART-CLARKE

<b>Public: Calderdale 2 to elect</b>
The following candidates are elected unopposed:  Adam JHUGROO Phil SHIRE

<b>Staff: Social care staff working in integrated teams 1 to elect</b>
The following candidate is elected unopposed:  Paul BATTY

All term lengths are for 3 years unless specified differently above.



**Ciara Norris**  
**Returning Officer**  
**On behalf of South West Yorkshire Partnership NHS Foundation Trust**

ELECTORAL REFORM SERVICES.

**Members' Council  
3 May 2019**

<b>Agenda item:</b>	<b>3</b>
<b>Report Title:</b>	Members' Council Declaration of Interests
<b>Report By:</b>	Company Secretary on behalf of the Chair of the Trust and Members' Council
<b>Action:</b>	To agree

**EXECUTIVE SUMMARY**

Purpose and format

The purpose of this item is to provide information regarding the declarations made by governors on their interests as set out in the Trust's Constitution and Monitor's Code of Governance.

Recommendation

**The Members' Council is asked to NOTE the individual declarations from governors and to CONFIRM the changes to the Register of Interests.**

Background

The Trust's Constitution and the NHS rules on corporate governance, the Combined Code of Corporate Governance, and Monitor require a register of interests to be developed and maintained in relation to the Members' Council. During the year, if any such Declaration should change, governors are required to notify the Trust so that the Register can be amended and such amendments reported to the Members' Council.

Both the Members' Council and Trust Board receive assurance that there is no conflict of interest in the administration of the Trust's business through the annual declaration exercise and the requirement for governors to consider and declare any interests at each meeting.

There are no legal implications arising from the paper; however, the requirement for governors to declare their interests on an annual basis is enshrined in the Health and Social Care Act 2012 in terms of the content of the Trust's Constitution.

Process

The Company Secretary is responsible for administering the process on behalf of the Chair of the Trust. The declared interests of governors are reported in the Trust's Annual Report and the Register of Interests is published on the Trust's website.

**Register of interests of the governors of the Members' Council  
(members of the board of governors)  
from 1 April 2019 to 31 March 2020**

All governors of Members' Council have signed a Code of Conduct for Governors on commencement.

The following declarations of interest have been made by the Members' Council:

<b>Name</b>	<b>Declaration</b>
ADAMOU, Marios Staff elected - Medicine and Pharmacy	Director, Marios Adamou Ltd. Board member, UKAAN. Secondary Care Doctor member, NHS East Riding of Yorkshire Clinical Commissioning Group (CCG). Secondary Care Doctor member, NHS Northumbria Clinical Commissioning Group (CCG).
ALEXANDER, Neil Publicly elected - Calderdale	No interests declared.
AMARAL, Kate Publicly elected - Wakefield	No interests declared.
BARKWORTH, Bill Publicly elected - Barnsley	Director, Barkworth Associates Limited.
BATTY, Paul Staff elected - Social care staff working in integrated teams	<i>To be confirmed - newly elected governor commencing 1 May 2019.</i>
CRAVEN, Jackie Publicly elected - Wakefield	Board member, Young Lives Consortium, Wakefield. Member, Alzheimer's Society. Member, Versus Arthritis. Member, Dementia UK. Volunteer, HealthWatch, Wakefield. Volunteer Ambassador, Dementia UK. Parish Councillor, Crigglestone Parish Council. Trustee, Crigglestone Village Institute. Trustee, Hall Green Community Centre. Trustee, 45 Durkar Scouts. Trustee, Worrills Almshouses.
CROSSLEY, Andrew Publicly elected - Barnsley	Director, Pathway Sales Limited. Shareholder (non-controlling), Liaison Financial Services. Director, Samaritans, Barnsley. Volunteer, Victim Support, Wakefield.

<b>Name</b>	<b>Declaration</b>
<i>DEAKIN, Adrian</i> <i>Staff elected - Nursing</i>	<i>No interests declared.</i>
<i>DOOLER, Daz</i> <i>Publicly elected - Wakefield</i>	<i>Chair, S.M.a.S.H Society.</i> <i>Seconded position through Nova, Live Well Wakefield Team, South West Yorkshire Partnership NHS Foundation Trust.</i>
<i>HAMPSON, Stefanie</i> <i>Appointed - Staff side organisations</i>	<i>No interests declared.</i>
<i>HARRISON, Lin</i> <i>Staff elected - Psychological therapies</i>	<i>Part time secondment as Suicide Prevention Project Manager for West Yorkshire and Harrogate Health and Care Partnership (WYHHCP).</i> <i>Member of the Labour party.</i>
<i>HASNIE, Nasim</i> <i>Publicly elected - Kirklees</i>	<i>Trustee of Voluntary Action Kirklees.</i>
<i>HEPTINSTALL, Councillor Faith</i> <i>Appointed Governor for Wakefield Council</i>	<i>Business Manager, Havercroft and Ryhill Community Learning Project, Wakefield (who are a member of Nova and have been granted Health &amp; Wellbeing funding in partnership).</i> <i>Deputy Cabinet Member, Adults and Health, Wakefield Council.</i>
<i>HOGARTH, Lisa</i> <i>Staff elected - Allied Healthcare Professionals</i>	<i>Member governor, Salendine Nook High School Huddersfield.</i> <i>Member of the Labour Party.</i>
<i>JHUGROO, Adam</i> <i>Publicly elected - Calderdale</i>	<i>To be confirmed - newly elected governor commencing 1 May 2019.</i>
<i>MASON, Ruth</i> <i>Appointed - Calderdale and Huddersfield NHS Foundation Trust</i>	<i>Member, Board of Directors, 'Mind the Gap' theatre company, Bradford, which employs actors with a learning disability.</i>
<i>MINOCHA, Debika</i> <i>Publicly elected - Wakefield</i>	<i>No interests declared.</i>
<i>NEWTON, Debbie</i> <i>Appointed Governor for Mid Yorkshire Hospitals NHS Trust</i>	<i>Director of Community Services, Mid Yorkshire Hospitals NHS Trust.</i>
<i>PILLAI, Chris</i> <i>Appointed - Calderdale MBC</i>	<i>Independent Hospital Manager.</i>
<i>SAUNDERS, Caroline</i> <i>Appointed - Barnsley MBC</i>	<i>Councillor, Barnsley MBC</i>
<i>SHIRE, Phil</i> <i>Publicly elected - Calderdale</i>	<i>Director, Greenroyd Bowling Club Limited.</i> <i>Director, Impact Education Multi-Academy Trust Limited.</i>
<i>SMITH, Richard</i> <i>Appointed - Kirklees MC</i>	<i>Employee, NHS Digital.</i>



<b>Name</b>	<b>Declaration</b>
<i>STUART-CLARKE, Keith</i> <i>Publicly elected - Barnsley</i>	<i>To be confirmed - newly elected governor commencing 1 May 2019.</i>
<i>TOLCHARD, Professor Barry</i> <i>Appointed - University of Huddersfield</i>	<i>No interests declared.</i>
WALKER, Debby Staff elected - Non-clinical Support Services	No interests declared.
<i>WALKER, Mike</i> <i>Publicly elected - Kirklees</i>	<i>Trustee, Mission Huddersfield.</i> <i>Member, Creative Minds Collective Kirklees.</i> <i>Expect by experience, Care Quality Commission (not involved in inspections of South West Yorkshire NHS Foundation Trust)</i>
<i>WILLIAMS, Paul</i> <i>Publicly elected - Rest of South and West Yorkshire</i>	<i>No interests declared.</i>

Note, further interests will be declared following the result of the Members' Council election in 2019.

*Where no return has been received by the Trust, the current entry on the Register has been included in italics.*

**Minutes of the Members' Council meeting held on 1 February 2019  
Legends Suite, Barnsley Football Club, Oakwell Stadium, Barnsley**

<b>Present:</b>	Angela Monaghan (AM)	Chair
	Kate Amaral (KA)	Public – Wakefield
	Bill Barkworth (BB)	Public – Barnsley
	Bob Clayden (BC)	Public – Wakefield
	Jackie Craven (JC)	Public – Wakefield
	Adrian Deakin (AD)	Staff - Nursing
	Stefanie Hampson (SH)	Appointed – Staff side organisations
	Lin Harrison (LH)	Staff – Psychological Therapies
	Dr Nasim Hasnie OBE (NH)	Public – Kirklees
	Faith Heptinstall (FH)	Appointed - Wakefield Council
	Debbie Newton (DN)	Appointed – Mid Yorkshire Hospitals NHS Trust
	Chris Pillai (CP)	Appointed – Calderdale Council
	Caroline Saunders (CS)	Appointed – Barnsley Council
	Phil Shire (PS)	Public - Calderdale
	Barry Tolchard (BT)	Appointed – University of Huddersfield
<b>In attendance:</b>	Tim Breedon (TB)	Director of Nursing & Quality / Deputy Chief Executive
	Mark Brooks (MB)	Director of Finance & Resources (from agenda item 6 onwards)
	Rachel Court (RC)	Non-Executive Director
	Alan Davis (AGD)	Director of Human Resources, Organisational Development & Estates
	Charlotte Dyson (CD)	Deputy Chair / Senior Independent Director
	Emma Jones (EJ)	Company Secretary (author)
	Kate Quail (KQ)	Non-Executive Director (from agenda item 5.2 onwards)
	Sean Rayner (SR)	Director of Provider Development
	Rob Webster (RW)	Chief Executive (from agenda item 3 onwards)
	Salma Yasmeen (SY)	Director of Strategy
	Sam Young (SYo)	Non-Executive Director
<b>Apologies:</b>	<u>Members' Council</u>	
	Marios Adamou (MA)	Staff – Medicine and Pharmacy
	Neil Alexander (NA)	Public – Calderdale
	Andrew Crossley	Public – Barnsley
	Daz Dooler (DD)	Public – Wakefield
	Lisa Hogarth (LHo)	Staff – Allied Healthcare Professionals
	Carol Irving (CI)	Public – Kirklees
	Ruth Mason (RM)	Appointed – Calderdale and Huddersfield NHS Foundation Trust
	Tariq Khan (TK)	Public – Barnsley
	Debika Minocha (DM)	Public – Wakefield
	Jeremy Smith (JS)	Public – Kirklees
	Debby Walker (DW)	Staff - Non-Clinical Support Staff
	Richard Smith (RS)	Appointed – Kirklees Council
	Mike Walker (MW)	Public – Kirklees
	Paul Williams (PW)	Public – Rest of South and West Yorkshire
	Gemma Wilson (GW)	Staff – Nursing Support
	David Woodhead (DW)	Public – Kirklees
	<u>Attendees</u>	
	Laurence Campbell (LC)	Non-Executive Director
	Carol Harris (CH)	Director of Operations
	Dr Subha Thiyagesh (SThi)	Medical Director

### **MC/19/01 Welcome, introduction and apologies (agenda item 1)**

Angela Monaghan (AM), Chair, welcomed everyone to the meeting, apologies as above were noted.

AM reminded those in attendance that the meeting was a meeting held in public and not a public meeting. There were two members of the public in attendance.

### **MC/19/02 Declarations of interest (agenda item 2)**

There were no further declarations over and above those made in the annual return in April 2018 or subsequently.

AM advised she had a conflict of interest in relation to agenda item 5.1 Chair's appraisal and would leave the room for the discussion. Jackie Craven (JC) as Lead Governor would take the chair and Charlotte Dyson (CD) as Senior Independent Director would lead the discussion.

### **MC/19/03 Minutes of and matters arising 3 August 2018 (agenda item 3)**

**It was resolved to APPROVE the minutes of the Members' Council meeting held on 2 November 2018 as a true and accurate record.**

The following matters arising were discussed:

- MC/18/27f Governor engagement feedback (PLACE visits) - Alan Davis (AGD) advised that new nationally set criteria was due to be released and the Trust was hoping it would include governors as part of the process. We are instructed nationally on where the visits should take place. If the national process is delayed the Trust would do something similar at a local level. JC asked if the Trust would need to wait for training to conduct the visits. AGD commented that the training was linked to the national PLACE standards within the guidance and that the visits usually take place annually from February to April.
- MC/18/27f Governor engagement feedback (quality visits) - A paper is due to go to next MCQG. Phil Shire (PS) commented that engagement was an important part of the governor role and this would provide an opportunity for governors to have more meaningful involvement with the people we represent. AM commented that it was an important areas for the Trust to support governors further with.

Dr Nasim Hasnie (NH) asked for the presentation from the BAME annual event to be shared with governors.

**Action: Alan Davis / Emma Jones**

AM advised the Members' Council of changes to the membership of their Groups in accordance with the process agreed at the meeting on 2 November 2018. As self-nominations had only been received for the number of vacancies available the following were automatically appointed:

- Members' Council Co-ordination Group - new members Bob Clayden and Lisa Hogarth
- Members' Council Quality Group - new member Daz Dooler. A vacancy is still available for an appointed governor from one of our partner organisations.

AM thanked the governors for self-nominating and reminded governors that they continue to be welcome to attend the meeting of the Groups even if they are not formal members.

## **MC/19/04 Chair's report and feedback from Trust Board and Chief Executive's comments (agenda item 4)**

### Chair's report and feedback from Trust Board

AM commented that a written report had been included in the meeting papers and added the following:

- Trust Board met on 29 January 2019 which was a business and risk meeting and included the following agenda items:
  - A service user story which this time was regarding the benefits of agile working for staff and service users.
  - A detailed Chief Executive's report in terms of the wider local and national context in which the Trust is operating, as there was not a version of The Brief in December 2018 which usually covers those areas.
  - The Board Assurance Framework (BAF), which identifies the strategic risks to meeting the Trust's strategic objectives, what controls and assurance are in place, and any gaps to be addressed.
  - Corporate/organisational-level risk register (ORR) looking at likelihood and impact of risks, and controls and actions in place to mitigate them, including more detailed work on contingency planning for a potential "no deal" Brexit.
  - A paper on the NHS Long Term Plan and how it fits with the Trust's Strategy.
  - The Integrated Performance Report (IPR) for month 9 2018/19.
  - Developments in the Integrated Care Partnerships (ICSs) covering West Yorkshire & Harrogate, and South Yorkshire & Bassetlaw.
  - Governance items, including the review of the Trust Constitution, which is on the Members' Council agenda.
  - Governors continue to be encouraged to attend with Jeremy Smith (JS) attending on the 29 January 2019.
  - At the meeting on 29 January 2019 in private session the Board discussed a number of issues considered commercial in confidence, which included; the financial sustainability plan, which is a three year plan on how the Trust could work towards financial balance; the financial position for 2018/19; the draft operating plan guidance for 2019/20 including agreement of the control total, which is the Trust's financial outturn; the change in clinical record system (CRS) with inpatients due to go live at the end of February followed by community in March; developments in each ICS; and an End of Care Alliance agreement in Wakefield.
- The Trust Board also met as the Corporate Trustee for charitable Funds on 29 January 2019.

Stefanie Hampson (SH) commented, after completing training as a super user on what the new CRS could do, she had not seen individual team processes outlined in a process map and felt unclear on what level of responsibility would be placed on super users. Rob Webster (RW) commented that there had been a positive session at the Extended Executive Management Team (EMT) meeting, which includes senior managers and clinicians, about this. The first phase of the implementation was to get the system in, working and stable with enough fully trained people working across the first two weeks in inpatients. The week before, and for a period after, there will be floor walkers in the inpatient areas who are super users and can assist colleagues alongside various support documentation including videos, frequently asked question guides and specific how to guides which are being developed. A helpdesk will be open during the day with overnight support for emergencies. A bigger piece of work on further system improvements will be taking place alongside this. Salma Yasmeen (SY) added that 80% of the system was the standard software, other areas had been co-produced with people working in clinical areas. The feedback would be given to the programme team to help support staff to feel more confident, with knowledge and experience to be built over time. With any change it won't be easy but there are plans and a huge amount of support in place. Adrian Deakin (AD) commented in relation to change that there was the same level of nervousness when a paper based system was replaced with electronic.

There is a lot of support, access to super users, guidance and videos in place. It will be an evolving situation, and we expect people will be comfortable in a short period of time. RW commented that it was important for managers to support staff so they feel comfortable during a period of change.

NH commented, in relation to the Chair attending Wakefield district MPs system meeting, that he was pleased the Trust was communicating with MPs, and asked if these meetings take place in the other areas. AM commented that the Trust meets regularly with all MPs across the patch, however it was not the same as in North Kirklees and Wakefield where the MPs meet jointly with the Trust, the acute hospital and the Clinical Commissioning Groups. There are also meetings with key councillors from the local authorities. RW commented that it is essential the Trust has good connections to all levels of government.

#### Chief Executive's comments

RW commented that a detail report was included in the public papers for the Trust Board meeting held on 29 January 2019 and highlighted the following:

- Winter is a time of significant pressure in the system and it was important to focus on how the Trust supports staff who are visiting service users in the community.
- The dominance of Brexit in parliamentary time and the uncertainty around a potential “no deal” Brexit. The national team trigger contingency planning requirements in relation to this with the deputy Chief Executive of NHS England as the lead with local arrangements to be put in place. In relation to the NHS, areas of focus include the supply of staff, medicine, and food. AGD is the lead for the Trust, connecting into the local resilience forum and national agenda to make sure the Trust has the right contingency arrangements in place. AGD commented that it was important not to take action that may negatively impact others in the system, which is why it is important for the members of the local forum to work together. AD asked, in relation to unlicensed medication, if there would be an additional cost. Tim Breedon (TB) commented that it was being checked and would go to the Trust's Drugs and Therapeutic Group for review. Lin Harrison (LH) asked what the Trust's potential exposure was to staff leaving. AGD commented that there were 14 staff members that had come forward. Within the national guidance and local intelligence it is noted that the medium to long term impact of movement between countries needs to be the focus. The Trust was supporting these individuals as they are an important part of the organisation. Another impact is in the wider system as other organisations may have larger numbers, which could create vacancies in a limited pool of staff.
- The NHS Long Term plan has been published which sets out a 3.4% annual growth which should be invested and has a strategic framework similar to the strategy of the Trust. It covers areas including mental health and learning disabilities but currently does not include social care, local government and workforce with further information due later in the year. In April 2019, the Integrated Care Systems (ICSs) are expecting national guidance requesting ICS five year plans by the Autumn.
- The Trust's Operational Plan 2019/20, which includes contracting agreements with commissioners, will ensure the national guidance on investment and the mental health standards is included. The Operational Plan will include an agreed control total, which is the financial outturn the Trust plans to achieve and what is needed to deliver it.

Emma Jones (EJ) reminded governors that the discussions which took place at the joint Trust Board and Members' Council meeting on 2 November 2018 would feed into the Trust's annual planning.

## **MC/19/05 Members' Council business items (agenda item 5)**

### **MC/19/05a Chair's appraisal (agenda item 5.1)**

*The Chair, Non-Executive Directors and executive Directors left the room with the exception of CD, AGD. JC as Lead Governor took the chair for this item.*

CD took the governors in detail through the paper which provided an update on the robust processes undertaken as part of the Chair's appraisal. CD said there were five strands to the appraisal process:

1. Governors (Members' Council) were asked to assess the Chair's performance in an interactive session on 2 November 2018.
2. Directors (Trust Board) were asked to complete an online questionnaire.
3. Stakeholders (which included Chief Executive Officers of neighbouring NHS Trusts and Foundation Trusts, Clinical Commissioning Groups (CCGs), and Local Authorities were asked to complete an online questionnaire.
4. The Chair has undertaken a values based self-assessment, using the Trust's corporate appraisal framework.
5. The Deputy Chair/Senior Independent Director met with Non-Executive Directors, the Lead Governor, Chief Executive, and support to elicit their views on the Chair's performance.

The outcome of the process identified areas of strength and areas for the Chair to do less / more of. The process also included a review of the Chair's objectives for 2018 with four achieved and four partially achieved. The Chair's objectives were refreshed for 2019, some with more focus along with some areas of personal development.

AD asked in relation to the Chair's personal development, how will she strengthen her knowledge and understanding of mental health. CD advised this would be discussed further with the Chair and would come from a number of different areas including internal visits, networking, meetings and further reading. Further suggestions would be welcome.

AGD reminded governors of the discussion that took place at the Members' Council meeting on 2 November 2019 on the Chair and Non-Executive Director (NED) remuneration. The discussion was on the recommendation from the Nominations Committee which reviewed the Trusts remuneration compared to national benchmarking. The NED remuneration is a fixed point and the Members' Council agreed to an annual inflation rate of 1.5%. The Chair's remuneration is an incremental scale and it was felt that there should not be an annual uplift on the payscale as there is the opportunity for incremental progression. There were five points on the scale and movement up the scale is subject to satisfactory performance. Normally the Chair would progress one increment, however the Members' Council could agree to progress more than one scale if they felt it was appropriate.

Caroline Saunders (CS) asked for confirmation whether the increase included the 1.5% inflation rate. AGD advised that this year it had been agreed not to apply an inflation uplift but reminder governors that the remuneration was reviewed annually. The Chair is currently at the bottom of the payscale.

Bob Clayden (BC) asked if the incremental scale would remain the same throughout the current Chair's tenure. AGD commented the arrangements are reviewed annually in accordance with national benchmarking.

NH confirmed the process that had taken place at the Nominations Committee, which fed into the discussion at the Members' Council meeting on 2 November 2018, was comparing the Chair's and NED remuneration against national benchmarking data from NHS Providers. The decision for the Members Council is, based on the Chair's performance, should she receive any incremental progression effective from the anniversary of her appointment.

Bill Barkworth (BB) asked for confirmation of the current incremental scales. AGD advised it was currently £42,420pa - £45,450pa - £47,975pa - £50,500pa - £53,025pa.

JC sought confirmed from the Members' Council on the progression within the Chair's incremental remuneration scale.

**It was RESOLVED to RECEIVE the report on the Chair's appraisal and based on the Chair's performance AGREE that the Chair progressed to the second point in the Chair's incremental remuneration scale, backdated to her anniversary on 1 December 2018.**

Lin Harrison (LH) commented that she couldn't be more delighted with the Chair and felt the Chair and Chief Executive live the values of the Trust. LH commented that she felt progressing the Chair by one increment rather than two was consistent with how the Trust lived the values on the front line.

*The Chair, Non-Executive Directors and executive Directors returned to the room and AM resumed the Chair.*

CD advised the Chair of the resolution of the Members' Council.

#### MC/19/05b Quality Account – Mandated and local indicators (agenda item 5.2)

CD reported that each year the Trust was required to produce a Quality Account as part of the Annual Report and accounts. As part of the Quality Account there is a requirement for the Trust's External Auditors Deloitte to test data on two mental health mandated Key Performance Indicators (KPIs) and one local indicator. For the 2018/19 report the mandated indicators relate to early intervention in psychosis (EIP) of people experiencing a first episode of psychosis treated with a NICE approved care package within two weeks of referral, and inappropriate out-of-area placements for adult mental health services. The local indicator needs to be determined by the Members' Council.

The Members Council Quality Group recommended that the theme for the local indicator should be physical health monitoring in mental health service users as defined in CQUIN guidance. TB added that the local indicator needed to be an area that was measurable and where the Trust already collected the data, and that a number of the governors from the Members' Council Quality Group were in attendance if further information on the recommendation was needed.

**It was RESOLVED to:**

- **NOTE the proposed mandated indicators; and**
- **APPROVE the local indicator, as recommended by the Members' Council Quality Group.**

#### MC/19/05c Members' Council elections 2019 (agenda item 5.3)

EJ reported that the paper provided an update on the Members' Council election process for 2019 following the Chair's letter to governors on 7 January 2019. Nominations opened for the available seats on 1 February 2019 and would close on 1 March 2019.

AM commented governors could assist by talking to people who might be interested in putting themselves forward for election as well as promoting voting by members.

AD commented that the Trust had found it difficult to fill the vacant staff seat for social care staff working in integrated teams and asked if the staff member had to be employed by the local authority. EJ commented that this was previously the intention when the role was included in the Trust's Constitution. The Trust had written to current members who were within the constituency and also asked BDU deputy directors to bring it to the attention of staff working in their teams. AM suggested that if AD was aware of particular members of staff that may fit into

the category to provide the details to EJ for confirmation of eligibility. LH commented that she had been actively engaging with social care staff and the feedback received was that they felt the Freedom to Speak Up Guardian part of the role would not be manageable with their workload. AM clarified that being a Freedom to Speak Up Guardian was no longer a mandatory requirement for staff governors.

AM commented that an induction book for governors had been piloted in 2018/19 and provided to all governors. Governors were asked to provide any feedback on how it could be improved for 2019/20 to EJ.

**It was RESOLVED to RECEIVE the update.**

MC/19/05d Review of Trust's Constitution (agenda item 5.4)

EJ reported that historically the Trust had reviewed its Constitution every two years. The current version was reviewed in detail, which included a working group of governors from the Member's Council, and approved by Trust Board in January 2017 and Members' Council in February 2017. It is now due for review again and the recommendation was that the review takes place at the end of quarter 2 2019/20 to take into account any changes required as a result of national guidance. Governors again would be invited to take part in the review.

RW encouraged governors to provide any areas of feedback for consideration in the review, such as AD's previous comments on how staff constituencies were defined.

**It was RESOLVED to SUPPORT the proposal to review the Constitution (including the Standing Orders) and Scheme of Delegation at the end of quarter 2 2019/20.**

MC/19/05e Feedback from Annual Members' Meeting 2018 (agenda item 5.5)

AM reported that the paper provided feedback received on the Annual Members' Meeting (AMM) held on 17 September 2018 and planning for the meeting in 2019, including any potential themes following discussion by the Members' Council Co-ordination Group. EJ commented that two additional areas raised since the paper was written are for an equality update and celebration of 10 years as a Foundation Trust to be part of the presentation. These areas will also be considered in the planning for the event.

BC asked if the Trust had considered helping groups to get to the meeting location. AM commented that if there were any particular groups that the Trust may assist to advise so it can be looked into further. AD commented that there may be an issue with parking if there is a large member attendance and it was an area that should be considered. AM commented that access considerations were always part of the selection of the venue and planning for the event. SH commented that there was a free bus that transported people between Dewsbury Hospital and Pinderfields Hospital that could be used. Debbie Newton (DN) commented that she could talk to her Trust to see whether this was an option.

**Action: Emma Jones / Debbie Newton**

RW commented that by celebrating 10 years as a Foundation Trust could provide an opportunity for the Trust to reboot what it is to be a membership organisation, one that is owned by the staff and accountable to the public. The Trust could point back over a decade in the areas that we have invested in such as estates, creative minds, and how we meaningfully engage with people. The Trust wants to continue that engagement so that the communities we serve feel connected and supported to stay well.

RW commented that as we move towards supporting people being digitally enabled a further area to consider was whether the meeting could be streamed live.

**Action: Salma Yasmeen / Emma Jones**



AM commented that the suggested theme was around children and young people and after further feedback and discussion this may also include engagement and self-care. RW commented that the self-care could include child health. NH commented that it was important to be inclusive and include engagement and suggested that as part of the planning to consider schools being invited to attend.

**Action: Emma Jones**

**It was RESOLVED to RECEIVE the update and provide any further feedback to assist with planning for the AMM in 2019.**

**MC/19/05f Governor engagement feedback (agenda item 5.6)**

AM reported that the paper had been compiled from information provided by governors on events they have attended. The item continues to be a standing item on the Members' Council agenda as an opportunity for governors to formally feedback on the events they have attended and for other governors to ask them questions.

**It was RESOLVED to RECEIVE the details provided from governors on events attended.**

**MC/19/06 Integrated Performance Report Quarter 3 2018/19, focus on Freedom to Speak Up, and Estate Strategy update (agenda item 6)**

**Integrated Performance Report Quarter 3 2018/19**

The key messages from the Integrated Performance Report were presented by Rachel Court (RC), Tim Breedon (TB) in relation to quality, Mark Brooks (MB) in relation to national metrics and finance, and AGD in relation to workforce. Full performance reports are available in Trust Board papers and on the Trust's website.

CS asked if the children and young people placed in adult beds were under the age of 16. RC commented that they were under 18, and generally young people aged between 16 and 18. TB commented that while the numbers had reduced it was an issue the Board keeps focus on, noting that it was only used when it was the least worst option for the service user, and that appropriate safeguards were put in place.

BC asked if the learning disability referrals also included those with dementia. TB confirmed they were included.

BC asked if the change in clinical records systems to SystmOne would assist with information governance (IG) incidents and whether there was any theme. MB commented that there had been no themes other than they are through individual human error or where details weren't up to date with the national spine. An example given was that an incident may be in relation to a child where the child moved between parents and an update hadn't been provided. Part of the implementation of SystmOne needed to ensure there was training and systems in place to prevent errors wherever possible. JC commented that a year ago the indicator was RAG rated green and now it was red and asked if anything had changed. MB commented that in May 2018 when the new General Data Protection Regulations (GDPR) were introduced it changed the level of reporting, which meant more incidents were reportable.

NH asked, in relation to the staff turnover rate, whether the reasons for leaving were being captured in exit interviews and what the level of turnover was. RC commented that retention was an area of focus for the Workforce & Remuneration Committee and it was being refined. AGD commented that staff may leave for a range of issues including workload pressures or career progression within the NHS. One of the important parts of the annual values based appraisal was to have these discussions to try to retain staff. The Trust has a 12% turnover rate of total workforce against the Trust set target of between 8-10%. RW commented that another

area of information is through staff surveys, whether there are any hotspots in particular areas or professions to look at focused solutions.

SH commented in relation to temporary staff, where they are on a fixed term contract, that work should take place prior to the contract finishing, placing them on the at-risk register and trying to find another role for them within the Trust. AGD commented that areas such as speed of recruitment process and ease of internal transfers were being looked at as it was important to assist in keeping talent within the organisation.

NH asked in relation to safer staffing, where some areas have lower numbers whether this could be applied to other areas. TB commented that the Trust uses learning from other areas, and some areas may need to use more staff than planned such as in specialist services where there may be higher levels of acuity in service users. NH asked why the percentages were different at night. TB commented that it was sometimes due to the way the shifts were planned and that there could also be more activity and pressures during the day compared to at night.

AD asked in relation to the increase in flu vaccinations, whether the increase in sickness absence was understood. TB commented that the sickness absence rates were while vaccinations were taking place and it was hoped a decrease in sickness absence would now be seen.

#### Focus on Freedom to Speak Up

The key messages from the work taking place around Freedom to Speak Up were presented by Adrian Deakin (AD) and Estelle Meyers (EMe), Practice Governance Coach and Freedom to Speak Up Guardian.

The Chair thanked the guardians for the important role they play on behalf of the Trust.

NH commented that the presentation stated that staff should first go to their line manager and asked if the wording should instead say that staff would usually instead. EMe commented that it was hoped that line managers are approachable which is why they should speak to them first, if the matter related to a line manager guardians would be able to assist the member of staff.

NH commented that the staff equality networks should be included as a part of the process. AGD commented that previously the Trust's guardians were only staff governors, and this had now been opened to further staff including the staff equality networks. LH commented that part of the guardians' role was to support culture change so that staff felt they could speak up.

BB asked if the guardians were receiving enough support from the Trust. EMe commented that they were receiving peer support and also support through AGD or RW. AD commented that an important part was that the guardians own line management structures accepted that it is an important part of their role and advised that his line manager did in terms of the time commitment. AD added that CD had also taken the Non-Executive Director lead for Freedom to Speak Up.

#### Estate Strategy update

An Estate Strategy update had been reviewed by the Trust Board and was provided to all governors for noting.

### **MC/19/07 Closing remarks, work programme, and dates for 2019 (agenda item 7)**

AM thanked the governors for their attendance and input.

#### Meeting feedback

A hardcopy form was available for governors should they wish to provide feedback on the meeting, which would also be circulated electronically.

### Work programme

The work programme for 2019 was included with meeting papers for noting.

### Dates for 2019

The dates for the Members' Council meetings in 2019-20 held in public were noted as follows:

- Friday 1 February 2019 (Barnsley) – 9.30am, Legends Suite, Barnsley Football Club, Grove Street, Barnsley S71 1ET.
- Friday 3 May 2019 (Kirklees) – 12noon, Conference Room 1, Textile Centre of Excellence, 5 Red Doles Lane, Huddersfield, HD2 1YF.
- Friday 2 August 2019 (Calderdale) – 12noon, Venue to be confirmed.
- Monday 16 September 2019 - Annual Members' Meeting (Wakefield) – Times to be confirmed, Large Conference Room, Wellbeing & learning centre, Fieldhead Hospital, Ouchthorpe Lane, Wakefield, WF1 3SP.
- Friday 1 November 2019 (Wakefield) – 9.30am, Large Conference Room, Wellbeing & learning centre, Fieldhead Hospital, Ouchthorpe Lane, Wakefield, WF1 3SP.
- Friday 31 January 2020 (Barnsley) – 9.30am, Legends Suite, Barnsley Football Club, Grove Street, Barnsley S71 1ET.

The Members' Council were advised of some further meetings coming up for governors:

- West Yorkshire Mental Health Services Collaborate (WYMHSC) Joint Non-Executive Director and Governor Event on 4 April 2019 - 9.30-12.30pm in central Leeds - Governors were asked to save the date, further details to follow.
- NHS Providers GovernWell shared training - the Trust is working with neighbouring foundation trusts on the potential to share NHS Provider training at a location in central Leeds to make it more accessible. Once a date has been confirmed expressions of interest from governors will be sought and names drawn for available places.
- NHS Providers Regional Governor Workshop on 4 April 2019 - expressions of interest were sought from all governors and names drawn for the four available spaces. Phil Shire, Bob Clayden, Jeremy Smith, and Bill Barkworth will attend on behalf of the Members' Council and provide an update at the next meeting.
- NHS Providers Annual Governors' Focus Conference 9 May 2019 - the Lead Governor would attend on behalf of the Members' Council and provide an update following.
- Equality Delivery System (EDS2) events - governors are welcome to attend the events co-ordinated by the Clinical Commissioning Groups (CCGs) responsible for Calderdale, Kirklees and Wakefield and the Trust is coordinating an event for Barnsley as observers. Details have been circulated to governors.

**Signed:**

**Date:**

## MEMBERS' COUNCIL 1 FEBRUARY 2019 – ACTION POINTS

 = completed actions

### Actions from 1 February 2019

Minute ref	Action	Lead	Timescale	Progress
MC/19/03 Minutes of and matters arising 3 August 2018	Dr Nasim Hasnie (NH) asked for the presentation from the BAME annual event to be shared with governors.	AGD / EJ		Complete. Presentation circulated to governors.
MC/19/05e Feedback from Annual Members' Meeting 2018	SH commented that there was a free bus that transported people between Dewsbury Hospital and Pinderfields Hospital that could be used. Debbie Newton (DN) commented that she could talk to her Trust to see whether this was an option.	DN / EJ	August 2019	To be discussed as part of the planning for the 2019 event.
	RW commented that as we move towards supporting people being digitally enabled a further area to consider was whether the meeting could be streamed live.	SY / EJ	August 2019	To be discussed as part of the planning for the 2019 event.
	NH commented that it was important to be inclusive and include engagement and suggested that as part of the planning to consider schools being invited to attend.	EJ	August 2019	To be discussed as part of the planning for the 2019 event.

### **Outstanding actions from 2 November 2018**

<b>Minute ref</b>	<b>Action</b>	<b>Lead</b>	<b>Timescale</b>	<b>Progress</b>
MC/18/34 Minutes and actions of the previous meeting held on 3 August 2018 (MC/18/27f Governor engagement feedback (service visits))	Lisa Hogarth (LHo) commented that she would provide a list of Allied Healthcare Professionals who would be willing to arrange governor visits to services. Adrian Deakin (AD) commented that there may be potential for governors and Trust Board members to attend patients' council meetings. Lin Harrison (LH) commented that there may be potential for governors and Trust Board members to attend Multi-Disciplinary Meetings (MDT). AM commented that any visits would be coordinated by the Membership office. Governors to provide information on meetings to Emma Jones (EJ).	All		Ongoing (see action from 3 August 2018).
	Mike Doyle (MD) commented that there were quality visits that governors may be able to attend. AM requested that the details be provided.	MD / TB		In progress (see action from 3 August 2018).
MC/18/38 Performance Report Quarter 2 2018/19 (Focus on sickness absence)	AM commented that the Members' Council Co-ordination Group could also consider timing for a further discussion by Members' Council, with the possibility for a staff governor to present.	AM / JC		In progress. On the list of possible items for consideration by the Members' Council Co-ordination Group.

### **Outstanding actions from 3 August 2018**

<b>Minute ref</b>	<b>Action</b>	<b>Lead</b>	<b>Timescale</b>	<b>Progress</b>
MC/18/27f Governor engagement feedback (service visits)	Carol Irving (CI) asked what opportunities were available for governors to be more visible within the Trust to be able to talk to staff, service users, carers, members and the public so that governors can develop their skills and bring back any areas of concern. AM commented that when information is received in relation to public engagement events these are circulated to governors, such as the Commitment to Carers events. EJ commented that other events also included the West Yorkshire & Harrogate Health and Care Partnership engagement event and	EJ		Ongoing. Members' Council Co-ordination Group to consider opportunities for governors to be more visible within the Trust to be able to talk to staff, service users, carers, members and the public as part of the development action plan.

Minute ref	Action	Lead	Timescale	Progress
	West Yorkshire Mental Health Services Collaborative joint Governor / Non-Executive Director event. This is an area that the Members' Council Coordination Group can consider as part of the development needs of governors.			
	TB commented that the Members' Council Quality Group would also be discussing governor attendance at quality visits to services.	TB		In progress. Requirements being discussed with Members' Council Quality Group.

## Members' Council 3 May 2019

### Chair's Report

The papers provided to the Members' Council, plus the monthly Brief now circulated to Governors, provide comprehensive and up-to-date information on Trust performance and activity. This Chair's report aims to supplement these by highlighting:

- Discussion at Board meetings
- Chair activity
- other issues believed to be of relevance and interest to Governors

#### 1. Discussion at Board meetings

Since the Chair's previous report, the Board has met three times:

- a. As reported verbally at the last Members' Council meeting, the **January** Board took place in Wakefield and was a *business and risk* meeting. One governor was in attendance. The meeting began with a **service user story** from Barnsley, which addressed the impact of agile working on both service users and staff, which was largely positive.

The Board agenda and discussion covered:

- the Chief Executive's report on **strategic context**;
- the **Board Assurance Framework (BAF)**, which identifies the strategic risks to meeting the Trust's strategic objectives, and the **organisational-level risk register** (ORR), plus a more detailed report on the contingency planning for a 'no deal' Brexit;
- Business developments in the West Yorkshire & Harrogate Health and Care Partnership and the South Yorkshire & Bassetlaw Integrated Care System (ICS);
- The month 9 **integrated performance report (IPR)**;
- An update on the **estate strategy**, which showed good progress; and
- Public minutes from **partnership boards** and assurance from **Board committees**.

In the private session the Board discussed the following issues:

- commercially confidential **financial matters**;
- an update on the development of our **financial sustainability plan**;
- our draft **operational plan 2019/20**;
- commercially confidential **risks**;
- commercially confidential developments in both of our **integrated care systems**, including a draft of the Wakefield end of life care alliance agreement; and
- an update on implementation of the new **clinical records system**, SystemOne.

The Trust Board also met as the **Corporate Trustee** for charitable Funds and discussed:

- performance in EyUp! and the linked charities;
  - assurance from the Charitable Funds Committee;
  - our **ethical income statement**; and
  - our **reserves policy**.
- b. The **February** meeting was a *strategic* board, which is held in private. We discussed the NHS Long Term Plan in some detail and considered the impact on the Trust's 2019/20 operational plan, financial sustainability plan and Board Assurance Framework. We also reviewed Rob Webster's dual role as Chief Executive of SWYPFT and Lead Executive for the West Yorkshire Health and Care Partnership (WYHCP).
- c. The **March** Board was a *performance and monitoring* meeting and took place in Halifax. The meeting opened with a **service user story** from BBC correspondent Horatio Clare, who talked about his experience of being sectioned under the Mental Health Act in one of our acute inpatient wards. This story was broadcast on BBC radio 4 earlier this year in *From our home correspondent*.

At this meeting the Board discussed:

- the Chief Executive's report on strategic context, including the February edition of *The Brief*, which is circulated to governors. This included briefings on CQC's report *Monitoring the Mental Health Act in 2017/18*; CQC's review of the first year of *Learning from deaths*; and a consultation on possible changes to legislation affecting health and care;
- our month 11 **integrated performance report**;
- a report on our 2018 **staff survey** results;
- an update report on the implementation of our new **clinical records system**, SystemOne;
- a report on our **Freedom to Speak Up Guardians**, including a new Freedom to Speak Up vision and strategy;
- reports on developments in our two **integrated care systems** (ICSs);
- approval of our revised **healthcare deaths policy**;
- agreement that we have met our statutory requirements for **Eliminating Mixed Sex Accommodation (EMSA) and the Data Security and Protection Toolkit** (previously known as the Information Governance Toolkit) in 2018/19;
- a report on our **Brexit contingency plan**; and
- receipt of public partnership board minutes and assurance and receipt of minutes from **Board committees**.

The Board also responded to a questions and comments from governors who were in attendance.

In the private session the Board discussed the following issues considered to be commercial in confidence:

- commercially confidential **financial matters**, including the full year forecast for 2018/19 and **contract discussions** with our commissioners for 2019/20;



- discussion and agreement of our revised **strategic objectives**;
- the final draft **operational plan** for 2019/20, including acceptance of our 2019/20 financial control total;
- updates on ongoing enquiries into **serious incidents**;
- commercially confidential developments in both of our **integrated care systems**; and
- an update on implementation of the new **clinical records system**, SystmOne.

Following the board meeting, board members took part in a briefing on health and safety.

- d. The **April** Board meeting, which is a *business and risk* meeting, is taking place just prior to the Members' Council on 30 April in Huddersfield and I will be able provide a verbal update at the Members' Council meeting. There is also a meeting of the Corporate Trustee on the same date.

Governors are welcome to attend all public Board meetings and there is the opportunity to raise questions and comments at the end of each meeting. Papers are available on our website a week before at [www.southwestyorkshire.nhs.uk/about-us/how-we-are-run/trust-board/meeting](http://www.southwestyorkshire.nhs.uk/about-us/how-we-are-run/trust-board/meeting) and for all previous meetings.

## 2. Chair and NED activity in the last quarter

To support governors in their role of holding the Chair/Non-executive directors (NEDs) to account, this section highlights the range of activity in which they have been engaged since the previous Members' Council meeting.

In addition to the activity noted below, the chair and NEDs have prepared for and chaired/attended board committees, most of which take place quarterly. These are the audit committee, clinical governance & clinical safety committee, workforce & remuneration committee, Mental Health Act Committee, equality & inclusion forum, charitable funds committee, and nominations' committee.

- **Chair** engagement with SWYPFT staff, governors, volunteers, service users and carers:
  - monthly meetings with Lead Governor Jackie Craven
  - monthly Trust Welcome Events for new staff and volunteers
  - Creative Minds strategy development
  - Spirit in Mind conference- *Engaging with Compassion*
  - annual review meetings with all governors (2 remaining)
  - executive management team (EMT) finance meeting
  - visit to HM Youth Offender Institute Wetherby mental health team
  - Members' Council coordination group
  - consultant interview panels
  - extended executive management team (EMT) (monthly)
  - 1:1 meetings with chief executive, Rob Webster (monthly)
  - Induction of new Insight Programme candidate
  - NEDs quarterly meeting
  - 1:1 meetings with deputy chair (monthly)

- **Chair** attendance at external meetings and events:
  - 1:1 meetings with chairs of Calderdale & Huddersfield NHS FT, Greater Huddersfield CCG, North Kirklees CCG
  - input to Aspiring Chief Executives development day (London)
  - West Yorkshire Mental Health Services Collaborative committees in committee meeting, plus handover meeting with previous chair
  - West Yorkshire & Harrogate Health and Care Partnership Board development session
  - Barnsley Integrated Care Partnership Group meeting (monthly)
  - Individual meetings with MPs: Yvette Cooper, Tracy Brabin.
  - meeting of NHS system leaders and MPs for Wakefield and North Kirklees
  - stakeholder panel for recruitment of new chair at Mid Yorkshire Hospitals NHS Trust
  - Matthew Swindells, National Director Operations, NHS England
  - NHS Providers chairs and CEOs network (London)
  - Preventing Deaths in People with a Learning Disability conference (Manchester)
- **NED** activity:
  - BAME staff network meeting
  - service visits: community mental health team; Kirklees Recovery College
  - NEDs quarterly meeting
  - panel for BoardPad tender process
  - new clinical record system programme steering group (monthly)
  - executive management team (EMT) finance meeting (monthly)
  - Quality risk panel meetings (monthly)
  - Meeting with internal audit

### **3. Nominations' Committee**

The Nominations' Committee met on 9 April and discussed the following agenda items:

- Nominations' committee annual report and revised terms of reference
- Review of skills and expertise required on the board
- Lead Governor appointment process
- Committee work plan for 2019/20

There are papers relating to the first three topics for the Members' Council to consider at this meeting.

I and the NEDs would be happy to answer questions relating to any of the above topics.

**Angela Monaghan, Chair**  
**15 April 2019**

Members' Council  
3 May 2019

<b>Agenda item:</b>	6.1
<b>Report Title:</b>	Re-appointment of Non-Executive Director
<b>Report By:</b>	Chair of the Trust and Members' Council on behalf of the Nominations Committee
<b>Action:</b>	To approve

Purpose and format

To propose that the Members' Council approve a recommendation from the Nominations' Committee that Chris Jones be re-appointed as a Non-Executive Director (NED) for a period of 3 years from 3 May 2019.

Recommendation

**The Members' Council is asked to SUPPORT the recommendation from the Nominations' Committee to reappoint Chris Jones as a Non-Executive Director for a period of 3 years from 3 May 2019.**

Background

1. The role of the Nominations' Committee is to ensure the right composition and balance of the Board and, secondly, to oversee the process for the identification, nomination and appointment of the Chair and Non-Executive Directors (NEDs), Deputy Chair/Senior Independent Director, and the Lead Governor.

At its meeting on 9 April 2019, the Nominations' Committee considered the terms of office of the current NEDs on the Board, and the current skills requirements of the Board.

2. In accordance with the Trust's Constitution under the Standing Orders for the Practice and Procedure of the Trust Board (within the Trust's Constitution), section 3.8 states: *"The Chair and Non-Executive Directors will be appointed by the Members' Council for an initial period of three years or as determined by the Nominations Committee... Non-Executive Directors may be re-appointed for a further three years (up to a maximum of nine years), subject to approval by the Members' Council following confirmation by the Chair that they have performed effectively and remain committed to the role. Appointments beyond six years will be subject to annual review."*
3. At the Members' Council meeting on 27 April 2018, it was reported that Chris Jones would not be seeking reappointment following completion of his first 3-year term of office as a NED, and he stepped down on 31 July 2018. At the time, Chris advised the following:

*“As discussed, I can confirm my decision not to seek a second term as a Non-Executive Director. My decision is based on the recent changes in my working situation, which will inevitably impact on my ability to discharge my role as NED to the standard I would want, and which colleagues on the Board should expect. I will continue to support the Board and the committees I am a member of until the end of my three-year term.”*

What wasn't reported at the time was that Chris was suffering from a serious health condition, which, shortly after leaving the Trust, led to him stepping down from his position as Interim Chief Executive at Bradford College. Following intensive treatment, Chris has made us aware that he is now fit to return to work and is actively seeking an NHS NED role again.

4. In 2018, the Trust went out to recruit two new NEDs, with the aim of one being financially qualified to replace Chris Jones (who is a qualified accountant). The result of this extensive recruitment exercise was that two NEDs were recruited, Erfana Mahmood and Sam Young, neither of whom is financially qualified. None of the financially qualified candidates who came forward during that recruitment exercise met the required standard for the Board. This means that the Board currently has only one financially qualified NED, Laurence Campbell, whose second term of office will come to an end on 31 May 2020.
5. The Trust has a deficit financial plan for 2019/20 and is facing significant financial challenge this year and in the medium-term. Consequently, the Trust needs to ensure that its financial governance is as strong and effective as possible, and can expect to experience additional scrutiny from its regulators, NHS Improvement (NHSI) and the Care Quality Commission (CQC). The Trust Board has already strengthened financial oversight and governance through the introduction of monthly finance discussions between the Executive Management Team (EMT) and NEDs, plus the establishment of a Board sub-group to oversee production of a 3-year financial sustainability plan. The Board now feels that an additional NED with strong financial skills is required to provide further oversight and challenge, for at least the period of the financial sustainability plan (3 years).
6. The CQC have recently advised us verbally that our 2019 Well-led Review will take place on 11/12 June 2019, and we will also be having a financial governance review by NHSI at the same time.
7. NED Rachel Court stepped down on 31 March 2019, as planned. This means there is currently a vacancy on the Board for a NED. There is not a requirement to fill this vacancy in order to maintain the required majority of NEDs as we currently only have five voting Executive directors on the Board; however, we do have the capacity to recruit an additional NED if required.
8. The remuneration for a NED is £13,584 per annum.

### Considerations at the Nominations' Committee

9. At the Nominations' Committee meeting on 9 April 2019, members acknowledged the current financial and regulatory challenges facing the Trust, and the fact that Laurence Campbell, currently the only financially qualified NED, would complete his second term of office on 31 May 2020.
10. It was noted that the appointment of an additional NED with financial skills is supported by the executive, as they believe this will provide additional scrutiny and support in a testing financial year. They will manage the communications and cultural risks associated with potentially being seen to invest in governance and leadership at a time when budgets are under pressure.
11. It was **agreed** unanimously that the Trust should seek to increase the level of financial expertise on the Board as soon as possible in order to strengthen financial governance and oversight.
12. The Nominations' Committee then considered the case for appointing Chris Jones, in order to meet that requirement.

### The case for appointing Chris Jones

13. The Nominations' Committee heard that Chris Jones was very effective as a NED during his first term of office and that he has the respect of the rest of the Board. He has a deep understanding of finance and the link between finance and quality, strong values and offers insightful challenge. During his first term of office, he chaired the Mental Health Act Committee and was a member of the Audit Committee and the Equality & Inclusion Forum.
14. Members of the Nominations' Committee had available to them copies of:
  - a. Chris Jones' CV and supporting statement from 2015;
  - b. The Penna (external recruitment consultancy) assessment on Chris Jones from the 2015 recruitment process;
  - c. Chris Jones' 2018 Trust Board profile; and
  - d. 360 feedback from Chris Jones' 2018 appraisal (which was conducted by the Chair, Angela Monaghan).
15. It was agreed that re-appointing Chris Jones is a better course of action than going through an open market recruitment exercise at this point in time because:
  - a. he was originally appointed through a rigorous open market recruitment process and fully meets all our requirements;
  - b. we have recently tested the market for a financially qualified NED and were unsuccessful;
  - c. he is available to start immediately and will be able to 'hit the ground running' due to his existing knowledge of the Trust; and
  - d. it is costly and time-consuming to recruit.
16. The Nominations' Committee emphasised the importance, should Chris Jones be re-appointed, of him being subject to the same rigorous due diligence checks as apply to all newly appointed NEDs. This will include seeking a new references from his most recent employer, Bradford College.

17. Following a full discussion, it was **agreed** unanimously that the Nominations' Committee should recommend that the Members' Council re-appoint Chris Jones for a period of 3 years from 3 May 2019.

18. Background information on Chris Jones is attached. A file of further information, including his CV, references and other supporting documentation, will be available at the meeting, and the Chair will be happy to answer any questions regarding his previous experience and performance.

*Nominations Committee members: Angela Monaghan, Marios Adamou, Jackie Craven, Nasim Hasnie, Ruth Mason*

**Members' Council 3 May 2019**  
**Re-appointment of Chris Jones as a Non-Executive Director of the Trust**

Chris Jones is being recommended for a further 3-year term as a Non-Executive Director (NED) of South West Yorkshire Partnership NHS Foundation Trust (SWYPFT) from 3 May 2019 to 2 May 2022.



**Background**

Chris was first appointed a NED of SWYPFT on 1 August 2015 and completed his first term of office on 31 July 2018. Chris did not seek reappointment for a second term at that time for personal reasons.

The following information is taken from his Trust Board profile for 2018.

<b>Summary of relevant qualifications</b>	<ul style="list-style-type: none"> <li>➤ BA Hons Economics, Accounting and Financial Management</li> <li>➤ Member Chartered Institute of Public Finance and Accountancy</li> </ul>
<b>Current areas of interest in the trust, including committee membership</b>	<p><u>Areas of interest:</u></p> <ul style="list-style-type: none"> <li>➤ Leadership</li> <li>➤ Workforce development</li> <li>➤ Engagement</li> </ul> <p><u>Committee membership</u></p> <ul style="list-style-type: none"> <li>➤ Audit Committee</li> <li>➤ Mental Health Act Committee</li> </ul>
<b>Summary of experience/ areas of interest</b>	<ul style="list-style-type: none"> <li>➤ Qualified accountant with previous experience in public and private sectors including the NHS</li> <li>➤ 7 years as Principal and Chief Executive of Calderdale College</li> <li>➤ Formerly a member of the Calderdale Safeguarding Children Board</li> <li>➤ Interested in leadership and governance and the impact on service standards and organisational performance</li> <li>➤ Interim CEO at Bradford College</li> </ul>
<b>Key development areas over the next 12 months</b>	<ul style="list-style-type: none"> <li>➤ Use of performance indicators to monitor performance</li> <li>➤ New relationships with partners</li> <li>➤ Continuing to develop services which meet user needs</li> </ul>

Chris was very effective as a NED during his first term of office and he has the respect of the rest of the Board. He is a qualified accountant and has a deep understanding of finance and the link between finance and quality. He offers insightful challenge at the Board and demonstrates strong commitment to the values of the Trust.

360 feedback provided for his 2018 appraisal noted that Chris:

- is clear thinking and very helpful in clarifying the underlying issues
- has a strong understanding of finance, risk, IT issues along with a broad business sense from the roles he has carried out in his career
- is robust and knows his own mind, but always respectful

- always provides a unique point of view to help widen debate which helps to open up discussion
- is very shrewd and you know if he asks a question it is well thought through
- often gets to the heart of an issue
- makes a strong contribution at Board
- will often ask for further clarification and information to ensure deeper conversation or understanding
- takes a strategic view and is able to see the bigger picture
- always considers the impact upon users and carers of our decisions
- brought leadership of the Mental Health Act Committee that ensured the patient was in the centre of discussions and that our delivery of the MHA is in line with our values
- will often bring to the table the need to address inequalities and consider impact on staff of change
- is an asset to the Board
- will be a difficult act to follow and in my NHS experience is as good a NED with a finance background you are likely to find

Shortly after leaving SWYPFT in 2018, Chris stepped down from his position as Interim Chief Executive of Bradford College due to serious ill-health. Following intensive treatment, he is now fit to return to work and is actively seeking an NHS NED role.

I have no hesitation in recommending him for re-appointment.

**Angela Monaghan**  
Chair



**Members' Council  
3 May 2019**

<b>Agenda item:</b>	<b>7.1</b>
<b>Report Title:</b>	<b>Process for the appointment of Lead Governor</b>
<b>Report By:</b>	Chair of the Trust and Members' Council
<b>Action:</b>	To agree

**EXECUTIVE SUMMARY**

Purpose and format

The purpose of this paper is to review and reconfirm support for the current process for the appointment of a Lead Governor. This has been reviewed by the Members' Council Co-ordination Group and Nominations Committee. The current Lead Governor's appointment in this role ends on 31 July 2019.

Recommendation

**The Members' Council is asked to REVIEW and SUPPORT the process for the appointment of a Lead Governor.** Note, following this review, self-nominations will then be requested from publicly elected governors for consideration by the Nominations Committee at its meeting on 18 July 2019. The Nominations Committee will then make a recommendation for appointment to the next Members' Council meeting on 2 August 2019.

Background

Since October 2009, the Trust has been required by its Regulator, NHS Improvement (Monitor), to appoint a Lead Governor. The main duties of the Lead Governor are included in the attachment. This document has been updated to include a section on time commitment. Also attached is the appendix from Monitor's NHS Foundation Trust Code of Governance on the role of a nominated lead governor.

Process

The Members' Council has previously agreed that the Lead Governor should be appointed from publicly elected governors and that this process should be overseen by the Nominations Committee. The current process agreed is as follows:

<b>Step 1</b>	Publicly elected Council Members are invited to self-nominate supported by a brief written explanation of why they are putting themselves forward and evidencing how they would be able to fulfil the role.
<b>Step 2</b>	The Nominations Committee will review and shortlist the self-nominations and invite shortlisted candidates to make a brief presentation answering questions based on their 'application'.
<b>Step 3</b>	The Nominations Committee will then consider the self-nominations and make a recommendation to the full Members' Council.

The process and attached documents were reviewed and supported by both the Members' Council Co-ordination Group at their meeting on 11 March 2019 and Nominations Committee at their meeting on 9 April 2019.

*Members' Council Co-ordination Group members: Jackie Craven, Neil Alexander Bill Barkworth Bob Clayden, Charlotte Dyson, Lisa Hogarth, Ruth Mason, Angela Monaghan, Jeremy Smith, Paul Williams*

*Nominations Committee members: Angela Monaghan, Marios Adamou, Jackie Craven, Nasim Hasnie, Ruth Mason*

## Lead Governor arrangements

Since October 2009, the Trust has been required by its regulator, NHS Improvement (previously Monitor), to appoint a Lead Governor. The role of a nominated lead governor is outlined in Monitor's The NHS Foundation Trust Code of Governance (Appendix B). The main duties of the Lead Governor are to:

1. act as the communication channel for direct contact between NHS Improvement and the Members' Council;
2. chair any parts of Members' Council meetings that cannot be chaired by the person presiding (that is, the Chair or Deputy Chair of the Trust) due to a conflict of interest in relation to the business being discussed;
3. be a member of Nominations' Committee (except when the appointment of the Lead Governor is being considered);
4. be involved in the assessment of the Chair and Non-Executive Directors' performance;
5. be a member of the Quality Group to support the Trust in the development of its Quality Accounts;
6. Chair the Co-ordination Group to assist in the planning and setting of the Members' Council agenda and governor development
7. support new governors;
8. support the Trust/Members' Council Chair in dealing with governor conduct issues; and
9. liaise with the Chair of the Trust/Members' Council.

The individual appointed should be confident they can undertake the duties outlined above and be able to deal with senior personnel at NHS Improvement should the need arise. The individual should also:

- have the confidence of governors and of Trust Board;
- be able to commit the time necessary should the need arise, which may be at very short notice;
- have effective communication skills, including the ability to influence and negotiate;
- be able to present a well-reasoned argument;
- be committed to the success of the Trust and to its mission, vision, values and goals;
- have the ability to chair both large and small meetings effectively;
- be able to act as an ambassador for the Members' Council and the Trust;
- have the ability to work with others as a team and to encourage participation from less experienced governors; and
- demonstrate an understanding of the Trust's Constitution and how the Trust works with other organisations.

### Time commitment - meetings

In addition to attendance at Members' Council meetings (held quarterly), the Lead Governor will be **required** to:

- undertake induction on appointment;
- attend one-to-one meetings with the Chair of the Trust (held quarterly);
- act as chair for items at Members' Council meetings where the Chair of the Trust has a conflict of interest;
- be the chair of and attend Members' Council Co-ordination Group meetings (held quarterly, in Fieldhead);
- be a member of and attend Members' Council Quality Group meetings (held quarterly in Fieldhead);

- be a member of and attend Nominations' Committee (held as required in Fieldhead);
- act as chair for items at Nominations' Committee meetings where the Chair of the Trust has a conflict of interest;
- attend and represent the governors at the Annual Members' Meeting (held annually in different locations within the Trust's geography);
- take part in any Chair or Non-Executive Director (NED) recruitment processes (NED recruitment is next due in early 2020); and
- attend an annual one-to-one review meeting with the Chair of the Trust.

The Lead Governor **may** also:

- attend training and development sessions, both internal and external to the Trust, including the NHS Providers Annual Governor conference (held annually in London); and
- attend Trust events appropriate to the role.

#### Process for appointment

The Members' Council has previously agreed that the Lead Governor should be appointed from publicly elected governors and that this process should be overseen by the Nominations' Committee. The process agreed is as follows.

<b>Step 1</b>	Publicly elected Council Members are invited to self-nominate supported by a brief written explanation of why they are putting themselves forward and evidencing how they would be able to fulfil the role.
<b>Step 2</b>	The Nominations' Committee will review and shortlist the self-nominations and invite shortlisted candidates to make a brief presentation answering questions based on their 'application'.
<b>Step 3</b>	The Nominations Committee' will then consider the self-nominations and make a recommendation to the full Members' Council.

## Appendix B: The role of the nominated lead governor

The lead governor has a role to play in facilitating direct communication between Monitor and the NHS foundation trust's council of governors. This will be in a limited number of circumstances and, in particular, where it may not be appropriate to communicate through the normal channels, which in most cases will be via the chairperson or the trust secretary, if one is appointed.

It is not anticipated that there will be regular direct contact between Monitor and the council of governors in the ordinary course of business. Where this is necessary, it is important that it happens quickly and in an effective manner. To this end, a lead governor should be nominated and contact details provided to Monitor, and then updated as required. The lead governor may be any of the governors.

The main circumstances where Monitor will contact a lead governor are where Monitor has concerns as to board leadership provided to an NHS foundation trust, and those concerns may in time lead to the use by Monitor's board of its formal powers to remove the chairperson or non-executive directors. The council of governors appoints the chairperson and non-executive directors, and it will usually be the case that Monitor will wish to understand the views of the governors as to the capacity and capability of these individuals to lead the trust, and to rectify successfully any issues, and also for the governors to understand Monitor's concerns.

Monitor does not, however, envisage direct communication with the governors until such time as there is a real risk that an NHS foundation trust may be in significant breach of its licence. Once there is a risk that this may be the case, and the likely issue is one of board leadership, Monitor will often wish to have direct contact with the NHS foundation trust's governors, but at speed and through one established point of contact, the trust's nominated lead governor. The lead governor should take steps to understand Monitor's role, the available guidance and the basis on which Monitor may take regulatory action. The lead governor will then be able to communicate more widely with other governors.

Similarly, where individual governors wish to contact Monitor, this would be expected to be through the lead governor.

The other circumstance where Monitor may wish to contact a lead governor is where, as the regulator, we have been made aware that the process for the appointment of the chairperson or other members of the board, or elections for governors, or other material decisions, may not have complied with the NHS foundation trust's constitution, or alternatively, whilst complying with the trust's constitution, may be inappropriate.

In such circumstances, where the chairperson, other members of the board of directors or the trust secretary may have been involved in the process by which

these appointments or other decisions were made, a lead governor may provide a point of contact for Monitor.

Accordingly, the NHS foundation trust should nominate a lead governor, and to continue to update Monitor with their contact details as and when these change.

**Members' Council  
3 May 2019**

<b>Agenda item:</b>	<b>7.2</b>
<b>Report Title:</b>	<b>Governor attendance at Members' Council meetings</b>
<b>Report By:</b>	Chair of the Trust and Members' Council
<b>Action:</b>	To agree

## **EXECUTIVE SUMMARY**

### Purpose and format

The purpose of this paper is to propose a process for reviewing governor attendance at Members' Council meetings and removing governors on the grounds of non-attendance if required.

### Recommendation

**The Members' Council is asked to SUPPORT the proposed process for reviewing governor attendance at Members' Council meetings, and removing governors on the grounds of non-attendance if required.**

### Background

1. Attendance at quarterly Members' Council meetings is an important part of fulfilling the role of Governor and this expectation is set out before election, on appointment and in the Trust Constitution.
2. Our election information states that *'All governors are expected to come to the meetings (except if there are extenuating circumstances)'* and *'as a minimum, our Governors should attend our four Members' Council meetings per year (currently held quarterly on Fridays for half a day during the daytime); and one Annual Members' Meeting (currently held in September during the daytime).'*
3. The expectation of attendance at Members' Council meetings is included in the *Trust Code of Conduct for Governors*, which all governors sign on appointment, and in the *Governors' Induction Pack*.
4. The requirement to attend meetings is also included in the Trust's Constitution, which states, in annex 5 – Additional Provisions Members' Council point 13:
  13. *A person holding office as a Governor shall immediately cease to do so if:*
    - 13.2 *they fail to attend three consecutive meetings of the Members' Council, unless the other Governors are satisfied that:*
      - 13.2.1 *the absences were due to reasonable causes; and*
      - 13.2.2 *they will be able to start attending meetings of the Members' Council again within such a period as the other Governors consider reasonable;*

5. The Trust provides a range of support to governors to enable them to attend meetings and the Chair of the Trust/Members' Council discusses any support required, both at induction and in the annual one-to-one review meetings.
6. There are a number of legitimate reasons why governors may be unable to attend Members' Council meetings and it is recognised that it is not always possible to attend all meetings. In most cases, but not all, governors submit apologies in advance and the reason for absence is known.
7. Governors attendance at Members' Council meetings is reported in the Trust's Annual Report.

#### Proposed process

8. Whilst the Trust's Constitution addresses the issue of non-attendance, currently there is no process for removing governors due to non-attendance. Although this is not a major issue at present, the Members' Council Co-ordination Group agreed it would be good practice to have a process in place for addressing non-attendance, in case it is required in future.
9. The following process is proposed for adoption:

<b>Step 1</b>	If any governor has failed to attend <b>three</b> consecutive Members' Council meetings, the Company Secretary informs the Chair and Lead Governor along with the reasons for non-attendance, if known.
<b>Step 2</b>	The Chair, with support from the Lead Governor, then seeks to discuss the reason for non-attendance with the individual governor, where possible, and establish if and when they will be able to start attending meetings again and what support they will need to do so.
<b>Step 3</b>	<b>Reasonable efforts will always be made to support governors to resume attendance where possible.</b> If the Chair, with support from the Lead Governor, believes that a governor will be unable to resume attendance within a reasonable timeframe, they will bring a recommendation to the next Members' Council Co-ordination group for discussion.
<b>Step 4</b>	If the Members' Council Co-ordination Group agrees that a governor will be unable to resume attendance within a reasonable timeframe, they will make a recommendation of removal to the next Members' Council meeting.

This process was considered by the Members' Council Co-ordination Group on 11 March 2019 and is recommended for adoption.

*Members' Council Co-ordination Group members: Jackie Craven, Neil Alexander Bill Barkworth Bob Clayden, Charlotte Dyson, Lisa Hogarth, Ruth Mason, Angela Monaghan, Jeremy Smith, Paul Williams*



**Members' Council  
3 May 2019**

<b>Agenda item:</b>	<b>7.3</b>
<b>Report Title:</b>	<b>Members' Council Groups Annual Reports 2018/19 including update to the Terms of Reference</b> <ul style="list-style-type: none"><li>- <b>Members' Council Co-ordination Group</b></li><li>- <b>Members' Council Quality Group</b></li></ul>
<b>Report By:</b>	Company Secretary on behalf of the Members' Council Co-ordination Group and Members' Council Quality Group
<b>Action:</b>	To receive / agree

**EXECUTIVE SUMMARY**

Purpose

The purpose of this paper is to provide assurance to the Members' Council that their Co-ordination Group and Quality Group is fulfilling its remit and meeting its terms of reference through their annual reports.

Recommendation

**The Members' Council is asked to RECEIVE the annual reports for 2018/19 and APPROVE the updated Terms of Reference for the Members' Council Co-ordination Group and Members' Council Quality Group.**

Background

The Co-ordination Group was originally established as the Members' Council Development Group in July 2008, with an initial remit to plan the development programme for the Members' Council. When the Trust was authorised as a Foundation Trust on 1 May 2009, it was agreed that the remit of the Group would be extended to include supporting the Chair in the setting of the agenda for Members' Council meetings. A report to the Members' Council in January 2010 recommended that the Group's name should be changed to 'Co-ordination Group'. This was agreed along with the remit to co-ordinate the work and development of the Members' Council.

The Quality Group was set up by Members' Council in October 2013 to look in more detail at the Trust's quality performance report, patient experience, Quality Accounts and other quality issues to support the Members' Council to fulfil its role in holding Trust Board to account.

The attached annual reports provide assurance to the full Members' Council that the groups are meeting their terms of reference and outlines the work undertaken for the period 1 April 2018 to 31 March 2019. The Terms of Reference have also been reviewed with minor amendments made to reflect the current membership and to ensuring consistency between the terms of reference of each group.

These documents were reviewed and supported for approval by the Co-ordination Group on 11 March 2019 and Quality Group on 27 February 2019.

*Members' Council Co-ordination Group members: Jackie Craven, Neil Alexander Bill Barkworth Bob Clayden, Charlotte Dyson, Lisa Hogarth, Ruth Mason, Angela Monaghan, Jeremy Smith, Paul Williams*

*Members' Council Quality Group members: Tim Breedon, Jackie Craven, Andrew Crossley, Adrian Deakin, Daz Dooler, Nasim Hasnie, Carol Irving, Phil Shire, Jeremy Smith, Paul Williams*

## **Members' Council 3 May 2019**

### **Members' Council Co-ordination Group Annual Report 2018/19**

#### **Purpose of the Report**

This report provides the Members' Council with an update on the work of the Co-ordination Group over the past year.

#### **Background**

The Group was originally established as the Members' Council Development Group in July 2008. In January 2010, this became the 'Co-ordination Group' with the following remit.

##### Overall aim

The Co-ordination Group's prime purpose is to co-ordinate the work and development of the Members' Council.

##### Duties

The Co-ordination Group will:

- a) with the Chair of the Trust, develop and agree the agendas for Members' Council meetings;
- b) work with the Trust to develop an appropriate development programme for Governors both as ongoing development and as induction for new Governors; and
- c) act as a forum for more detailed discussion of issues and opportunities where the Trust seeks the involvement of the Members' Council.

##### Membership

Membership consists of governors (with representation from public, staff and appointed governors) plus the Chair and Deputy Chair of the Trust. The Company Secretary also attends meetings of the Co-ordination Group.

A governor's term of office on the Co-ordination Group is determined by their term of office as a governor. If an individual resigns or is not re-elected onto the Members' Council, the individual taking their seat does not automatically take the place on the Co-ordination Group.

The membership of the Co-ordination Group from 1 April 2018 to 31 March 2019 was as follows:

- Chair of the Trust - Angela Monaghan
- Deputy Chair of the Trust - Charlotte Dyson
- Lead Governor (publically elected Wakefield) - Jackie Craven
- Governor (publicly elected Barnsley) - Bill Barkworth
- Governor (publically elected Calderdale) - Neil Alexander
- Governor (publically elected Kirklees) - Jeremy Smith
- Governor (public elected Wakefield) - Bob Clayden (from December 2018)
- Governor (publicly elected Rest of South & West Yorkshire) - Paul Williams (from December 2018)
- Governor (staff elected) - Lisa Hogarth, Allied Healthcare Professionals (from December 2018)
- Governor (appointed) - Ruth Mason, Calderdale and Huddersfield NHS Foundation Trust

All governors continue to be welcome to attend meetings of the Co-ordination Group, even if they are not formal members.

## **What the Co-ordination Group has done**

### Agenda setting

The Co-ordination Group has met on a regular basis throughout the year, approximately 6 (six) weeks prior to each Members' Council meeting and has worked with the Chair of the Trust to develop and agree the agendas for Members' Council meetings,. This has allowed sufficient time for agenda planning and given the opportunity for members to suggest items for inclusion. The Co-ordination Group has also reviewed and inputted to the Members' Council work programme and also considered what discussion topics to focus on, including consideration of items suggested by governors.

### Members' Council and governor development

The Co-ordination Group has:

- contributed to the planning of the Annual Members' Meeting and the running of an information stall at the event;
- **working with the Trust**, contributed to the planning of the ongoing **development programme** for governors, including actions from the annual evaluation session;
- reviewed and made recommendations to Members' Council on the processes for membership on Members' Council groups and appointment of Lead Governor;
- reviewed and made a recommendation to the Members' Council on the update to their objectives;
- **Working with the Trust**, contributed to the **development** and update of the **induction** pack and programme for new governors; and

### Forum for discussion

The Co-ordination Group regularly considers other issues relevant to the Members' Council. The following examples give an indication of the range of discussion. The Co-ordination Group has:

- **discussed** an update on the Membership Strategy prior to presentation at the Annual Members' Meeting; and
- had discussion on areas **where the Trust seeks the involvement of the Members' Council**, including the Trust's strategic objectives, operational plan, and annual report and quality account.

## **How have we done**

The Co-ordination Group considers that it has carried out its remit over the past year as demonstrated by the activity outlined above. However, the Co-ordination Group is aware that other governors may wish to comment on the work undertaken or to suggest further issues the Co-ordination Group could focus on.

The Co-ordination Group's sincere thanks are extended to previous members for both for their support and contribution. Although the Co-ordination Group remains relatively large for a working/business group, it includes good representation from the Members' Council.

## **MEMBERS' COUNCIL CO-ORDINATION GROUP**

### **Terms of Reference**

*To be approved by Members' Council 3 May 2019*

The Members' Council Co-ordination Group was set up by Members' Council in July 2008, initially as the Members' Council Development Group with the overall aim to co-ordinate the work and development of the Members' Council.

### **Purpose**

The Members' Council Co-ordination Group's prime purpose is to co-ordinate the work and development of the Members' Council.

### **Membership**

- Membership consists of governors including the Lead Governor (with representation from at least one from each public constituency, one staff, and one appointed), plus the Chair and Deputy Chair of the Trust / Senior Independent Director.
- A Governor's term of office on the Group is determined by their term of office as a Governor. If an individual resigns or is not re-elected onto the Members' Council, the individual taking their seat does not automatically take the place on the Group.

*Membership as at 3 December 2018:*

Chair - Jackie Craven (Lead Governor / publicly elected governor - Wakefield)

Bill Barkworth (publicly elected governor - Barnsley)

Neil Alexander (publicly elected governor - Calderdale)

Jeremy Smith (publicly elected governor - Kirklees)

Bob Clayden (publicly elected governor - Wakefield)

Paul Williams (publicly elected governor - Rest of South and West Yorkshire)

Lisa Hogarth (staff elected governor)

Ruth Mason (appointed governor)

Angela Monaghan (Chair of the Trust)

Charlotte Dyson (Deputy Chair of the Trust / Senior Independent Director)

### **Attendance**

All governors are welcome to attend meetings of the Co-ordination Group, even if they are not formal members. The Company Secretary is in attendance at meetings. The Chief Executive, Directors, and relevant officers will be invited to attend as appropriate. Administrative support is provided by the Corporate Governance team.

### **Quorum**

The quorum will be three Members' Council representatives (including the Lead Governor as Chair of the Group) plus a member of Trust Board. Members are expected to attend all meetings. In the unusual event that the Chair of the Group is absent from the meeting, they will agree another member of the Group to chair the meeting.

### **Frequency of meetings**

The Group will meet four times per year approximately six weeks prior to formal Members' Council meetings. Additional meetings will be arranged as needed.

### **Duties**

- a) In conjunction with the Chair of the Trust, develop and agree the agendas for Members' Council meetings.
- b) Work with the Trust to develop an appropriate development programme for governors both as ongoing development and as induction for new governors.
- c) Act as a forum for more detailed discussion of issues and opportunities where the Trust seeks the involvement of the Members' Council.
- d) Consider advice and feedback from other Members' Council working groups as appropriate.

### **Reporting to the Members' Council**

The Group will report to the Members' Council on any issues it feels should be escalated to the full Members' Council and will provide an annual report on its activities each year.

**To be approved by Members' Council: 3 May 2019**

**Next review due: May 2020**

## **Members' Council 3 May 2019**

### **Members' Council Quality Group Annual Report 2018/19**

#### **Purpose of the Report**

This report provides the Members' Council with an update on the work of the Quality Group over the past year.

#### **Background**

The Quality Group was set up by Members' Council in October 2013 to look in more detail at the Trust's quality performance report, patient experience, Quality Accounts and other quality issues to support the Members' Council to fulfil its role in holding Trust Board to account.

#### Overall aim

The Members' Council Quality Group's prime purpose is to support the Trust in its approach to quality through the Trust's quality priorities.

#### Duties

The Quality Group will:

- a) review the content of the Trust's quality performance report and provide high level scrutiny on behalf of the Members' Council;
- b) support the Trust in developing its annual Quality Accounts;
- c) raise any concerns with the Trust, through Director-representation on the Group, about quality of care; and
- d) support governors to visit services as appropriate.

#### Membership

Membership consists of governors (with representation from public, staff and appointed governors) plus the Director of Nursing & Quality as lead Director. The Assistant Director of Nursing & Quality also attends meetings of the Quality Group.

A governor's term of office on the Quality Group was previously determined by their term of office as a governor. In 2018 as part of a review of governor appointment to its groups, the Members' Council agreed that for any new members of the Group their term of office on the Group will be for three (3) years to allow for consistency of membership. If a governor wishes to stand down from a group, or is not re-elected / re-appointed as a governor on the Members' Council during the three years, the individual taking their seat does not automatically take the place on the Group.

The membership of the Group from 1 April 2018 to 31 March 2019 was as follows:

- Director of Nursing and Quality (lead Director) - Tim Breedon
- Lead Governor (publicly elected Wakefield) - Jackie Craven
- Governor (publicly elected, Barnsley) - Andrew Crossley
- Governor (publicly elected Calderdale) - Phil Shire
- Governor (publicly elected Kirklees) - Nasim Hasnie
- Governor (publicly elected Kirklees) - Carol Irving
- Governor (publicly elected Kirklees) - Jeremy Smith

- Governor (publicly elected Wakefield) - Daz Dooler (from December 2018)
- Governor (publicly elected Rest of South & West Yorkshire) - Paul Williams (from December 2018)
- Governor (staff elected) - Adrian Deakin, Nursing
- Governor (appointed) - currently vacant

All governors continue to be welcome to attend meetings of the Group, even if they are not formal members.

## **What the Quality Group has done**

### Forum for discussion

The Quality Group has met on a regular basis throughout the year to consider quality issues and other issues relevant to the Members' Council. The following examples give an indication of the range of discussion. The Quality Group has:

- **reviewed the content of the Trust's quality performance report** (Integrated Performance Report) at each meeting of the Quality Group **and provided high level scrutiny on behalf of the Members' Council;**
- **supported the Trust in developing its annual Quality Accounts** including recommendation to the Members' Council on the local indicator for testing and review of the draft accounts.
- **raised** and discussed any areas of **quality concerns** with the **Director** of Nursing and Quality, including review of customer services / patient experience reports, the serious incident annual report, and CQC inspection updates. The Group also suggested possible service user stories for the Trust Board; and
- continued to discuss how **governors** could be **supported to visit services as appropriate.**

## **How have we done**

The Quality Group considers that it has carried out its remit over the past year as demonstrated by the activity outlined above. However, the Quality Group is aware that other governors may wish to comment on the work undertaken or to suggest further issues the Quality Group could focus on.

The Quality Group's sincere thanks are extended to previous members for both for their support and contribution. Although the Quality Group remains relatively large for a working/business group, it includes good representation from the Members' Council.



## **MEMBERS' COUNCIL QUALITY GROUP**

### **Terms of Reference**

*To be approved by Members' Council 3 May 2019*

The Members' Council Quality Group was set up by Members' Council in October 2013 to look in more detail at the Trust's quality performance report, patient experience, Quality Accounts and other quality issues to support the Members' Council to fulfil its role in holding Trust Board to account. The Group is an advisory group and has no decision-making powers other than those specifically delegated in these terms of reference and, as appropriate, by the Members' Council. The Trust is required to produce Quality Accounts.

### **Purpose**

The Members' Council Quality Group's prime purpose is to support the Trust in its approach to quality through the Trust's quality priorities. The group will:

- have a high level discussion on quality of care (using the quality performance report to lead the discussion);
- monitor the quality of care and facilitate discussion on patient experience, patient safety and clinical effectiveness; and
- support the production of the Trust's Quality Accounts.

### **Membership**

The Members' Council Quality Group is jointly chaired by a publicly elected governor and the Director of Nursing and Quality. Membership consists of Governors (with representation from public, staff and appointed Governors).

#### *Membership as at 3 December 2018:*

Jackie Craven (publicly elected governor - Wakefield) (Lead Governor)  
Andrew Crossley (publicly governor - Barnsley)  
Phil Shire (publicly elected governor - Calderdale)  
Nasim Hasnie (publicly elected governor - Kirklees)\*  
Carol Irving (publicly elected governor - Kirklees)\*  
Jeremy Smith (publicly elected governor - Kirklees)\*  
Daz Dooler (publicly elected governor - Wakefield)  
Paul Williams (publicly elected governor - Rest of South & West Yorkshire)  
Adrian Deakin (staff elected governor)

#### *Awaiting confirmation for membership of appointed governor.*

Tim Breedon (Director of Nursing and Quality) (lead Director)

*\*when vacancies arise for Kirklees, only one space will be kept, with membership as one governor from each public constituency, one staff, and one appointed.*

In attendance:

Karen Batty, Assistant Director of Nursing and Quality

## **Attendance**

All governors are welcome to attend meetings of the Quality Group, even if they are not formal members. The Trust's Assistant Director of Nursing and Quality, who is currently the lead for Quality Accounts within the organisation, will attend every meeting to ensure the Members' Council responsibilities in relation to the Quality Accounts are met. The Chief Executive, other Directors, and relevant officers will be invited to attend as appropriate. Administrative support is provided by the Corporate Governance team.

## **Quorum**

The quorum will be a minimum of three Members' Council representatives, plus the Director of Nursing and Quality. Members are expected to attend all meetings. In the unusual event that the Director of Nursing and Quality is absent from the meeting a deputy will be in attendance.

## **Frequency of meetings**

The Committee will meet four times per year in the month following formal Members' Council meetings. Additional meetings will be arranged as needed to ensure the timescales for approval of the Quality Accounts are met.

## **Duties**

- a) To review the content of the Trust's quality performance report and provide high level scrutiny on behalf of the Members' Council;
- b) To support the Trust in developing its annual Quality Accounts;
- c) To raise any concerns with the Trust, through Director-representation on the Group, about quality of care; and
- d) To support governors to visit services as appropriate.

## **Reporting to the Members' Council**

The Group will report to the Members' Council on any issues it feels should be escalated to the full Members' Council and will provide an annual report on its activities each year.

**To be approved by Members' Council: 3 May 2019**

**Next review due: May 2020**

**Members' Council  
3 May 2019**

<b>Agenda item:</b>	<b>7.4</b>
<b>Report Title:</b>	<b>Nominations Committee Annual Report 2018/19 including update to the Terms of Reference</b>
<b>Report By:</b>	Company Secretary on behalf of the Nominations Committee
<b>Action:</b>	To receive/agree

**EXECUTIVE SUMMARY**

Purpose

The purpose of this paper is to provide assurance to the Members' Council that their Nominations Committee is fulfilling its remit and meeting its terms of reference through their annual report.

Recommendation

**The Members' Council is asked to RECEIVE the annual report for 2018/19 and APPROVE the updated Terms of Reference for the Nominations Committee.**

Background

The Nominations Committee was established in May 2009 to assist the Members' Council to exercise their statutory duty to appoint the Chair and Non-Executive Directors (NEDs) of the Trust Board, to appoint the Deputy Chair and Senior Independent Director of the Trust Board and to appoint the Lead Governor of the Members' Council.

The attached annual reports provide assurance to the full Members' Council that the Committee is meeting their terms of reference and outlines the work undertaken for the period 1 April 2018 to 31 March 2019. The Terms of Reference have also been reviewed with amendments made to reflect the current membership and attendance to ensuring consistency between the terms of reference of other committees.

These documents were reviewed and supported for approval by the Nominations Committee on 9 April 2019.

*Nominations Committee members: Angela Monaghan, Marios Adamou, Jackie Craven, Nasim Hasnie, Ruth Mason*

**Members' Council 3 May 2019**

**Nominations Committee Annual Report 2018/19**

**1. Purpose of report**

The purpose of the report is to provide a summary of the Committee's activities during the financial year 2018/19 to provide assurance and evidence to the Members' Council of its effectiveness and impact through compliance with its Terms of Reference.

**2. Background**

The Nominations Committee was established in May 2009 to assist Council Members to exercise their statutory duty to appoint the Chair and Non-Executive Directors of the Board, to appoint the Deputy Chair and Senior Independent Director of the Board and to appoint the Lead Governor of the Members' Council. It has no executive powers. The authority of the Nominations Committee is limited to those powers specifically delegated to it in these terms of reference and, as appropriate, by the Members' Council.

The Nominations Committee's prime purpose is two-fold. Firstly, to ensure the right composition and balance of the Board and, secondly, to oversee the process for the identification, nomination and appointment the Chair and Non-Executive Directors of the Trust, to oversee the process for the identification, nomination and appointment of the Deputy Chair and Senior Independent Director of the Board and to oversee the process to identify, nominate and appoint the Lead Governor of the Members' Council.

The duties of the Committee are:

- Regularly review the structure, size and composition (including the skills and experience) of Trust Board and make recommendations to the Board and Members' Council regarding any changes and appropriate processes.
- Ensure there is a formal, rigorous and transparent procedure for the appointment of the Chair and Non-Executive Directors of the Board, which fits the criteria set out by the Committee as a result of its regular review and meets the requirements of a confidential recruitment process.
- Give full consideration to succession planning in respect of the Chair and Non-Executive Directors of the Board, taking account of the challenges and opportunities facing the Trust and the skills and expertise required by the Board.
- Make recommendations to the Members' Council on the appointment of the Chair and Non-Executive Directors ensuring all information, such as job descriptions, person specifications and process, are available to Council Members to make an informed decision.
- Make recommendations to the Members' Council regarding any uplift to the Chair's remuneration, based on benchmarking information as applicable and the pay spine point, and dependant on the outcome of the Chair appraisal process through the Members' Council.
- Make recommendations to the Members' Council regarding any uplift to Non-Executive Directors' remuneration based on benchmarking information as applicable.

- Ensure there is a formal, rigorous and transparent procedure for the appointment of the Deputy Chair and Senior Independent Director of the Board, which fits the criteria set out by the Committee as a result of its regular review (as above).
- Ensure there is a formal, rigorous and transparent procedure for the appointment of the Lead Governor for the Members' Council, which fits any criteria set out by the Committee and meets the requirements of a confidential recruitment process.

#### Changes to Committee terms of reference

In 2019, the terms of reference were reviewed and some changes made in relation to membership and attendance, to be approved by the Committee on 9 April 2019. These will be presented to the Members' Council for formal approval.

#### Reporting to Trust Board

Under its Terms of Reference, the Committee is required to produce a brief annual report on its activities, which is presented formally to the Members' Council. The Committee's minutes are presented to the Members' Council once ratified.

#### Membership

The Committee is made up of Non-Executive Directors and Governors and members from 1 April 2018 to 31 March 2019 were:

<b>Name/role</b>	<b>Attendance 2018/19</b>
Angela Monaghan, Chair of the Trust - Committee chair	3 / 4
Rob Webster, Chief Executive* (*member to August 2018)	2 / 3
Jackie Craven, Lead Governor (public)	4 / 4
Nasim Hasnie, Governor (public)	2 / 4
Marios Adamou, Governor (staff)	3 / 4
Ruth Mason, Governor (appointed)	3 / 4

\*following advice from NHS Improvement regarding membership of trust nominations committees, the Chief Executive is now an attendee of the Committee rather than a formal voting member which is consistent with other trusts.

The Company Secretary is in attendance at meetings. The Chief Executive and the Director of Human Resources, Organisational Development and Estates (or a member of his team) may also be asked to attend meetings to offer specialist or expert advice to the Committee. Administrative support is provided by the Corporate Governance team.

### **3. Review of Committee activities**

The activities during 2018/19 have been cross-referenced to the purpose of the Committee as outlined in the Terms of Reference below:

	<b>Progress</b>
Regularly review the structure, size and composition (including the skills and experience) of Trust Board and make recommendations to the Board and Members' Council regarding any changes and appropriate processes.	<p>The Committee reviewed the structure, size and composition of the Trust Board as part of the following items:</p> <ul style="list-style-type: none"> <li>- Non-Executive Director recruitment - April 2018, June 2018, and July 2018.</li> <li>- Deputy Chair / Senior Independent Director</li> </ul>

	<b>Progress</b>
	recommendation to Members' Council - April 2018.
Ensure there is a formal, rigorous and transparent procedure for the appointment of the Chair and Non-Executive Directors of the Board, which fits the criteria set out by the Committee as a result of its regular review and meets the requirements of a confidential recruitment process.	The Committee oversaw the recruitment process for two Non-Executive Directors in 2018 including the recommendation for appointment at its meeting in July 2018 which was approved by Members' Council in August 2018.
Give full consideration to succession planning in respect of the Chair and Non-Executive Directors of the Board, taking account of the challenges and opportunities facing the Trust and the skills and expertise required by the Board.	The Committee considered succession planning in respect of Non-Executive Directors, including expertise required, as part of the oversight of the recruitment process for two Non-Executive Directors in 2018
Make recommendations to the Members' Council on the appointment of the Chair and Non-Executive Directors ensuring all information, such as job descriptions, person specifications and process, are available to Council Members to make an informed decision.	The Committee oversaw the recruitment process for two Non-Executive Directors in 2018 including the recommendation for appointment at its meeting in July 2018 which was approved by Members' Council in August 2018.
Make recommendations to the Members' Council regarding any uplift to the Chair's remuneration based on benchmarking information as applicable and the pay spine point, and dependant on the outcome of Chair appraisal process through the Members' Council.	The Committee reviewed the Chair's remuneration based on benchmarking information at its meeting in September 2018 and made a recommendation which was approved by the Members' Council in November 2018. Any progression along the pay scale is dependant on the outcome of the Chair appraisal process, which was reported to and agreed by the Members' Council at the February 2019 meeting.
Make recommendations to the Members' Council regarding any uplift to Non-Executive Directors' remuneration based on benchmarking information as applicable.	The Committee reviewed the Non-Executive Directors' remuneration based on benchmarking information at its meeting in September 2018 and made a recommendation which was approved by the Members' Council in November 2018.
Ensure there is a formal, rigorous and transparent procedure for the appointment of the Deputy Chair and Senior Independent Director of the Board, which fits the criteria set out by the Committee as a result of its regular review (as above).	The Committee reviewed the role of the Deputy Chair / Senior Independent Director at its meeting in April 2018 and made a recommendation for re-appointment, which was approved by the Members' Council in May 2018.
Ensure there is a formal, rigorous and transparent procedure for the appointment of the Lead Governor for the Members' Council, which fits any criteria set out by the Committee and meets the requirements of a confidential recruitment process.	Not applicable in 2018.

#### **4. Review of Committee administrative arrangements**

The Committee met four times in 2018/19 and has been quorate at each meeting. The requirement to send papers out five working days has been met throughout the year. There have been some instances where individual papers have, with agreement, been sent out after the five-day requirement.

## **NOMINATIONS COMMITTEE**

### **Terms of Reference**

*To be approved by Members' Council 3 May 2019*

Under the terms of the Trust's Constitution as a Foundation Trust, the Members' Council may not delegate any of its powers to a committee or sub-committee; however, it may appoint committees consisting of its members, Directors, and other persons to assist it in carrying out its functions. The Nominations Committee is, therefore, a standing Committee of the Members' Council set up to assist Council Members to exercise their statutory duty to appoint the Chair and Non-Executive Directors of the Board, to appoint the Deputy Chair and Senior Independent Director of the Board and to appoint the Lead Governor of the Members' Council.

The Nominations Committee was established in May 2009. It has no executive powers. The authority of the Nominations Committee is limited to those powers specifically delegated to it in these terms of reference and, as appropriate, by the Members' Council. Committees are expected to conduct their business in accordance with the 7 principles of public life (Nolan principles): selflessness, integrity, objectivity; accountability; openness; honesty; and leadership.

### **Purpose**

The Nominations Committee's prime purpose is two-fold. Firstly, to ensure the right composition and balance of the Board and, secondly, to oversee the process for the identification, nomination and appointment of the Chair and Non-Executive Directors of the Trust, to oversee the process for the identification, nomination and appointment of the Deputy Chair and Senior Independent Director of the Board and to oversee the process to identify, nominate and appoint the Lead Governor of the Members' Council.

### **Membership**

The Nominations Committee is usually chaired by the Chair of the Trust (see below). As a minimum, the Chair of the Trust, and four members of the Members' Council (including the Lead Governor, one publically elected Governor, one staff elected Governor, and one appointed Governor) will form the membership.

*Membership as at 1 April 2019*

Chair – Angela Monaghan (Chair of the Trust)

Jackie Craven (Lead Governor)

Nasim Hasnie (Publicly Elected Governor)

Marios Adamou (Staff Elected Governor)

Ruth Mason (Appointed Governor)

### **Attendance**

The Company Secretary is in attendance at meetings. The Chief Executive and the Director of Human Resources, Organisational Development and Estates (or a member of his team) may also be asked to attend meetings to offer specialist or expert advice to the Committee. Administrative support is provided by the Corporate Governance team.

## **Quorum**

The quorum will be three members of the Committee; members are expected to attend all meetings. In the absence of the Chair of the Trust or when the Committee is considering matters relating to the appointment of the Chair, the Committee will be chaired by the Lead Governor. If the Lead Governor is unavailable, the Committee can either ask the Deputy Chair/Senior Independent Director to chair the meeting if there is no conflict of interest or agree one of its members to act as Chair for that meeting, again if there is no conflict of interest.

## **Frequency of meetings**

The Committee will meet as necessary to ensure a timely and efficient process is in place to appoint a Chair or Non-Executive Director, Deputy Chair and Senior Independent Director, and Lead Governor for the Members' Council and will always meet following the resignation of an individual from one of these posts from the Board or Members' Council. In the absence of any other meetings, the Committee should meet a minimum of once per year to ensure a regular review of the structure, size and composition of the Board is undertaken, at a time which fits with the business cycle of the Trust Board.

## **Authority**

The Committee is able to seek any information it requires from any employee in relation to the duties of the Committee and all employees should co-operate with any request made by the Committee. The Committee is also able to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary to fulfil its duties.

## **Duties**

- Regularly review the structure, size and composition (including the skills and experience) of Trust Board and make recommendations to the Board and Members' Council regarding any changes and appropriate processes.
- Ensure there is a formal, rigorous and transparent procedure for the appointment of the Chair and Non-Executive Directors of the Board, which fits the criteria set out by the Committee as a result of its regular review and meets the requirements of a confidential recruitment process.
- Give full consideration to succession planning in respect of the Chair and Non-Executive Directors of the Board, taking account of the challenges and opportunities facing the Trust and the skills and expertise required by the Board.
- Make recommendations to the Members' Council on the appointment of the Chair and Non-Executive Directors ensuring all information, such as job descriptions, person specifications and process, are available to Council Members to make an informed decision.
- Make recommendations to the Members' Council regarding any uplift to the Chair's remuneration, based on benchmarking information as applicable and the pay spine point, and dependant on the outcome of the Chair appraisal process through the Members' Council.
- Make recommendations to the Members' Council regarding any uplift to Non-Executive Directors' remuneration, based on benchmarking information as applicable.



- Ensure there is a formal, rigorous and transparent procedure for the appointment of the Deputy Chair and Senior Independent Director of the Board, which fits the criteria set out by the Committee as a result of its regular review (as above).
- Ensure there is a formal, rigorous and transparent procedure for the appointment of the Lead Governor for the Members' Council, which fits any criteria set out by the Committee and meets the requirements of a confidential recruitment process.

### **Reporting to the Members' Council**

The Members' Council will receive the minutes of Committee at its meeting following the Committee meeting. The Committee will also report to the Members' Council annually on its work.

**To be approved by Members' Council: 3 May 2019**  
**Next review due: May 2020**

DRAFT

Members' Council  
3 May 2019

<b>Agenda item:</b>	<b>7.5</b>
<b>Report Title:</b>	<b>Review of Audit Committee Terms of Reference</b>
<b>Report By:</b>	Audit Committee Chair on behalf of the Audit Committee
<b>Action:</b>	To receive

Purpose

The purpose of this item is to consult with the Members' Council on the updates to the Audit Committee's Terms of Reference. These updates are also due to be approved by the Trust Board at their meeting on 30 April 2019 and any comments fed into the Members' Council meeting on 3 May 2019 as applicable.

Recommendation

**The Members' Council is asked to NOTE and CONSIDER the updates to the Terms of Reference for the Audit Committee.**

Background

In 2015, at the request of the Audit Committee, the Committee received a presentation from Deloitte on audit committee effectiveness and best practice. The Committee compared well against best practice and a number of actions were identified for further development. These were agreed with the Chair of the Committee and included a small number of suggested revisions to the Committees terms of reference. The terms of reference continue to be reviewed on an annual basis to ensure they remain fit for purpose as part of the Committee's annual report to Trust Board, which is presented in April each year.

One of the actions suggested by Deloitte and agreed with the Chair to take forward was consultation with the Members' Council on the Audit Committee's Terms of Reference. This reflects provision C.3.2b in Monitor's Code of Governance for foundation trusts that "*The council of governors should be consulted on the terms of reference, which should be reviewed and refreshed regularly*". In accordance with the Members' Council work programme any updates to the Audit Committee's Terms of Reference are presented for the Members' Council to consider.

In 2019, some minor updating has been incorporated within the Audit Committee's Terms of Reference which include member's names and further areas recommended for action by the Internal Auditors as part of their internal audit on governance in 2018/19 which received '**significant assurance**' overall.

The proposed amendments were considered by the Audit Committee on 9 April 2019 who support their formal approval by Trust Board. A verbal update of any further amendments made at the Trust Board meeting on 30 April 2019 will be provided at the Members' Council meeting.

## **AUDIT COMMITTEE Terms of Reference**

*To be approved by Trust Board 30 April 2019*

All Trust Board Committees are responsible for the scrutiny, monitoring and provision of assurance to Trust Board on key issues set out in their terms of reference and/or allocated to them by the Board. Agendas are set to enable Trust Board to receive assurance that scrutiny and monitoring processes are in place to allow the Trust's strategic objectives to be met and to address and mitigate risk.

The Audit Committee was established in June 2002. The Terms of Reference of the Committee are reviewed annually and, if appropriate, amended to reflect any changes to the Committee's remit and role, any changes to other committees and revised membership. The Audit Committee is a non-executive committee of the Board and has no executive powers other than those specifically delegated in these terms of reference and, as appropriate, by Trust Board. Committees are expected to conduct their business in accordance with the 7 principles of public life (Nolan principles): selflessness, integrity, objectivity; accountability; openness; honesty; and leadership.

### **Purpose**

The Audit Committee's prime purpose is to keep an overview of the systems and processes that provide controls assurance and governance within the organisation as described in the Annual Governance Statement on behalf of Trust Board and that these systems and processes used to produce information taken to Trust Board are sound, valid and complete. This includes ensuring independent verification on systems for risk management and scrutiny of the management of finance. On behalf of the Trust Board, it will have an oversight of related risks, providing additional scrutiny of any such risks which are outside the Trust's Risk Appetite, giving assurance to the Board around the management of such risks.

### **Membership**

Taking guidance from Monitor and the Department of Health into consideration, neither the Chair of the Trust or the Chief Executive attends this Committee unless invited to do so. The Committee is always chaired by a Non-Executive Director of the Trust and the membership consists of a minimum of two other Non-Executive Directors.

*Membership as at 1 April 2019*

Chair – Non-Executive Director - Laurence Campbell

Non-Executive Director - Erfana Mahmood;

Non-Executive Director - Sam Young.

### **Attendance**

The Director of Finance and Resources is in attendance (as lead Director) at meetings. The Company Secretary also attends meetings. Representatives of internal and external audit are also invited and expected to attend. The Chair of the Trust, the Chief Executive, other Directors, and relevant officers attend the Audit Committee by invitation. Administrative support is provided by the Personal Assistant to the Director of Finance and Resources.

## **Quorum**

The quorum will be two Non-Executive Directors (including the Chair of the Committee). Members are expected to attend all meetings. In the unusual event that the Chair is absent from the meeting, the Committee will agree another Non-Executive Director to take the chair.

## **Frequency of meetings**

The Committee will meet a minimum of four times per year to reflect best practice. The Chair of the Committee, External Auditor or Head of Internal Audit may request a meeting if they consider one is necessary. There will also be an additional meeting to approve the annual report, accounts and Quality Accounts.

It is the responsibility of the Lead Director to ensure items are identified for the Committee's agenda in line with the Committee's terms of reference, its work programme agreed at the beginning of each year and the current risks facing the organisation, and to agree these with the Chair of the Committee.

## **Authority**

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

## **Sub-committees**

To fulfil its duties and to ensure the Trust complies with its statutory responsibilities and duties, the Committee will receive reports from identified sub-committees.

## **Duties**

### Governance, risk management and internal control

The Committee shall review the establishment and maintenance of effective systems and processes that provide internal control within the organisation. In particular, the Committee will review the adequacy of:

- all risk and control related disclosure statements, in particular, the Annual Governance Statement and declarations of compliance with value for money assessments together with any accompanying Head of Internal Audit statement, external audit opinion or other appropriate independent assurances, prior to endorsement by Trust Board;
- the underlying assurance processes that indicate the degree of achievement of corporate objectives, the effectiveness of management of principal risks and the appropriateness of the above disclosure statements. This includes assessing the fitness for purpose of the assurance framework including risk appetite and providing assurance that action plans are in place to address significant control issues;
- the policies and processes for ensuring compliance with relevant regulatory, legal and code of conduct requirements, including the Monitor risk assessment framework;
- the systems for internal control including the risk management strategy, risk management systems and the risk register;

- the policies and procedures for all work related to fraud and corruption as set out in the Secretary of State's directions and as required by the Counter Fraud and Security Management Service;
- the work of other committees whose work can provide relevant assurance regarding the effectiveness of controls and governance arrangements.

In carrying out its work, the Committee will primarily utilise the work of Internal and External Audit; however, it will not be limited to these audit functions. It will also seek reports and assurances from Directors and managers concentrating on the over-arching systems of governance, risk management and internal control, together with indicators of their effectiveness. The Committee will use the Trust's Assurance Framework to guide its work and that of the audit and assurance functions reporting to it.

The Committee will also review arrangements that allow Trust staff (and other individuals where relevant) to raise, in confidence, concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety or other matters. The Committee will ensure that:

- arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action;
- ensure safeguards for those who raise concerns are in place and that these safeguards operate effectively;
- such processes enable individuals or groups to draw formal attention to practices that are unethical or violate internal or external policies, rules or regulations and to ensure valid concerns are promptly addressed; and
- these processes reassure individuals raising concerns that they will be protected from potential negative repercussions.

#### Internal Audit

The Committee shall consider the appointment of the Internal Auditor (for approval by Trust Board) and ensure there is an effective internal audit function established by management that meets Public Sector Internal Audit Standards that provides appropriate independent assurance to the Audit Committee, Chief Executive, Chair and Trust Board. This will be achieved by:

- consideration of the provision of the Internal Audit service, the cost of the audit and any questions of resignation or dismissal;
- review and approval of the Internal Audit approach, operational plan and more detailed programme of work, ensuring that this is consistent with the audit needs of the organisation as identified in the Assurance Framework;
- consideration of the major findings of internal audit work (and management's response) and ensure co-ordination between internal and external auditors to optimise audit resources;
- ensure the Internal Audit function is adequately resourced and has appropriate standing within the organisation;
- annual review of the effectiveness of internal audit.

#### External audit

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

- consideration of the appointment and performance of the External Auditor, as far as Monitor's rules permit;

- discussion and agreement with the External Auditor, before the audit commences, of the nature and scope of the audit as set out in the annual audit plan and ensure co-ordination, as appropriate, with other external auditors in the local health economy;
- discussion with the External Auditors of its local evaluation of audit risks and assessment of the Trust and associated impact on the audit fee;
- review of External Audit reports, including agreement of the annual audit letter before submission to Trust Board and any work carried on outside of the annual audit plan, together with the appropriateness of management responses;
- Review of each individual provision of non-audit services by the External Auditor in respect of its effect on the appropriate balance between audit and non-audit services.

The Committee will also advise the Members' Council with regard to the appointment and removal of the Trust's external auditors and, to inform this advice, carry out a market testing exercise for the appointment of the external auditor at least every five years.

#### Counter fraud

The Committee shall review the work and findings of the Local Counter Fraud Specialist as set out in the NHS Protect Standards for Providers and as required by NHS Protect. In particular:

- consider the appointment of the Trust's Local Counter Fraud Specialist, the fee and any questions of resignation or dismissal;
- review the proposed work plan of the Trust's Local Counter Fraud Specialist ensuring that it promotes a pro-active approach to counter fraud measures;
- receive and review the annual report prepared by the Local Counter Fraud Specialist;
- receive update reports on any investigations that are being undertaken.

#### Financial reporting

The Committee has responsibility for approving accounting policies. It also has delegated authority from Trust Board to review the annual report and financial statements, both for the Trust and for charitable funds, and the Quality Accounts/Report on its behalf and to make a recommendation to the Chair and Chief Executive on the signing of the accounts and associated documents prior to submission to Monitor, Trust Board and the Members' Council. In particular, the Committee shall focus on:

- changes in, and compliance with, accounting policies and practices;
- major judgemental areas; and
- significant adjustments arising from the annual audit.

The Committee also ensures that the systems for, and content of, financial reporting to Trust Board, including those of and for budgetary control, are subject to review so as be assured of the completeness and accuracy of the information provided to Trust Board.

The Committee also:

- reviews proposed changes to the Trust's Standing Orders, Standing Financial Instructions and Scheme of Delegation before these are laid before Trust Board;
- examines the circumstances associated with each occasion Standing Orders are waived;
- reviews schedules of losses and compensations on behalf of Trust Board.

### **Relationship with the Members' Council**

To reflect best practice and Monitor's Code of Governance, Trust Board will consult with the Members' Council annually on the Audit Committee's terms of reference. At the discretion of the Chair of the Committee and/or the Chair of the Trust, governors may be invited to attend meetings of the Committee to support the Members' Council in meeting its duty to hold Non-Executive Directors to account for the performance of the Board.

### **Monitoring**

The Committee will monitor its performance both in terms of providing assurance to Trust Board and in terms of ensuring it meets the remit as set out in its terms of reference through agreement of an annual work plan, inclusion in the work plan of any items delegated to the Committee by Trust Board and through the Assurance Framework, monitoring implementation of the annual work plan, assessment of the Committee's performance through an annual self-assessment, and an evaluation of the Committee's performance through an annual report to Trust Board.

The Committee will assess, measure and evaluate its impact, both quantitatively and qualitatively, and include the outcome of this in its annual report to Trust Board.

### **Reporting to Trust Board**

Trust Board will receive the minutes of Committee at the Trust Board meeting following the Committee meeting. The Committee will also report to the Board annually on its work and include commentary on its support of the Annual Governance Statement, the effectiveness of assurance systems, the work of internal and external audit and the annual accounting process.

All Trust Board Committees have a responsibility to ensure they foster and maintain relationships and links between Committees and Trust Board. Each Committee also has a responsibility to ensure action identified and agreed is placed within the organisation either through the Executive Management Team or other internal groups, such as Trust-wide Action Groups.

**To be approved by Trust Board: 30 April 2019**  
**Next review due: April 2020**



**Members' Council  
3 May 2019**

<b>Agenda item:</b>	<b>7.6</b>
<b>Report Title:</b>	<b>Update of the Scheme of Delegation</b>
<b>Report By:</b>	Company Secretary
<b>Action:</b>	To approve

**EXECUTIVE SUMMARY**

Purpose

The purpose of this item is to seek the Members' Council approval for updates to the Scheme of Delegation. These updates are also due to be approved by the Trust Board at their meeting on 30 April 2019 and any comments fed into the Members' Council meeting on 3 May 2019 as applicable.

Recommendation

**The Members' Council is asked to APPROVE the updates to the Scheme of Delegation as set out below.**

Background

The Trust is required to have a Constitution in place that sets out how it is accountable to local people, who can become a member and what this means, the role of the Members' Council, how Trust Board and the Members' Council are structured and how Trust Board works with the Members' Council. A separate Scheme of Delegation forms part of the Constitution and describes powers that are reserved to Trust Board (generally those matters for which the Trust is accountable to the Secretary of State or to Monitor/NHS Improvement) and any delegation of those powers.

The last version of the Scheme of Delegation (SoD) was approved by Trust Board and Members' Council in July 2017 following the approval of an update to the Trust Constitution in February 2017. This update to the SoD is based on any improvements identified, clarification of roles and general updates. The full SoD is attached and the recommended changes are highlighted using track changes. Where appropriate explanatory comments are provided to explain the rationale. The updates include:

- Noting that within the Constitution the Members' Council have responsibility for appointing the Deputy Chair and Senior Independent Director, and as such

this is removed from list of decisions reserved for the Trust Board.

- A review of Trust strategies has taken place and recommended updates to strategy approvals are highlighted.
- The formalising of approval for final estate disposals is highlighted.
- Updates to titles of roles, names of committees etc. are highlighted.
- Updates to requisition purchase order and invoice approval levels are listed. These have been agreed with the Operational Management Group (OMG) and Executive Management Team (EMT).

The next review of the Trust's Constitution is due in Quarter 2 2019/20.

The proposed amendments were considered by the Executive Management Team (EMT) 7 March 2019 and Audit Committee on 9 April 2019 who support their approval. These updates are also due to be approved by the Trust Board at their meeting on 30 April 2019 and any comments fed into the Members' Council meeting on 3 May 2019 as applicable.

## Reservation of Powers to Trust Board and Delegation of Powers

Under the Standing Orders for the practice and procedure of the Trust Board within the Trust's Constitution, Standing Order 3.14 provides that, subject to directions given by the Secretary of State for Health or NHS Improvement, Trust Board may make arrangements for any of its functions to be carried out on its behalf by a Committee or sub-committee or by the Chair or by a director or any officer of the Trust, in each case subject to restrictions and conditions determined by Trust Board.

The purpose of this document is to describe those powers that are reserved to Trust Board (generally those matters for which the Trust is accountable to the Secretary of State or to NHS Improvement) whilst at the same time delegating the detailed application of Trust policies and procedures to the appropriate level. Trust Board remains accountable for all its functions, even those delegated to the Chair, individual directors or officers, and will put in place arrangements to receive information about the exercise of delegated functions to enable it to maintain a monitoring role.

- Part 1 – Reservation of powers to the Trust Board and Scheme of Delegation general provisions
- Part 2 – Decisions/duties delegated by the Trust Board to Committees
- Part 3 – Scheme of Delegation derived from the Accounting Officer's Memorandum
- Part 4 – Delegation of duties relating to Corporate Governance
- Part 5 – Scheme of Delegation from the Trust's Constitution Standing Orders
- Part 5 – Scheme of Delegation from the Trust's Standing Financial Instructions

### Role of the Chief Executive

All powers of the Trust that have not been retained by Trust Board or delegated to a Committee will be exercised on behalf of Trust Board by the Chief Executive. The Chief Executive will prepare a scheme of delegation identifying the functions he/she will perform personally and those which will be delegated to other directors or officers. All powers delegated by the Chief Executive can be reassumed by him/her at any time. The Chief Executive is the Accounting Officer for the Trust and is accountable to Parliament for the efficient and effective use of the Trust's resources.

### Caution over the use of delegated powers

Powers are delegated to directors and officers on the understanding that they be exercised responsibly.

### Directors' ability to delegate their own delegated powers

The Scheme of Delegation shows the delegation from Trust Board to Committees and Executive Directors. The Scheme should be used in conjunction with the system of budgetary control and other established procedures within the Trust (Standing Financial Instructions) and any further scheme of delegation developed to support arrangements within Business Delivery Units and to support Service Line Management.

### Absence of directors to whom powers have been delegated

In the absence of a director or officer to whom powers have been delegated those powers will be exercised by the director or officer's designated deputy unless alternative arrangements have been approved by Trust Board.

Matters reserved for Trust Board and those matters that are delegated by Trust Board to Committees or Executive Directors are detailed in the attached Scheme of Delegation schedule.

## RESERVATION OF POWERS TO THE TRUST BOARD AND SCHEME OF DELEGATION GENERAL PROVISIONS

REF	TRUST BOARD	DECISIONS RESERVED TO THE BOARD
	Trust Board	<b>General Enabling Provision</b> Trust Board may make decisions on any matter for which it has delegated or statutory authority, in full session within its statutory powers.
	Trust Board	<b>Regulations and Control</b> <ol style="list-style-type: none"> <li>1. Approve Standing Orders (SOs), a schedule of matters reserved to the Board and Scheme of Delegation and Standing Financial Instructions for the regulation of its proceedings and business.</li> <li>2. Suspend Standing Orders.</li> <li>3. Vary or amend the Standing Orders.</li> <li>4. Ratify any urgent decisions taken by the Chair and Chief Executive.</li> <li>5. Approve a Scheme of Delegation of powers from Trust Board to committees. (Decisions taken by Committees within their delegated powers will be regarded as having been taken by Trust Board).</li> <li>6. Establish terms of reference and reporting arrangements of all Committees and sub-committees that are established by Trust Board.</li> <li>7. Grant delegated authority to the Chair or other directors to approve actions on its behalf, subject to ratification at a future meeting of Trust Board.</li> <li>8. Adopt the organisation structures, processes and procedures to facilitate the discharge of business by the Trust and to agree modifications to them.</li> <li>9. Require and receive the declaration of Board members' interests that may conflict with those of the Trust and determining the extent to which that member may remain involved with the matter under consideration.</li> <li>10. Require and receive the declaration of interests for staff that may conflict with those of the Trust.</li> <li>11. Approve arrangements for dealing with complaints.</li> <li>12. Authorise use of the seal (delegated to Chief Executive / Executive Director).</li> <li>13. Ratify or otherwise instances of failure to comply with Standing Orders brought to the Chief Executive's attention in accordance with SO 6.6.</li> <li>14. Discipline members of the Board or employees who are in breach of statutory requirements or SOs.</li> <li>15. Receive reports from committees including those that the Trust is required to establish and to take appropriate action on.</li> <li>16. Confirm the recommendations of the Trust's Committees where the committees do not have</li> </ol>

REF	TRUST BOARD	DECISIONS RESERVED TO THE BOARD
		<p>executive powers.</p> <p>17. Approve arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on trust.</p> <p>18. Approve arrangements relating to the discharge of the Trust's responsibilities as a bailer for patients' property.</p>
	Trust Board	<p><b>Appointments/dismissals</b></p> <p><del>Appoint the Deputy Chair of the Board.</del></p> <p><del>Appoint the senior independent director.</del></p> <p>1. Appoint and dismiss committees (and individual directors) that are directly accountable to Trust Board.</p> <p>2. Approve proposals regarding the Chief Executive, directors, senior employees <del>and those of staff not covered by the Remuneration and Terms of Service Workforce and Remuneration (delegated to Workforce and Remuneration Committee) Committee.</del></p> <p>3. Appoint, discipline and dismiss Executive Directors (subject to SO 3.9).</p> <p>4. Confirm appointment of members of any committee of the Trust as representatives on outside bodies where they are a voting member.</p> <p>5. <del>Appoint, discipline and dismiss the Secretary (if the appointment of a Secretary is required under Standing Orders).</del> <u>Appoint, discipline and dismiss the Secretary (delegated to Workforce and Remuneration Committee)</u></p>
	Trust Board	<p><b>Strategy, Plans and Budgets</b></p> <p>1. Define and set the Trust's strategy, the strategic aims and objectives.</p> <p>2. Approve the <del>five year Integrated</del> Business Plan or equivalent as required by NHS Improvement.</p> <p>3. Approve the Trust's annual <del>budget</del> <u>financial plan</u>.</p> <p><del>4.</del> Receive and approve the Trust's Annual Report and Annual Accounts.</p> <p><del>4.5.</del> <u>Receive and approve the Trust's Annual Quality Accounts</u></p> <p><del>5.6.</del> Approve the Trust's Communication, Engagement and Involvement Strategy.</p> <p><del>6.7.</del> Agree the Trust's Counter Fraud <del>Communications</del> Strategy (delegated to the Audit Committee).</p> <p><del>7.8.</del> Agree the Trust's Creative Minds Strategy (delegated to the Charitable Funds Committee).</p> <p><del>8.9.</del> Agree the Trust's Equality First Strategy (delegated to the Equality and Inclusion Forum and Executive Management Team)</p> <p><del>9.10.</del> Agree the Trust's Food and Drink Strategy (delegated to the Executive Management Team).</p> <p><del>10.11.</del> Approve the Trust's <u>Digital</u> <del>M&amp;T</del> Strategy.</p>

**Comment [BM1]:** Members' Council make this appointment

**Comment [BM2]:** Members' Council make this appointment

**Comment [BM3]:** Could be a conflict of interest, therefore delegated to the Workforce and Remuneration Committee

REF	TRUST BOARD	DECISIONS RESERVED TO THE BOARD
		<p><del>44-12.</del> Agree the Medicines Management Strategy (delegated to the Executive Management Team).</p> <p><del>42-13.</del> Approve the Trust's Organisational Development Strategy.</p> <p><del>43-14.</del> Agree the Trust's Procurement Strategy (delegated to the Audit Committee).</p> <p><del>44-15.</del> Approve the Trust's Quality Improvement Strategy.</p> <p><del>16.</del> Approve the Trust's Risk Management Strategy.</p> <p><del>17.</del> <u>Approve the Trust's Workforce Strategy</u></p> <p><del>18.</del> <u>Approve the Trust's Estates &amp; Environment Strategy</u></p> <p><del>45-19.</del> <u>Approve the Trust's Innovation &amp; Change Strategy</u></p> <p><del>46-20.</del> Agree other Trust strategies (delegated to the Executive Management Team).</p> <p><del>47-21.</del> Approve an annual plan for each Committee of Trust Board.</p> <p><del>48-22.</del> Approve proposals for ensuring quality and developing clinical governance in services provided by the Trust, having regard to any guidance issued by the Secretary of State.</p> <p><del>49-23.</del> Approve arrangements for agreeing action on litigation against or on behalf of the Trust.</p> <p><del>20-24.</del> Approve outline and final Business Cases for capital investment above £500,000 or a series of projects for which the combined value would exceed £1 million.</p> <p><del>25.</del> Ratify proposals for acquisition, disposal <u>and final sale or change of use</u> of land and/or buildings <u>above £500,000 or a series of acquisitions or disposals for which the combined value would exceed £1 million.</u></p> <p><del>24-26.</del> <u>Ratify proposals for change of use of land and/or buildings where that land and/or building has a value above £500,000</u></p> <p><del>22-27.</del> Approve PFI proposals.</p> <p><del>23-28.</del> Approve the opening of bank accounts <u>(on recommendation of the Audit Committee)-</u></p> <p><del>24-29.</del> Approve proposals on individual contracts (other than NHS contracts) of a capital or revenue nature amounting to, or likely to amount to over £500,000 over a 3 year period or the period of the contract if longer.</p> <p><del>25-30.</del> Review use of NHSLA risk pooling schemes.</p> <p><del>26-31.</del> Approve individual compensation payments not covered by the NHS LA risk pooling scheme above £5,000 (delegated to the Audit Committee, unless in relation to employment which is delegated to the Remuneration and Terms of Service Committee).</p>
	Trust Board	<p><b>Policy Determination</b></p> <ol style="list-style-type: none"> <li>1. Approve the process for approval, dissemination and implementation of policies and procedures.</li> <li>2. Approve the arrangements for dealing with complaints.</li> <li>3. Approve Human Resources policies relating to the arrangements for the appointment, removal and</li> </ol>

REF	TRUST BOARD	DECISIONS RESERVED TO THE BOARD
		<p>remuneration of staff not covered by the <del>Terms-Workforce</del> and Remuneration Committee.</p> <p>4. Approve the Treasury Management Policy. <del>(on recommendation of the Audit Committee)</del></p> <p>5. <del>Approve</del> Procurement policies <del>(delegated to the Audit Committee)</del>, including tendering and quotation procedures that form part of the Standing Financial Instructions.</p> <p>6. Approve policies relating to people's detention under the Mental Health Act (delegated to the Mental Health Act Committee).</p> <p>7. Approve policies relating to statutory compliance.</p> <p>8. Approve the policy and procedures for dealing with serious untoward incidents.</p> <p>9. Approve policies relating to the management of clinical risk and clinical safety (delegated to the Clinical Governance and Clinical Safety Committee).</p> <p>10. Approve the Standards of Business Conduct in Public Service Policy.</p>
	Trust Board	<p><b>Audit</b></p> <p>1. Receive the ISA260 (or equivalent) received from the external auditor and agreement of proposed action, taking account of the advice, where appropriate, of the Audit Committee.</p> <p>2. Receive an annual report from the Internal Auditor and agree action on recommendations where appropriate of the Audit Committee.</p>
	Trust Board	<p><b>Annual Reports and Accounts</b></p> <p>1. Receive and approve the Trust's Annual Report and <del>Annual Accounts</del> <u>including the Quality Account.</u></p> <p><del>2. Receive and approve the Annual Report and a</del>Accounts for charitable funds held on trust <u>as the Corporate Trustee.</u></p> <p><del>2.3. Receive and approve the Trust's Annual Quality Accounts</del></p>
	Trust Board	<p><b>Monitoring</b></p> <p>1. Receive such reports as Trust Board sees fit from committees in respect of their exercise of delegated powers, including an annual report of activities undertaken by the committee.</p> <p>2. Continuous appraisal of the affairs of the Trust by means of the provision to Trust Board as Trust Board may require from Directors, committees, and officers of the Trust as set out in management policy statements.</p> <p>3. Receive performance reports on performance against annual and five year plans (or equivalent) and key performance indicators as agreed by Trust Board.</p> <p>4. Receive and approve key reports as required including reports to and from NHS Improvement,</p>

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REF	TRUST BOARD	DECISIONS RESERVED TO THE BOARD
		reports on compliance with the NHS Improvement Single Oversight Framework (or equivalent), the terms of the Trust's Licence, and Care Quality Commission.

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## DECISIONS/DUTIES DELEGATED BY THE TRUST BOARD TO COMMITTEES

(Committee Terms of Reference: <http://www.southwestyorkshire.nhs.uk/about-us/how-we-are-run/trust-board/trust-board-committees/>)

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
Standing Order (SO) 5.8.1  Standing Financial Instructions (SFI) 4.1	Audit Committee	The terms of reference of the Audit Committee describe the functions that have been delegated to the Committee by Trust Board. Refer to the current Terms of Reference on the Trust's website.
SO 5.8.4	<del>Workforce and Remuneration and Terms of Service</del> Committee	The terms of reference of the <del>Workforce and Remuneration and Terms of Service</del> Committee describe the functions that have been delegated to the Committee by Trust Board. Refer to the current Terms of Reference on the Trust's website.
SO 5.8.2	Clinical Governance and Clinical Safety Committee	The terms of reference of the Clinical Governance and Clinical Safety Committee describe the functions that have been delegated to the Committee by Trust Board. Refer to the current Terms of Reference on the Trust's website.
SO 5.8.3	Mental Health Act Committee	The terms of reference of the Mental Health Act Committee describe the functions that have been delegated to the Committee by Trust Board. Refer to the current Terms of Reference on the Trust's website.
SO 5.8.6 SFI 21	Charitable Funds Committee	The terms of reference of the Charitable Funds Committee describe the functions that have been delegated to the Committee by Trust Board. Refer to the current Terms of Reference on the Trust's website.
SO 5.8.5	Nominations Committee	The terms of reference of the Nominations Committee describe the functions that have been delegated to the Committee by <del>Trust Board</del> <u>the Members' Council</u> . Refer to the current Terms of Reference on the Trust's website.
<u>TBC</u>	<u>West Yorkshire Mental Health Services</u>	<u>The terms of reference of the West Yorkshire Mental Health Services Collaborative Committees in Common describe the functions that have been delegated to the Committee by Trust Board. Refer to the current Terms of Reference on the Trust's website.</u>

REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
	<a href="#">Collaborative Committees in Common</a>	

## SCHEME OF DELEGATION DERIVED FROM THE ACCOUNTING OFFICER'S MEMORANDUM

(Accounting Officer's Memorandum: <https://www.gov.uk/government/publications/nhs-foundation-trusts-accounting-officers-responsibilities>)

REF	DELEGATED TO	ACCOUNTING OFFICER'S MEMORANDUM DUTIES DELEGATED
Accounting Officer's Memorandum (AOM) 1	Chief Executive (CE)	The National Health Service Act 2006 (the Act) designates the chief executive of an NHS foundation trust as the accounting officer.
AOM 7	CE	The accounting officer has responsibility for the overall organisation, management and staffing of the NHS foundation trust and for its procedures in financial and other matters. The accounting officer must ensure that: <ul style="list-style-type: none"><li>• there is a high standard of financial management in the NHS foundation trust as a whole</li><li>• the NHS foundation trust delivers efficient and economical conduct of its business and safeguards financial propriety and regularity throughout the organisation</li><li>• financial considerations are fully taken into account in decisions by the NHS foundation trust.</li></ul>
AOM 8	CE	The essence of the accounting officer's role is a personal responsibility for: <ul style="list-style-type: none"><li>• the propriety and regularity of the public finances for which he or she is answerable</li><li>• the keeping of proper accounts</li><li>• prudent and economical administration in line with the principles set out in <a href="#">Managing public money</a>.</li><li>• the avoidance of waste and extravagance</li><li>• the efficient and effective use of all the resources in their charge.</li></ul>
	CE	Refer to Accounting Officer's Memorandum for full details of the Accounting Officer's responsibilities.

## DELEGATION OF DUTIES RELATING TO CORPORATE GOVERNANCE

(Code of Governance: <https://www.gov.uk/government/publications/nhs-foundation-trusts-code-of-governance>)

REF	DELEGATED TO	GOVERNANCE AUTHORITIES/DUTIES DELEGATED
	Trust Board	Ensure the organisation is compliant with the Terms of Authorisation and is financially viable, legally constituted, well governed and that the organisation complies with the constitution, mandatory guidance issued by NHS Improvement, relevant statutory requirements and contractual obligations.
Code of Governance (COG) A.1.a & b main principals	Trust Board	<p>Every NHS foundation trust should be headed by an effective board of directors. The board is collectively responsible for the performance of the NHS foundation trust.</p> <p>The general duty of the board of directors, and of each director individually, is to act with a view to promoting the success of the organisation so as to maximise the benefits for the members of the trust as a whole and for the public.</p>
COG A.3.a main principals	Chair	The chairperson is responsible for leadership of the board of directors and the <del>Members' Council of governors</del> , ensuring their effectiveness on all aspects of their role and leading on setting the agenda for meetings.
COG A.4.a main principals	Non-Executive Directors	As part of their role as members of a unitary board, non-executive directors should constructively challenge and help develop proposals on strategy. Non- executive directors should also promote the functioning of the board as a unitary board.
COG A.5.a, b, c main principals	Governors	<p>The <del>Members' Council of governors</del> has a duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors. This includes ensuring the board of directors acts so that the foundation trust does not breach the conditions of its licence. It remains the responsibility of the board of directors to design and then implement agreed priorities, objectives and the overall strategy of the NHS foundation trust.</p> <p>The council of governors is responsible for representing the interests of NHS foundation trust members and the public and staff in the governance of the NHS foundation trust. Governors must act in the best interests of the NHS foundation trust and should adhere to its values and code of conduct.</p>

REF	DELEGATED TO	GOVERNANCE AUTHORITIES/DUTIES DELEGATED
		Governors are responsible for regularly feeding back information about the trust, its vision and its performance to members and the public and the stakeholder organisations that either elected or appointed them. The trust should ensure governors have appropriate support to help them discharge this duty.
COG		Refer to the Code of Governance for full details of the responsibilities.
	All directors	Constructively challenge the decisions of Trust Board, monitor the performance of the organisation and make decisions objectively in the interests of the Trust.
	Non-Executive Directors	Non-Executive Directors are appointed by the Members' Council to bring independent judgement to bear on issues of strategy and performance.
Standing Order (SO) 8.3	Trust Board	Approve the Standards of Business Conduct in Public Service Policy.
	Trust Board	Ensure proper and widely publicised procedures for voicing complaints, concerns about misadministration, breaches of Code of Conduct, and other ethical concerns.
SO 8	Chair and Directors	Declaration of conflict of interests.
	Trust Board	Trust Boards must comply with legislation and guidance issued by the Department of Health on behalf of the Secretary of State, respect agreements entered into by themselves or on their behalf, and establish terms and conditions of service that are fair to the staff and represent good value for taxpayers' money.

## SCHEME OF DELEGATION FROM SOUTH WEST YORKSHIRE PARTNERSHIPS NHS FOUNDATION TRUST CONSTITUTION STANDING ORDERS

(Trust Constitution including Standing Orders: <http://www.southwestyorkshire.nhs.uk/about-us/how-we-are-run/trust-board/constitution-self-certification/>)

REF	DELEGATED TO	STANDING ORDERS AUTHORITIES/DUTIES DELEGATED
Standing Order (SO) 4.9	Chair	Final authority in interpretation of Standing Orders (SOs).
SO 3.10	Members' Council	Appointment of Deputy Chair.
SO 4.1.2	Chair	Call meetings.
SO 3.2	Chair	Chair all Board meetings and all meetings of the Members' Council.
SO 4.9	Chair	Give final ruling in questions of order, relevancy and regularity of meetings.
SO 4.11.2	Chair	Having a second or casting vote.
SO 4.13	Trust Board	Suspension of Standing Orders.
SO 4.13.4	Audit Committee	Audit Committee will review every decision to suspend Standing Orders (power to suspend Standing Orders is reserved to the Board).
SO 4.14	Trust Board	Variation or amendment of Standing Orders.
SO 5	Trust Board	Formal delegation of powers to sub committees or joint committees and approval of their terms of reference.
SO 6.2	Chair & Chief Executive (CE)	The powers which the Board has retained to itself within these Standing Orders may in emergency be exercised by the Chair and Chief Executive after having consulted at least two Non-Executive members.
SO 6.4.2	CE	The Chief Executive shall prepare a Scheme of Delegation identifying decision making rights and

REF	DELEGATED TO	STANDING ORDERS AUTHORITIES/DUTIES DELEGATED
		accountability.
SO 6.6	All	Disclosure of non-compliance with Standing Orders to the Chief Executive as soon as possible.
SO 8.1	Trust Board	Declare relevant and material interests.
SO 8.2	CE	Maintain Register(s) of Interests.
SO 8.3	All staff	Comply with national guidance contained in circular HSG 1993/5 "Standards of Business Conduct for NHS Staff".
SO 8.3.3	All	Disclose relationship between self and candidate for staff appointment. (CE to report the disclosure to the Board.)
SO 10	CE	Keep seal in safe place and maintain a register of sealing.
SO 10.4	CE / Executive Directors	Approve and sign all documents which will be necessary in legal proceedings unless any enactment other requires or authorises.

**Comment [BM4]:** Is this still the most up-to-date guidance?

## SCHEME OF DELEGATION FROM SOUTH WEST YORKSHIRE PARTNERSHIP NHS FOUNDATION TRUST STANDING FINANCIAL INSTRUCTIONS

REF	DELEGATED TO	STANDING FINANCIAL INSTRUCTIONS AUTHORITIES/DUTIES DELEGATED
Standing Financial Instructions (SFI) 1	Director of Finance (DoF)	Advice on interpretation or application of SFIs.
SFI 1	All members of the Trust Board and employees	Have a duty to disclose any non-compliance with these Standing Financial Instructions to the Director of Finance as soon as possible.
SFI 3.2	Chief Executive (CE)	Responsible as the Accounting Officer to ensure the effective and efficient use of resources and for the overall <del>for the</del> System of Internal Control, which must be reviewed annually.
SFI 3.2	CE & DoF	Accountable for financial control and for putting in place appropriate arrangements for delegation of financial management.
SFI 3.2	CE	To ensure all Board members, officers and employees, present and future, are notified of and understand Standing Financial Instructions.
SFI 3.3	DoF	Responsible for: a) implementing the Trust's financial policies and coordinating corrective action; b) maintaining an effective system of financial control including ensuring detailed financial procedures and systems are prepared and documented; c) design and supervision of systems of internal financial control; d) ensuring that sufficient records are maintained to explain Trust's transactions and financial position; e) providing financial advice to members of Board and staff; f) preparation and maintenance of accounts, certificates etc as are required for the Trust to carry out its statutory duties; g) lead the development of the Trust's financial strategy
SFI 3.4	All members of the Trust	Responsible for security of the Trust's property, avoiding loss, exercising economy and efficiency in using



REF	DELEGATED TO	STANDING FINANCIAL INSTRUCTIONS AUTHORITIES/DUTIES DELEGATED
	Board and employees	resources and conforming to Standing Orders, Financial Instructions and financial procedures.
SFI 3.4	CE	Ensure that any contractor or employee of a contractor who is empowered by the Trust to commit the Trust to expenditure or who is authorised to obtain income are made aware of these instructions and their requirement to comply.
SFI 4.1	Audit Committee	Provide independent and objective view on internal control and probity.
SFI 4.1	Chair of Audit Committee	Raise the matter at the Board meeting where Audit Committee considers there is evidence of ultra vires transactions or improper acts.
SFI 4.2	DoF	Where a criminal offence is suspected, DoF must inform the police if theft or arson is involved. This will be after discussion with <del>NHS Protect</del> <u>the NHS Counter Fraud Authority</u> where appropriate. In cases of fraud and corruption DoF must inform the relevant Local Counter Fraud Specialists (LCFS) and <u>NHS Counter Fraud Authority and Security Management Service (CFSMS) Regional Team</u> in line with SOs directions.
SFI 4.2	DoF	Notify <u>LCFS</u> <del>CFSMS</del> and External Audit of all frauds.
SFI 4.4	DoF	Ensure an adequate internal audit service, for which he/she is accountable, is provided (and involve the Audit Committee in the selection process when/if an internal audit service provider is changed.)
SFI 4.3	DoF	Decide at what stage to involve police in cases of misappropriation and other irregularities not involving fraud or corruption.
SFI 4.5	Internal Auditor	Review, appraise and report in accordance with NHS Internal Audit Manual and best practice.
SFI 4.6	Audit Committee	Ensure the External Auditors' work presents value for money.
SFI 4.2	CE & DoF	Monitor and ensure compliance with SofS Directions on fraud and corruption including the appointment of the Local Counter Fraud Specialist.

REF	DELEGATED TO	STANDING FINANCIAL INSTRUCTIONS AUTHORITIES/DUTIES DELEGATED
SFI 5.1	CE	Compile and submit to the Board an Annual Plan which takes into account financial targets and forecast limits of available resources. The Annual Plan will contain: <ul style="list-style-type: none"> <li>a statement of the significant assumptions on which the plan is based;</li> <li>details of major changes in workload, delivery of services or resources required to achieve the plan.</li> </ul>
SFI 5.1	DoF	Submit budgets to the Board for approval. Monitor performance against budget; submit to the Board financial estimates and forecasts.
SFI 5.1	DoF	Ensure adequate training is delivered on an on going basis to budget holders.
SFI 5.2	CE	Delegate budget to budget holders.
SFI 5.2	CE & Budget Holders	Must not exceed the budgetary total or virement limits set by the Board.
SFI 5.3	DoF	Devise and maintain systems of budgetary control.
SFI 5.3	CE or nominated officers	Ensure that <ul style="list-style-type: none"> <li>a) no overspend or reduction of income that cannot be met from virement is incurred without <del>prior</del> consent of Board;</li> <li>b) approved budget is not used for any other than specified purpose subject to rules of virement;</li> <li>c) no permanent employees are appointed without the approval of the CE other than those provided for within available resources</li> </ul>
SFI 5.3	CE	Identify and implement cost improvements and income generation activities in line with the Annual Plan
SFI 6	DoF	Preparation of annual accounts and reports.
SFI 7	DoF	Managing the banking arrangements, which have been approved by Trust Board, including: <ul style="list-style-type: none"> <li>a) bank accounts and Government Banking Service (GBS) accounts;</li> <li>b) establishing separate bank accounts for the Trust's non-exchequer funds;</li> <li>c) ensuring payments made from bank or GBS accounts do not exceed the amount credited to the account except where arrangements have been made; and</li> <li>d) reporting to the Board all arrangements made with the Trust's bankers for accounts to be overdrawn.</li> </ul>

REF	DELEGATED TO	STANDING FINANCIAL INSTRUCTIONS AUTHORITIES/DUTIES DELEGATED
SFI 8	DoF	Income systems, including system design, prompt banking, review and approval of fees and charges, debt recovery arrangements, design and control of receipts, provision of adequate facilities and systems for employees whose duties include collecting or holding cash.
SFI 8.2	All employees	Duty to inform DoF of money due from transactions which they initiate/deal with.
SFI 8.2	Trust Board	Approval of income generating activities attracting an income of £500,000 or above.
SFI 9	CE	Negotiating contracts for the provision of healthcare services in accordance with the business plan, and for establishing the arrangements for extra-contractual services.
SFI 10.1	Trust Board	Approve proposals presented by the Chief Executive for setting of remuneration and conditions of service for those employees and officers not covered by the <u>Workforce and Remuneration Committee</u> .
SFI 10.4	Director of HR	Payroll: a) specifying timetables for submission of properly authorised time records and other notifications; b) final determination of pay and allowances; c) making payments on agreed dates; d) agreeing method of payment; e) issuing instructions
SFI 10.4	Director of HR	Ensure that the chosen method for payroll processing is supported by appropriate (contracted) terms and conditions, adequate internal controls and audit review procedures and that suitable arrangements are made for the collection of payroll deductions and payment of these to appropriate bodies.
SFI 10.5	Director of HR	Ensure that all employees are issued with a Contract of Employment in a form approved by the Board and which complies with employment legislation and deal with variations to, or termination of, contracts of employment.
SFI 11.1	CE	Determine, and set out, level of delegation of non-pay expenditure to budget managers, including a list of managers authorised to place requisitions, the maximum level of each requisition and the system for authorisation above that level.
SFI 11.1	Trust Board	Agreeing the Trust's the Procurement Strategy( <del>delegated to Audit Committee</del> );

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REF	DELEGATED TO	STANDING FINANCIAL INSTRUCTIONS AUTHORITIES/DUTIES DELEGATED
SFI 11.2	Trust Board	Approve any procurement arrangement that commits the Trust to expenditure above £500,000 over three or less years.
	DoF	To manage procurement of goods and services in accordance with the strategy and policies approved by Trust Board.
SFI 11.2	DoF	Responsible for the prompt payment of accounts and claims.
SFI 11.2	Appropriate Executive Director	Make a written case to support the need for a prepayment.
SFI 11.2	DoF	Approve proposed prepayment arrangements.
SFI 11.2	DoF	Ensure that the arrangements for financial control and financial audit of building and engineering contracts and property transactions comply with the guidance contained within CONCODE and ESTATECODE. The technical audit of these contracts shall be the responsibility of the relevant Director.
SFI 12	DoF	<ul style="list-style-type: none"> <li>a) Advise the Board regarding the setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained.</li> <li>b) Prepare procedural instructions on the obtaining of goods, works and services incorporating the thresholds.</li> <li>c) Be responsible for the prompt payment of all properly authorised accounts and claims.</li> <li>d) Be responsible for designing and maintaining a system of verification, recording and payment of all amounts payable.</li> <li>e) A timetable and system for submission to the Director of Finance of accounts for payment; provision shall be made for the early submission of accounts subject to cash discounts or otherwise requiring early payment.</li> <li>f) Instructions to employees regarding the handling and payment of accounts within the Finance Department.</li> <li>g) Be responsible for ensuring that payment for goods and services is only made once the goods and services are received.</li> </ul>
SFI 12	CE	Tendering and contract procedure.

REF	DELEGATED TO	STANDING FINANCIAL INSTRUCTIONS AUTHORITIES/DUTIES DELEGATED
SFI 12.5	DoF	Responsible for the receipt, endorsement and safe custody of tenders received.
SFI 12.5	DoF	Shall maintain a register to show each set of competitive tender invitations despatched.
SFI 12.5	CE and DoF	Where one tender is received will assess for value for money and fair price.
SFI 12.7	CE or DoF	Waive formal tendering procedures.
SFI 12.7	DoF	Report waivers of tendering procedures to the next formal meeting of the Audit Committee.
SFI 12.7	DoF	Where a supplier is chosen that is not on the approved list the reason <del>shall</del> should be recorded in writing to the CE.
SFI 12.11	Trust Board	Approval of partnerships for the delivery of services or for obtaining goods and services where there is no exchange of monies or where the terms and conditions are negotiated by another body, and the value of the goods or services exceeds £250,000, including setting the timescale for its review and renewal.
SFI 13.1	DoF	The DoF will advise the Board on the Trust's ability to pay interest and repay and will report, periodically, any external borrowing
SFI 13.1	DoF	Prepare detailed procedural instructions concerning applications for loans and overdrafts.
SFI 14	Trust Board	Approve treasury management policy <u>(as recommended by Audit Committee)</u>
SFI 14	DoF	Prepare detailed procedural instructions on the operation of investments held.
SFI 15	DoF	Ensure that the Trust Board are aware of the prevailing instructions and guidance of the Independent Regulatory, and any statutory or regulatory requirements, regarding the financial management and financial duties of the Trust.
SFI 16.1	Trust Board	Approval of all decisions relating to capital investment above £500,000.

REF	DELEGATED TO	STANDING FINANCIAL INSTRUCTIONS AUTHORITIES/DUTIES DELEGATED
SFI 16.1	CE	a) shall ensure that there is an adequate appraisal and approval process in place for determining capital expenditure priorities and the effect of each proposal upon business plans; b) is responsible for the management of all stages of capital schemes and for ensuring that schemes are delivered on time and to cost; and c) shall ensure that the capital investment is not undertaken without full consideration of the impact on the Trust's cash and working capital position and Risk Rating.
SFI 16.1	DoF	Certify professionally the costs and revenue consequences detailed in the business case for capital investment.
SFI 16.1	CE	Issue procedures for management of contracts involving stage payments.
SFI 16.1	DoF	Issue procedures for the regular reporting of expenditure and commitment against authorised expenditure.
SFI 16.1	CE	Issue manager responsible for any capital scheme with authority to commit expenditure, authority to proceed to tender and approval to accept a successful tender. Issue a scheme of delegation for capital investment management.
SFI 16.1	DoF	Issue procedures governing financial management, including variation to contract, of capital investment projects and valuation for accounting purposes.
SFI 16.2	CE	The Chief Executive shall demonstrate that the use of private finance represents value for money and genuinely transfers risk to the private sector.
SFI 16.2	Trust Board	The Trust Board will approve all PFI proposals or proposals to enter into a contract that commits the Foundation trust to long term (15 years or more) arrangements for capital assets with a lifetime value in excess of £500,000.
SFI 16.2	Trust Board	Any individual capital development that forms part of an arrangement under PFI or a partnership described above.

REF	DELEGATED TO	STANDING FINANCIAL INSTRUCTIONS AUTHORITIES/DUTIES DELEGATED
	CE	The Chief Executive shall be responsible for ensuring that best value for money can be demonstrated for all services provided on an in-house basis.
	CE	Must ensure the Trust enters into suitable contracts with commissioners for the provision of NHS services
	CE	Ensure that regular reports are provided to the Board detailing actual and forecast income from contracts
SFI 16.2	DoF	Demonstrate that the use of private finance is fully assessed against alternative routes and follows with prevailing guidance.
SFI 16.3	CE	Overall responsibility for fixed assets and maintenance of asset registers (on advice from DoF).
SFI 16.3	DoF	Approve procedures for reconciling balances on fixed assets accounts in ledgers against balances on fixed asset registers.
SFI 17.1	CE	Delegate overall responsibility for control of stores (subject to DoF responsibility for systems of control). Further delegation for day-to-day responsibility subject to such delegation being recorded. (Good practice to append to the scheme of delegation document.)
SFI 18.1	DoF	Prepare detailed procedures for disposal of assets including condemnations and ensure that these are notified to managers.
SFI 18.1	Trust Board	Approval of disposal of assets with a Net Book Value in excess of £50,000.
SFI 18.2	DoF	Prepare procedures for recording and accounting for losses, special payments and informing <u>counter fraud and</u> police in cases of suspected arson or theft.
SFI 18.2	DoF	Notify Board and External Auditor of losses caused <u>by</u> theft, arson, neglect of duty or gross carelessness (unless trivial).
SFI 18.2	DoF	Consider whether any insurance claim can be made.

REF	DELEGATED TO	STANDING FINANCIAL INSTRUCTIONS AUTHORITIES/DUTIES DELEGATED
SFI 18.2	DoF	Maintain losses and special payments register.
SFI 18.2	Audit Committee	Approve write off of losses (within limits delegated by the Department of Health).
SFI 19	DoF	Responsible for accuracy and security of computerised financial data.
SFI 19	DoF	Satisfy himself that new financial systems and amendments to current financial systems are developed in a controlled manner and thoroughly tested prior to implementation. Where this is undertaken by another organisation, assurances of adequacy must be obtained from them prior to implementation.
SFI 19	DoF	Ensure that contracts with other bodies for the provision of computer services for financial applications clearly define responsibility of all parties for security, privacy, accuracy, completeness and timeliness of data during processing, transmission and storage, and allow for audit review. Seek periodic assurances from the provider that adequate controls are in operation.
SFI 19	DoF	Where computer systems have an impact on corporate financial systems satisfy himself that: a) systems acquisition, development and maintenance are in line with corporate policies; b) data assembled for processing by financial systems is adequate, accurate, complete and timely, and that a management rail exists; c) DoF and staff have access to such data; Such computer audit reviews are being carried out as are considered necessary.
SFI 20	CE	Responsible for ensuring patients and guardians are informed about patients' money and property procedures on admission.
SFI 20	DoF	Provide detailed written instructions on the collection, custody, investment, recording, safekeeping, and disposal of patients' property (including instructions on the disposal of the property of deceased patients and of patients transferred to other premises) for all staff whose duty is to administer, in any way, the property of.
SFI 21	DoF	Shall ensure that each trust fund which the Trust is responsible for managing is managed appropriately.



REF	DELEGATED TO	STANDING FINANCIAL INSTRUCTIONS AUTHORITIES/DUTIES DELEGATED
SFI 22	CE	Retention of document procedures in accordance with the Trust Non-Clinical Records Management Policy
SFI 23	CE	Implementation of the Risk management strategy
SFI 23	Trust Board	Approve and monitor risk management strategy
SFI 23	Trust Board	Decide whether the Trust will use the risk pooling schemes administered by <del>the NHS Litigation Authority Resolution</del> or self-insure for some or all of the risks (where discretion is allowed). Decisions to self-insure should be reviewed annually.
SFI 23	DoF	<p>Where the Board decides to use the risk pooling schemes administered by <del>the NHS Litigation Authority Resolution</del> the Director of Finance shall ensure that the arrangements entered into are appropriate and complementary to the risk management programme. The Director of Finance shall ensure that documented procedures cover these arrangements.</p> <p>Where the Board decides not to use the risk pooling schemes administered by <del>the NHS Litigation Authority Resolution</del> for any one or other of the risks covered by the schemes, the Director of Finance shall ensure that the Board is informed of the nature and extent of the risks that are self insured as a result of this decision. The Director of Finance will draw up formal documented procedures for the management of any claims arising from third parties and payments in respect of losses that will not be reimbursed.</p>
SFI 23	DoF	Ensure documented procedures cover management of claims and payments below the deductible amount.

## Financial approvals hierarchy

The following limits are applied for both requisitioning and approving of invoices. A system of conscious delegation will operate for each cost centre with approvals agreed by the appropriate Deputy Director and Deputy Director of Finance

DELEGATED TO	LIMIT
2 Directors (normally the relevant Director and Director of Finance)	Greater than £75,000
Director	£75,000
Deputy Director	£ <del>5</del> 40,000
<del>Service Line Manager (Band 7 and above as approved Directors annually)</del> Typically General Manager	£ <del>5</del> 40,000
Budget holder (as approved by Directors annually)	£5 <del>00,000</del>
<del>Senior</del> Requestioner	£ <del>1</del> 500

**Members' Council  
3 May 2019**

<b>Agenda item:</b>	<b>7.7</b>
<b>Report Title:</b>	<b>Governor engagement feedback</b>
<b>Report By:</b>	Company Secretary on behalf of governors
<b>Action:</b>	To receive

The following feedback was received from governors on events attended since the last Members' Council meeting on 1 February 2019 up to 15 April 2019 (note, this does not include Members' Council meetings):

<b>Name</b>	<b>Role</b>	<b>Events attended / feedback provided</b>
Neil Alexander	Public Governor - Calderdale	➤ Trust Board 26 March 2019
Bill Barkworth	Public Governor - Barnsley	➤ NHS Providers Regional Governor Workshop on 4 April 2019
Bob Clayden	Public Governor - Wakefield	➤ Members' Council Co-ordination Group 11 March 2019 ➤ NHS Providers joint foundation trust session on Accountability on 27 March 2019 ➤ NHS Providers Regional Governor Workshop on 4 April 2019: <ul style="list-style-type: none"> <li>• In trying to encourage more young people to get involved in the Trust, some trusts have 'appointed governors' from existing youth forums in their districts. When the Constitution is reviewed this may be an area for consideration.</li> <li>• In conversations about NHS charities it was pointed out that some have converted to a normal charity giving a more transparent and accountable system, Sheffield Hospital is one. This could be considered in the review of the Trust charity.</li> </ul>
Jackie Craven	Lead Governor (Public Governor - Wakefield)	➤ Members' Council Quality Group 27 February 2019 <ul style="list-style-type: none"> <li>• Integrated performance report</li> <li>• Quality Accounts 2018/19 progress update and local indicator</li> <li>• Care Quality Commission (CQC) action plan</li> <li>• Draft Members' Council Quality Group Annual Report 2018/19</li> <li>• Review of Members' Council Quality Group Terms of Reference</li> <li>• Suicide prevention update - annual report</li> <li>• Draft work programme 2019</li> </ul> (continued over)

Name	Role	Events attended / feedback provided
		<ul style="list-style-type: none"> <li>➤ Members' Council Co-ordination Group 11 March 2019 <ul style="list-style-type: none"> <li>• Draft Co-ordination Group Annual Report 2018/19 including review of Terms of Reference (attached - Chair)</li> <li>• Governor attendance at Members' Council meetings</li> <li>• Governor attendance at NHS Providers Governor Focus Conference</li> <li>• Process for appointment of Lead Governor</li> <li>• Development plan action update, including draft notes from the development / evaluation session 1 February 2019</li> <li>• Update to governor induction pack for 2019/20</li> <li>• Members' Council agenda items for 3 May 2019 and future meetings</li> </ul> </li> <li>➤ Nominations Committee 9 April 2019</li> </ul>
Daz Dooler	Public Governor - Wakefield	<ul style="list-style-type: none"> <li>➤ Members' Council Quality Group 27 February 2019</li> <li>➤ Members' Council Co-ordination Group 11 March 2019</li> <li>➤ NHS Providers joint foundation trust session on Accountability on 27 March 2019</li> </ul>
Lin Harrison	Staff Governor - Psychological Therapies	<ul style="list-style-type: none"> <li>➤ Continuing in seconded into a new post as Suicide Prevention Project Manager, leading on the 5 year strategy for the West Yorkshire &amp; Harrogate Health &amp; Care Partnership (WYHHCP). This is an Integrated Care System (ICS) approach to Suicide Prevention. The post is a secondment until the end of March 2019 in the first instance and Lin continues to working a day a week in her substantive post as a Psychotherapist at Baghill House.</li> </ul>
Nasim Hasnie	Public Governor - Kirklees	<ul style="list-style-type: none"> <li>➤ Members' Council Quality Group 27 February 2019</li> <li>➤ NHS Providers joint foundation trust session on Accountability on 27 March 2019</li> <li>➤ Nominations Committee 9 April 2019</li> </ul>
Lisa Hogarth	Staff Governor - Allied Healthcare Professionals	<ul style="list-style-type: none"> <li>➤ Members' Council Co-ordination Group 11 March 2019</li> </ul>
Ruth Mason	Appointed Governor - Calderdale and Huddersfield NHS Foundation Trust	<ul style="list-style-type: none"> <li>➤ Members' Council Co-ordination Group 11 March 2019</li> <li>➤ Nominations Committee 9 April 2019</li> </ul>
Phil Shire	Public Governor - Calderdale	<ul style="list-style-type: none"> <li>➤ Members' Council Quality Group 27 February 2019</li> <li>➤ NHS Providers Regional Governor Workshop on 4 April 2019</li> </ul>
Jeremy Smith	Public Governor - Kirklees	<ul style="list-style-type: none"> <li>➤ Members' Council Quality Group 27 February 2019</li> <li>➤ NHS Providers Regional Governor Workshop on 4 April 2019</li> </ul>
Barry Tolchard	Appointed Governor - University of Huddersfield	<ul style="list-style-type: none"> <li>➤ NHS Providers joint foundation trust session on Accountability on 27 March 2019</li> </ul>

Name	Role	Events attended / feedback provided
Debby Walker	Staff Governor - Non clinical support	➤ NHS Providers joint foundation trust session on Accountability on 27 March 2019

There were three emails received for governors via the governor email address ([Governors@swyt.nhs.uk](mailto:Governors@swyt.nhs.uk)) between 1 January 2019 and 15 April 2019 in relation to the NHS Providers Regional Governor Workshop on 4 April 2019.

**Members' Council annual work programme 2019**

<b>Agenda item/issue</b>	<b>Feb</b>	<b>May</b>	<b>Aug</b>	<b>Nov</b>
<b>Standing items</b>				
Declaration of interests	x	x	x	x
Minutes and matters arising	x	x	x	x
Chair's and Chief Executive's report and feedback from Trust Board	x	x	x	x
Governor engagement feedback	x	x	x	x
Integrated performance report	x	x	x	x
<b>Trust Board appointments</b>				
Appointment/Re-appointment of Non-Executive Directors <i>(if required)</i>	x	x	x	x
Ratification of Executive Director appointments <i>(if required)</i>	x	x	x	x
Review of Chair and Non-Executive Directors' remuneration (process and timescales)			x	
<b>Annual items</b>				
Evaluation / Development session (to follow main meeting)	x			
Local indicator for Quality Accounts	x			
Annual report unannounced/planned visits		x		
Care Quality Commission (CQC) action plan		x		
Private patient income (against £1 million threshold)		x		
Annual report and accounts			x	
Quality report and external assurance			x	
Customer services annual report			x	
Serious incidents annual report			x	
Strategic meeting with Trust Board				x
Trust annual plans and budgets, including analysis of cost improvements				x

Agenda item/issue	Feb	May	Aug	Nov
<b>Members' Council Business</b>				
Members' Council elections	x	x		
Chair's appraisal	x			x
Review and approval of Trust Constitution				x
Consultation / review of Audit Committee terms of reference		x		
Holding Non-Executive Directors to account		x		
Members' Council Co-ordination Group annual report			x	
Members' Council Quality Group annual report			x	
Appointment of Lead Governor		x	x	
Members' Council meeting dates and annual work programme				x
<i>Review and approval of Membership Strategy (next review due April 2020)</i>				
<i>Appointment of Trust's external auditors (next due in August 2020)</i>				
<i>Members' Council objectives (next due in November 2020)</i>				
<b>Other items</b>				
Priority programme update		x		x
Other agenda items to be discussed and agreed at Co-ordination Group meetings to ensure relevant and topical items are included.	x	x	x	x