

**AGENDA - Members' Council**  
**09.00 – 13.00 on 11 May 2021**

Virtual meeting via Microsoft Teams

Item	Approx. Time	Subject	Lead	Action	Minutes allotted
	9.00	<i>New Governors introduction to the Board directors (new governors and directors only)</i>	<i>Angela Monaghan Chair</i>		30
	9.30	<i>Governors only pre-meet (25 minutes followed by five minute break)</i>	<i>John Laville, Lead Governor</i>		25
1.	10.00	Welcome, introductions and apologies	Angela Monaghan, Chair	<b>Verbal</b> To receive	3
2.	10.03	Declarations of Interests	Angela Monaghan, Chair	<b>Paper</b> To receive	2
3.	10.05	Minutes of the previous Members' Council meeting held on 29 January 2021	Angela Monaghan, Chair	<b>Paper</b> To approve	5
4.	10.10	Matters arising from the previous meeting held on 29 January 2021 and action log	Angela Monaghan, Chair	<b>Paper</b> To approve	10
5.	10.20	Chair's report and thanks to retiring governors	Angela Monaghan, Chair	<b>Paper/Verbal</b> To receive	10
6.	10.30	Chief Executive's comments on the operating context	Rob Webster, Chief Executive	<b>Verbal</b> To receive	10
7.	<b>10.40</b>	<b><u>Members' Council business items</u></b>			
	10.40	7.1 Re-appointment of Non-Executive Director	John Laville, Lead Governor	<b>Paper</b> To approve	10

10.50	7.2 Governor engagement feedback	John Laville, Lead Governor	<b>Paper</b>	To receive	5
	<ul style="list-style-type: none"> <li>Stakeholder feedback - Introduction to staff side</li> </ul>	Tony Wright – Staff governor	<b>Verbal</b>	To receive	5
11.00	7.3 Governor Training and Development	Bill Barkworth, Deputy Lead Governor	<b>Paper</b>	To receive	15
11.15	7.4 Assurance from Members' Council groups and Nominations Committee including: 7.4.1 Members' Council Co-ordination Group annual report 2020/21 including update to the Terms of Reference 7.4.2 Members' Council Quality Group annual report 2020/21 including update to the Terms of Reference 7.4.3 Nominations Committee annual report 2020/21 update to the Terms of Reference	Angela Monaghan, Chair	<b>Paper</b>	To receive	10
11.25	7.5 Members' Council Elections - outcome	Andy Lister, Head of Corporate Governance (Company Secretary)	<b>Paper</b>	To receive	5
11.30	<i>BREAK</i>				10
11.40	7.6 Review of Audit Committee terms of reference	Mike Ford, Non-executive director (Chair of Audit Committee)	<b>Paper</b>	To agree	5
11.45	7.7 Updated Scheme of Delegation	Mark Brooks, Director of Finance and Resources	<b>Paper</b>	To approve	5
11.50	7.8 Updated Members' Council Declaration of Interests Policy	Mark Brooks, Director of Finance and Resources	<b>Paper</b>	To approve	5
8.	<b>11.55 <u>Trust Performance</u></b>				
11.55	8.1 Trust performance update Q4	Non-executive and executive directors	<b>Presentation</b>	To receive	30
12.25	8.2 Care Quality Commission (CQC) - action plan update and update on our inspection annual report unannounced/planned visits	Tim Breedon, Director of Nursing & Quality /	<b>Presentation</b>	To receive	10

9.	12.35	<b><u>Work programme and future meeting dates</u></b> <ul style="list-style-type: none"><li>- Work programme 2021/22 (attached)</li><li>- Members' Council meeting dates 2021/22<ul style="list-style-type: none"><li>• 17 August 2021</li><li>• 16 November 2021</li><li>• 8 February 2022</li></ul></li></ul>	Subha Thiyagesh, Medical Director	<b>Paper and verbal item</b>	To receive	5
			Angela Monaghan, Chair			
<b><u>Private session (governors only)</u></b>						
10.	12.40	Chair's appraisal	Chris Jones, Deputy Chair, Senior Independent Director / Alan Davis, Director of HR, OD and Estates	<b>Presentation</b>	To discuss	20
	13.00	<b>CLOSE</b>				

**Members' Council  
11 May 2021**

<b>Agenda item:</b>	<b>2</b>
<b>Report Title:</b>	Members' Council Declaration of Interests
<b>Report By:</b>	Corporate Governance Manager 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 (NHS Improvement) 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 UK Corporate Governance Code, and NHS Improvement 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 Corporate Governance Team 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 2021 to 31 March 2022**

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:

Current governors (2021-22)

<b>Name</b>	<b>Declaration</b>
BARKWORTH, Bill Publicly elected - Barnsley	Director, Barkworth Associates Limited. Member – HealthWatch Barnsley
CLAYDEN, Bob Publicly elected - Wakefield	Chair, Portobello Community Craft and Camera Group. Occasionally contracted for sessions as freelance artist, this may be employed by groups funded or partially funded by SWYT Member of West Yorkshire & Harrogate Cancer Alliance Community Panel.
CRAVEN, Jackie Publicly elected - Wakefield	<i>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.</i>
DEGMAN, Dylan Publicly elected - Wakefield	<i>No interests declared.</i>
DEN BURGER-GREEN, Claire Publicly elected - Kirklees	Expert by Experience and part of the Inspectorate team employed by Choice Support which are contracted to the Care Quality Commission (CQC) to carry out inspections. This is carried out in a variety of settings including NHS services. Awareness Trainer (Volunteer), National Autistic Society Mystery shopper/ accessible venue consultant (volunteer), Attitude is Everything Active member of the support group, Ehlers Danlos UK Active member of the group, Kirklees Mental Health

<b>Name</b>	<b>Declaration</b>
	Carers Forum (KMHCF) –
DOOLER, Daz Publicly elected - Wakefield	Chair, S.M.a.S.H Society Community Group in Wakefield and the 5 Towns. Volunteer with SWYT Live Well Wakefield Advisor, employed by Nova Wakefield Seconded position through Nova, Live Well Wakefield and Barnsley Team, South West Yorkshire Partnership NHS Foundation Trust.
IRVING, Carol Publicly elected – Kirklees	Volunteer Ambassador, Dementia UK.
JACKSON, Tony Staff elected – Non-clinical support (services)	No interests declared.
JHUGROO, Adam Publicly elected - Calderdale	Bank registered at Calderdale and Huddersfield NHS Foundation Trust Medical care representative for Diabetes in the Specialist Driven Primary Care business unit for Napp Pharmaceuticals (full time basis) and cover South Yorkshire, which includes Barnsley. Daughter – works on the staff bank at SWYT
LAKE, Trevor Appointed - Barnsley Hospital NHS Foundation Trust	<i>Chair, Barnsley Hospital NHS Foundation Trust. Chair, Joint Independent Audit and Ethic Committee, West Yorkshire Police and Crime Commissioners and West Yorkshire Police Force. Director, Six Degrees Consultancy (non NHS work). Chair, Trustees of Barnsley Hospital Charity.</i>
LAVILLE, John Publicly elected - Kirklees	<i>Director and Shareholder, EMS (Hartshead) Ltd (dormant company). Member/Carer Representative, Kirklees Mental Health Partnership Board. Trustee and Chair, Popplewell Charity. Patient Representative North Kirklees Primary Care Commissioning Committee</i>
LEIGH, Steven Appointed – Calderdale MBC	No interests declared.
LUND, Ros Appointed - Wakefield MDC	Wakefield MDC: Deputy Cabinet Member, Adults and Health Member of The Labour Party
McCARTHY, Pauline Appointed – Barnsley MBC	Director of Credit Union – Acres Food and Allied Workers Union
McCOURT, Andrea Appointed – Calderdale and Huddersfield NHS Foundation Trust	Company Secretary, Calderdale and Huddersfield NHS Foundation Trust
MORGAN, Helen Staff elected – Allied Health	No interests declared.

<b>Name</b>	<b>Declaration</b>
Professionals	
<i>MUSHTAQ, Imran Publicly elected - Kirkles</i>	
<i>NEWTON, Debbie Appointed Governor for Mid Yorkshire Hospitals NHS Trust</i>	<i>Director of Community Services, Mid Yorkshire Hospitals NHS Trust.</i>
<i>NUSAIR, Abdul Staff elected – Medicine and Pharmacy</i>	
<i>PERVAIZ, Mussarat Appointed – Kirklees MC</i>	No interests declared.
<i>POWELL, Beverley Publicly elected – Wakefield</i>	Senior Advisor to National Direct Jacqueline Davies (full time), NHSE/I Provide informal Coaching/Mentoring to some SWYPT staff members ( non-board or SLT level)
<i>SHEARD, Tom Publicly elected – Barnsley</i>	<i>Director and Company Secretary of Barnsley TUC Training Ltd. Member of ‘Monk Bretton Cares’ a voluntary group who organise and provide a Dementia Café in Monk Bretton once per week. This is in conjunction with BIADS Barnsley Dementia Support. Member and Chair of Patient Group at White Rose Medical Practice.</i>
<i>SHIRE, Phil Publicly elected - Calderdale</i>	<i>Director, Greenroyd Bowling Club Limited. Trustee and Director on the board of Impact Education Multi-Academy Trust.</i>
<i>SMITH, Jeremy Publicly elected - Kirklees</i>	<i>Director, Predictlaw Ltd.</i>
<i>STUART-CLARKE, Keith Publicly elected - Barnsley</i>	<i>Volunteer with West Yorkshire and Harrogate NHS trust CCG, in the post with their reduction of suicide project which is based at White rose house Wakefield</i>
<i>TEALE, Debs Staff elected - Nursing support</i>	Trustee in National Centre for Creative Health
<i>TOLCHARD, Professor Barry Appointed - University of Huddersfield</i>	No interests declared.
<i>VLISSIDES, Nik Staff elected – Psychological therapies</i>	No interests declared.
<i>WARD, Lisa Publicly elected - Kirklees</i>	Volunteer Facilitator, Richmond Fellowship Volunteer, Recovery College
<i>WILKINSON, Tony Publicly elected - Calderdale</i>	Trustee Board member Healthwatch Kirklees, covering Kirklees and Calderdale.
<i>WRIGHT, Tony Staff elected – staff side organisations</i>	<i>Non-executive director (Trustee) with Barnsley Civic Enterprises.</i>

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

Past governors (who left in 2020/21)

<b>Name</b>	<b>Declaration</b>
ADAMOU, Marios <i>Staff elected - Medicine and Pharmacy</i>	<i>Director, Marios Adamou Ltd. Board member, UKAAN. Secondary Care Doctor member, NHS Northumberland Clinical Commissioning Group (CCG).</i>
AMARAL, Kate <i>Publicly elected - Wakefield</i>	<i>No interests declared.</i>
ARMER, Bill <i>Appointed - Kirklees Council</i>	<i>No interests declared.</i>
BATTY, Paul <i>Staff elected - Social care staff working in integrated teams</i>	<i>No interests declared.</i>
BECKLEY, Evelyn <i>Appointed - Staff side organisations</i>	<i>No interests declared.</i>
CROSSLEY, Andrew <i>Publicly elected - Barnsley</i>	<i>Shareholder (non-controlling), Liaison Financial Services. Volunteer, Victim Support, Wakefield. Placement Counsellor, Mind, Barnsley &amp; Rotherham</i>
DEAKIN, Adrian <i>Staff elected - Nursing</i>	<i>No interests declared.</i>
HARRISON, Lin <i>Staff elected - Psychological therapies</i>	<i>Fulltime secondment as Suicide Prevention Project Manager for West Yorkshire and Harrogate Health and Care Partnership (WYHHCP). Member of the Labour party. Volunteer Co-ordinator for sub area of Crookes Mutual Aid Group (COVID-19 Community Support) I commission services for the ICS as Suicide Prevention Project Manager, for example the West Yorkshire and Harrogate Suicide Bereavement Service fulfilled by Leeds Mind. My wife is a Commissioning Manager for Sheffield CCG.</i>
HASNIE, Nasim <i>Publicly elected - Kirklees</i>	<i>Trustee of Voluntary Action Kirklees.</i>
HOGARTH, Lisa <i>Staff elected - Allied Healthcare Professionals</i>	<i>Member governor, Salendine Nook High School Huddersfield. Member of the Labour Party.</i>
MASON, Ruth <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>
MINOCHA, Devika <i>Publicly elected - Wakefield</i>	<i>No interests declared.</i>



<b>Name</b>	<b>Declaration</b>
<i>PILLAI, Chris</i> <i>Appointed - Calderdale MBC</i>	<i>Independent Hospital Manager.</i>
<i>SUMNER, Nicola</i> <i>Appointed - Barnsley MBC</i>	<i>No interest declared.</i>

**Minutes of the Members' Council meeting held at 10.00am on 29 January 2021**  
**Meeting Held Virtually by Microsoft Teams**

<b>Present:</b>	Angela Monaghan (AM)	Chair
	Marios Adamou (MA)	Staff – Medicine and Pharmacy
	Bill Barkworth (BB)	Public – Barnsley (Deputy Lead Governor)
	Bob Clayden (BC)	Public – Wakefield
	Jackie Craven (JC)	Public – Wakefield
	Adrian Deakin (AD)	Staff – Nursing
	Dylan Degman (DDe)	Public – Wakefield
	Daz Dooler (DDo)	Public – Wakefield
	Lisa Hogarth (LH)	Staff – Allied Healthcare Professionals
	Carol Irving (CI)	Public – Kirklees
	Tony Jackson (TJ)	Staff – Non-Clinical Support Services
	Adam Jhugroo (AJ)	Public – Calderdale
	Trevor Lake (TL)	Appointed – Barnsley Hospital NHS Foundation Trust
	John Laville (JL)	Public – Kirklees (Lead Governor)
	Cllr Steven Leigh (SL)	Appointed – Calderdale Council
	Ros Lund (RL)	Appointed – Wakefield Council
	Andrea McCourt (AMc)	Appointed – Calderdale and Huddersfield NHS Foundation Trust
	Debbie Newton (DN)	Appointed – Mid Yorkshire Hospitals NHS Trust
	Cllr Mussarat Pervaiz (MP)	Appointed – Kirklees Council
	Tom Sheard (TS)	Public – Barnsley
	Phil Shire (PS)	Public – Calderdale
	Jeremy Smith (JS)	Public – Kirklees
	Keith Stuart-Clarke (KSC)	Public – Barnsley
	Debs Teale (DT)	Staff – Nursing support
	Tony Wilkinson (TW)	Public – Calderdale
	Tony Wright (TWr)	Appointed – Staff Side organisations
<b>In attendance:</b>	Tim Breedon (TB)	Director of Nursing & Quality / Deputy Chief Executive
	Mark Brooks (MB)	Director of Finance & Resources
	Alan Davis (AGD)	Director of Human Resources, Organisational Development & Estates
	Charlotte Dyson (CD)	Deputy Chair / Senior Independent Director
	Carol Harris (CH)	Director of Operations
	Chris Jones (CJ)	Non-Executive Director
	Mike Ford (MF)	Non-Executive Director
	Erfana Mahmood (EM)	Non-Executive Director
	Kate Quail (KQ)	Non-Executive Director
	Subha Thiyagesh (ST)	Medical Director
	Sam Young (SYo)	Non-Executive Director
	Laura Arnold (LA)	Secretary to the Chair, Non-Executive Directors and Members' Council
	Andy Lister (AL)	Head of Corporate Governance (Company Secretary) (author)
	Kevin Gelder	Strategic Planning Lead (item 7.5 only)
	Adam Newman	WRM Sustainability Consultants (item 7.5 only)
<b>Apologies:</b>	<u>Members' Council</u>	
	Kate Amaral (KA)	Public – Wakefield
	Paul Batty (PB)	Staff – Social care staff working in integrated teams
	Pauline McCarthy (PMc)	Appointed – Barnsley Council
	Barry Tolchard (BT)	Appointed – University of Huddersfield
	<u>Attendees</u>	
	Sean Rayner (SR)	Director of Provider Development
	Rob Webster (RW)	Chief Executive
	Salma Yasmeen (SY)	Director of Strategy

### **MC/21/01 Welcome, introductions and apologies (agenda item 1)**

The Chair, Angela Monaghan (AM) welcomed everyone to the meeting, apologies were noted as above. The meeting was quorate and could proceed.

AM explained the logistics of how the meeting will be run due to it being conducted virtually through Microsoft Teams. AM noted the meeting is being recorded to assist with minutes but the recording would be destroyed once the minutes are approved. Attendees of the meeting were advised they should not record the meeting unless they have been granted authority by the Trust prior to the meeting taking place.

Item 7.5 relates to sustainability and estates and Kevin Gelder (KG) and Adam Newman (AN) will be joining the meeting for this item only.

Item 8.1 concerns the appointment of a Non-Executive Director. Members of the public and directors will be asked to leave the meeting for this item as it will be held in private.

AM noted today is the last meeting for some governors namely, Lisa Hogarth (LH), Marios Adamou (MA), Adrian Deakin (AD), Paul Batty (PB). AM thanked the governors for their support and contributions during their terms.

AM further noted Charlotte Dyson (CD) is approaching the end of her second term as a Non-Executive Director and this will be her last Members' Council meeting.

Some governors are approaching the end of their first term, Daz Dooler (DDo), Kate Amaral (KA) and Barry Tolchard (BT).

### **MC/21/02 Declarations of Interests (agenda item 2)**

No new declarations for the register of interests were received in advance of the meeting.

AM reported a declaration in relation to items 8.1 and 8.2. AM noted all Executive Directors and Non-Executive Directors (NEDs) will step out for these items and John Laville (JL) will chair.

**It was RESOLVED to NOTE the declarations of interest as outlined above.**

### **MC/21/03 Minutes of the previous meeting and the joint Trust Board and Members' Council meetings held on 30 October 2020 (agenda item 3)**

**It was RESOLVED to AGREE the minutes of the Members' Council meeting and the joint Trust Board and Members' Council meeting held on 30 October 2020 as a true and accurate record.**

### **MC/21/04 Matters arising from the previous meeting held on 30 October 2020 and action log (agenda item 4)**

AM noted actions highlighted in blue are considered complete unless any issues are raised in today's meeting.

MC/20/36 – Tim Breedon (TB) confirmed licences for the Institute for Healthcare Improvement programme are now available for governors. To close.

MC/20/38a – TB confirmed the work described in the action is included in the Equality, Involvement, Communication and Membership strategy. Strategy actions are to be reviewed at the next Equality and Inclusion Committee meeting. DDo represents governors on this Committee. To close.

MC/20/25 – AM noted the Constitution update has been deferred to April 2021.

MC/20/27i – Carol Irving (CI) reported she has been working with Lauren Melling around wording of discharge letter. TB has had sight of the new letter and reported this was in its final stage and ready for sign off next week. TB noted CI's input had been very helpful. TB stated he would keep CI updated. TB noted there is to be a change in the way Trust letters are signed off to improve letters in the future. The Members' Council Quality Group (MCQG) have an action to monitor progress.

LH asked why it had taken so long to resolve this matter. TB acknowledged it had taken longer than it should and a new clinical record keeping group will now monitor correspondence. TB confirmed service users are now included in the new process. To close.

AM asked for a new action to review the way the Trust writes notes and communications to service users, families and carers. Letters and communication need to reflect the Trust values of compassion and care. Debs Teale (DT) raised a concern about access to health records following bereavement and the jargon used. AM asked TB to take this into the MCQG also. TB reported these issues were all part of the new Equality, Involvement, Communication and Membership strategy and would feed into MCQG.

**Action: Tim Breedon**

Joint TB/MC-1 – Bob Clayden (BC) reported he had not been contacted until the day before yesterday and the action is out of date. BC reported the action had now moved on. AM reported she would follow up the item with Sean Rayner (SR).

**Action: Angela Monaghan**

#### **MC/21/05 Chair's report – to include feedback from the Trust board meeting held on 26 January 2021 (agenda item 5)**

AM's report outlined activity of Chair and NEDs since last meeting and AM noted the following key items from the Trust Board meeting held on 26 January 2021:

- The Trust Board Business and Risk meeting took place on 26 January 2021.
- The new Board Assurance Framework (BAF) was approved.
- The Organisational Risk Register (ORR) was reviewed.
- Assurance for Infection, prevention and Control in relation to the Covid-19 was received.
- Assurance in relation to the Ockenden Review (concerning maternity services) was received.
- Reports providing updates for the West Yorkshire and South Yorkshire business developments including Integrated Care Systems (ICSs) were received.
- The Integrated Performance Report (IPR) was received in addition to updates from Trust Board Committees.
- An updated Scheme of Delegation was approved.
- In the private meeting the Chief Executive's dual role was reviewed.
- Commercially confidential business development updates including the Adult Secure Lead Provider Collaborative and integrated care developments in Barnsley were received.
- Progress for the Mental Health, Learning Disability and Autism Alliance development in South Yorkshire and Bassetlaw was received.
- A verbal update in relation to Serious Incidents was received
- A planning update was also received.

Adam Jhugroo (AJ) asked about staff vaccinations and take up from ethnically diverse populations. London statistics suggested update may be less among Black African, Black Caribbean and Filipino communities.

TB reported early data is being analysed to identify groups where uptake may be lower. The vaccination is being offered equally across all staff. Staff are being utilised across the vaccination hubs to represent diverse communities. TB reported targeted work is taking place to encourage people to have the vaccine.

Mark Brooks (MB) reported 4194 vaccinations had been administered as of this morning and a further 100 staff were booked in to be vaccinated today.

AM reported the Trust communications team was working to “myth bust” and provide staff with factual evidence to enable informed decisions to be taken about the vaccine. It is an individual decision for staff members ultimately as to whether they have the vaccine or not.

Tony Wright (TWr) asked if there had been any concerns raised in respect of the Chief Executive’s dual role in the private board meeting.

AM reported the Board had reviewed the position from the Trust’s perspective, the West Yorkshire ICS perspective and Rob Webster’s (RW) personal perspective. RW had given a summary of this position and then left the Board meeting for the other Board members to consider the arrangements. The Board are satisfied the current arrangements are working but this will be subject of further review as integrated care systems evolve.

Tony Wilkinson (TW) asked about Red, Amber, Green ratings (RAG) and the context of how they are used. TW asked if Red meant it would receive a higher priority.

AM explained the use of RAG ratings in relation to the BAF, ORR and performance reports and that each document would contain a key that explained the meaning of the different ratings in relation to each specific document.

JL asked about the Trust response to the ICS arrangements and if any delays were expected. TB reported further clarity is to be received in the next two weeks around expected timescales.

Phil Shire (PS) reported there is a useful article from the Kings Fund explaining the context of the ICS developments and he would send this to the corporate governance team for circulation.

BC provided feedback from the West Yorkshire and Humber cancer alliance in relation to RW’s dual role, stating that RW’s leadership in the ICS has helped to get a more patient centred approach.

Councillor Pervaiz (MP) reported she lives in an ethnic minority area and the community is being encouraged to listen to healthcare staff and not to listen to social media. MP is involved in circulating videos to promote the vaccine. MP’s father has had the vaccine and is fine. This has been circulated in the local community in Dewsbury and has worked to good effect. AM asked if the video could be shared with the Trust it would be very helpful for communications use.

**Action: Laura Arnold**

**It was RESOLVED to NOTE the Chair’s report.**

#### **MC/21/06 Chief Executive’s update (agenda item 6)**

TB reported updates on the following key points in the absence of RW:

- TB noted the significant change in the prevalence of Covid-19 since the last meeting and the pressure this has brought to Trust staff over the Christmas period. TB praised the very positive response of Trust staff over Christmas.
- Prevalence of the virus remains high.
- Services are stable, face to face contact continues where necessary.
- Two vaccination hubs are now operational at Fieldhead (Wakefield) and Kendray (Barnsley).
- Staff self-testing continues with lateral flow tests.
- The Trust is maintaining focus on emergency arrangements with colleagues to support vaccine response.
- Flu vaccinations have concluded with good uptake, the EU exit is complete leaving the focus on the Covid-19 response.

- Staff wellbeing remains a key priority.
- Focus on inequalities work continues within the Trust for both staff and service users.
- The Trust is managing well in difficult and challenging times keeping safety at the forefront of our minds.

AM noted the work of staff and volunteers throughout the Trust and thanked them for their phenomenal efforts.

LH queried the accuracy of lateral flow testing.

TB reported accuracy was about 60-70% accurate. If a positive test is identified a further polymerase chain reaction (PCR) test takes places to confirm the outcome. It is acknowledged that lateral flow test is not as accurate as PCR but works well as an early indicator.

DT has been a volunteer at the vaccine hub, feedback has been fantastic, describing the experience as smooth, easy and pleasant. The team are responding incredibly well to changes.

Councillor Lee (SL) queried lateral flow testing and problems with false negatives.

TB responded to state there was little evidence to suggest this was the case.

Dylan Degman (DDe) stated lateral flow testing is done twice a week to reduce likelihood of false negatives.

**It was RESOLVED to NOTE the Deputy Chief Executive's update.**

## **MC/21/07 Members' Council Business Items (agenda item 7)**

### **MC/21/07a Governor Engagement Feedback (agenda item 7.1)**

AM introduced the item and asked for the paper to be taken as read:

- JL reported virtual governor meetings by district have now been set up and are working well. These have been aligned with the Members' Council Coordination Group (MCCG).
- Dawn Pearson (DP) and the communications team have produced a draft document about community involvement. The document has been reviewed by governors in virtual meetings and JL will summarise a response to DP.
- JL contacted Platform 1 yesterday – a men's mental health group in Kirklees. JL will now receive monthly updates from this group.
- The intention will be to mirror this work in other areas, with other groups, and feed information back into the Trust.
- The governor elections are ongoing, and applications are being encouraged where appropriate.

**It was RESOLVED to NOTE the governor engagement feedback.**

### **MC/21/07b Assurance from Members' Council groups and Nominations Committee (agenda item 7.2)**

AM gave an overview of each of the groups that sit under Members' Council, MCCG, MCQG and Nominations Committee.

AM asked to take paper as read.

AM reported NHS Providers is a national body which represents all NHS Trusts across the country. As part of their work they provide support for governors and have a Governor Advisory Committee.

The Trust received information about a vacancy for this committee at the end of last year and was brought to the meeting on 14 December 2020. Due to a timing issue we were not able to

communicate this to governors, but this is now on the work plan and will be highlighted in time for next year. As a result, the Trust did not put anyone forward.

Nominations have closed and voting will start soon and close on 26 March 2021. The recommendation is for MCCG to make the decision on behalf of Members' Council. We get one vote as an organisation.

**It was RESOLVED to AGREE that the Members' Council Co-ordination Group makes the vote for the NHS Providers Governor Advisory Committee on behalf of the Members' Council at the meeting on 8 March 2021.**

JL will be coordinating a meeting soon to look at Members' Council development plan and welcomes input from all governors.

BC asked for candidates for the NHS Providers vote to be shared well before the MCCG meeting.

**Action: Laura Arnold**

AM reported encouragement for a governor to co-chair the MCQG had been taking place for some time. PS has stepped forward to take up this role and TB and PS will be meeting next week to look at how this will work.

**It was RESOLVED to AGREE that Phil Shire will become co-chair of the Members' Council Quality Group.**

AM reported TWr had self nominated for the vacancy on MCCG and as the only nominee he is now an appointed governor on that group.

AM clarified there were no further points of note or queries for this item.

**It was RESOLVED to RECEIVE the assurance from Members' Council groups and Nominations Committee**

MC/21/07c Update on Members Council Elections (agenda item 7.3)

In addition to the paper Andy Lister (AL) highlighted the following:

- Adverts have gone out in the Yorkshire Post for public governors.
- Two adverts a week are being posted on Trust social media.
- E-mail and postal information have been sent out to members in the constituencies where there are vacancies.
- DP and the communications team are proactively encouraging applications from diverse networks.
- For staff vacancies, direct communications are being sent into the relevant staff groups.
- Adverts have been placed in "The Brief".
- "Headlines" are advertising every week and a further notice has been placed on the electronic payslips message board.
- As of this morning there are four verified public nominations.
- One verified staff nomination.
- This month has seen eight new members join the Trust.

BC reported he had received some comments from members who perceived the information to be about voting and not nominations. AL agreed to look at the election material to make sure it is clear.

**Action: Andy Lister**

**It was RESOLVED to RECEIVE the update on the Members' Council elections 2021.**

MC/21/07d Trust Performance Update (agenda item 7.4)

AM noted the slides had been sent to governors for their review.

Chris Jones (CJ) introduced the item and gave apologies for the late circulation of the document but thanked MB, TB and Alan Davis (AGD) for their work in keeping the Board updated in relation to performance during the pandemic.

CJ highlighted the following points in relation to national metrics:

- The single oversight framework is the criteria by which the regulators judge the performance of the Trust. The Trust has been in band 2 for most of the year which demonstrates a good performance in terms of quality and finance.
- Children in adult inpatient wards is monitored closely by the Trust, this is always taken as the “least worst” option.
- Inappropriate “Out of Area” (OOA) bed days continues to be a challenge for the Trust and is closely monitored and managed.
- There has been a steady increase in compliments received which is positive in the current climate.
- Safer staffing fill rates are consistently over 100% aggregate.
- Patient safety incident numbers are in the acceptable range.
- Confidentiality breaches continue despite considerable work in this area.
- Child and adolescent mental health services (CAMHS) referral to treatment waiting times continue to improve.

CD introduced the following sections:

#### Quality

- Service users are tested for Covid-19 on admission and then tested every third and seventh day. If positive, we have a good system to manage outbreaks.
- There has been good uptake for calls to the Occupational Health (OH) line.
- There are increasing numbers of staff being able to work from home.

#### Covid-19 response

- Staff lateral flow testing we have had a good level of response and monitoring.
- In care homes we have an enhanced support offer in Barnsley.
- Personal protective equipment (PPE) supply is in good order.

#### Patient Experience

- Friends and Family test – despite pressure, staff continue to give high quality level of service with 98% of respondents stating they would recommend community health services and 90% would recommend our mental health services.
- Experience with the trust rated as good or very good is 91%. This is reviewed in further depth in the Clinical Governance and Clinical Safety Committee (CGCS) by area, looking at themes and learning opportunities.
- Text messages for service user opinion have resumed very recently following the response to the pandemic.

#### Safer Staffing

- The Christmas period was very difficult, the staff fill rate is shown at 115%. This is due to the acuity in inpatient areas. It is important to get the right mix of staff. The average fill rate for registered nurses is just above 90%, an increase from last month.
- Community safer staffing is under review and a report will be going into CGCS soon.

#### Incident Reporting

- Total number of incidents is around 1000 per month. This shows incidents are still getting reported, which is positive, given the pressure on staff.
- Moderate and serious incidents which have increased. All serious incidents investigations are completed via Root Cause Analysis process and a weekly risk scan takes place looking at themes.



- Incidents with moderate harm has seen an increase whereas serious incidents have remained at expected levels.
- Self harm has increased, and this is being discussed at CGCS and is being reviewed.

#### Single oversight framework

- The Trust is at Level 2 which is graded as “targeted support”, but we are performing above target against most of our national indicators.

AGD highlighted the following:

#### Workforce metrics

- Non Covid-19 sickness is at lowest level for years, 1% lower than last year.
- Stress and anxiety is up in the staff group – enhanced support is available for staff.
- Staff illness and Covid-19 absence is at 8.37% but this is still lower than April 2020.
- Highest ever uptake of Flu vaccinations, we were joint first Trust in the country.
- The impact of flu has been negligible this year due to high uptake of the vaccine and handwashing and extra measures.
- Mandatory training statistics remain at a good level. Where face to face training is required, staff safety is a priority with Covid-19 measures in place.
- Staff turnover is lower than in previous years at just under 10%
- Corona virus and its disproportionate impact – we now have a BAME (Black, Asian, and Minority, Ethnic) wellbeing practitioner funded through the NHS charities programme.
- Vaccine take up from the BAME community and colleagues. Our aim is to vaccinate 100% of staff but there is lower uptake in certain groups.

CJ highlighted the following points:

#### Finance

- The Trust is currently performing with a surplus against the plan of a £2m deficit.
- Significant cash balances are present, but this is due to being paid one month in advance and will unwind by the end of the financial year.
- Capital expenditure is a little behind but optimistic about spending £5m.
- MB and team continue to work hard with the better payment requirements.

#### Performance

- For the first half of the year the Trust was required to break even.
- The deficit of £2.1m was expected but is now reduced to as recruitment hasn't taken place and out of area beds has been less costly than anticipated.
- The Trust is spending more than last year due to pay uplifts and investments and costs of Covid-19.
- Cost pressure remain due to staffing pressures in inpatient services due to high levels of acuity and demand but there is confidence we can achieve the planned deficit.

TB confirmed following a query that reusable PPE was not an option currently due to the risk of transmission. AM noted sustainability was on today's agenda.

CD confirmed the CAMHS friends and family test results were not as good as they previously have been but there were plans in place as to what could be done in this area. AM confirmed the CAMHS Friends and Family test figures could be added for the next meeting.

**Action: Tim Breedon / Mark Brooks**

Jackie Craven (JC) asked for an update in relation to CAMHS.

Carol Harris (CH) reported there have been significant improvements in waiting times in Barnsley and Wakefield. CAMHS pressure remains in treatment waits for Autistic Spectrum Condition and Attention Deficit Hyperactivity Disorder especially in Kirklees and Calderdale. Detailed CAMHS reports go into CGCS Committee.

LH reported she has been impressed by Trust response to protecting staff. As a member of the BAME community LH feels very safe at work. LH asked AGD if it has been established why staff are feeling anxious and stressed.

AGD reported stress and anxiety has gone up. When reviewed in detail it has reduced in qualified nursing staff but increased in estates and support workers and some of the administration staff. Prior to the pandemic, the pressure was in inpatient areas due to violence and aggression against staff. Inpatient areas have been a focus. The Trust has a good reactive level of support for staff, it is now looking to be more proactive.

AGD reported violence and aggression should not be tolerated but we need to deal with it more effectively. Staffing levels have been a pressure area and there are lots of factors to consider.

JL thanked CJ and CD for presenting the data and their detailed knowledge of the figures. JL asked if the Trust analysed the causes of OH referrals for improvements. JL queried the OOA bed metrics against CJ's comments.

AGD reported the reason for absence and OH referrals were analysed.

MB reported three years ago all NHS organisations had to identify an approach to eliminate the use of OOA beds over three years. In our national metrics that is what we report against, a reducing target of use of beds each year. Internally we recognise that isn't possible and we have set a financial budget that recognises we perform better against our internal target.

SL asked to be sent a copy of the satisfaction survey forms. The danger with surveys is they don't necessarily ask the right questions patients may wish to answer.

**Action: Laura Arnold**

DDe reported work was ongoing with surveys with DP her team and the right questions will be asked going forward.

AM clarified that the Friends and Family test was only one source of service user and carer feedback and believed the questions are nationally mandated. There is more than one measure to get feedback.

AGD informed governors that the Trust aims to vaccinate 100% of its staff but Covid-19 vaccinations are not mandatory but an option for staff.

PS asked whether the vaccine prevents transmission. If this is the case shouldn't it be mandated.

AM said there has been significant debate about this but there is no significant evidence that the vaccine prevents transmission. At the moment it is there to stop the individual catching it. Mandating the vaccine would have to be a national decision.

SL believed patients have a reasonable expectation that staff have been vaccinated.

DDe reported even if staff have had the vaccine, current information states a person can still carry and spread the virus. DDe reported everyone has a part to play in protecting everyone else.

**It was RESOLVED to RECEIVE the update in relation to Trust Performance.**

MC/21/07e Focus On – Estates and Sustainability (agenda item 7.5)

AM introduced the item and Kevin Gelder (KG) highlighted the following points:

- The Trust operates from a large and varied estate.
- There are 60 sites, 18 are Trust owned and 42 are held under a lease or a licence.
- Other informal arrangements exist such as GP premises, other NHS trusts, schools and council buildings.

- The bulk of the cost of leased estate is for the inpatient wards in Dewsbury and Halifax and comprehensive local investment finance trust (LIFT) estate in Barnsley with several community health centres.
- KG summarised the previous strategy and reported the Trust had delivered against this strategy since 2012.
- 20 properties across all areas have been disposed of in recent years bringing capital funds of £20m to the Trust.
- 20 lease properties have been vacated, further rationalising the estate.
- Investment has been made to develop our community hubs in Halifax, Pontefract, Wakefield and Barnsley.
- We continue to improve and enhance existing estate.
- From an inpatient perspective the completion of the Unity Centre at Fieldhead marked the completion of the previous estate strategy.
- A new strategic plan for 2020 – 2030 was scheduled to go to Trust Board last year but this was delayed due to the pandemic.
- In its place, there is an interim whilst the Trust deals with the pandemic for the next ten to twelve months.
- The new ten year strategy will then be completed and will look at the estates impact of older people's services transformation, the potential replacement of the Dales (Halifax) and Priestley Units (Dewsbury), the Kirklees estate requirement, in particular a North Kirklees hub, and proposals for South Kirklees where the Folly Hall lease terminates in 2025.
- In addition, it will look at proposals for the Barnsley community estate
- The strategy will also consider the impact of changing work styles partly brought about by the pandemic.
- Last year we completed the sale of Ossett health centre and the Sycamores unit which brought a capital receipt of £900k. We also disposed of the last plot of non-operational land at Southmore Hospital which raised £115k.
- In 2021 Mount Vernon hospital is scheduled to complete in the next few weeks. The Keresforth centre is also for sale this year.
- The Barnsley estates accounts for 36 of the 60 properties and is far more varied than other areas of the Trust.
- The Trust intends re-invest the proceeds of both sales in Barnsley. The receipts are likely to be received in 2021 and 2022. The Trust continues to invest in the Barnsley estate and IT infrastructure.
- Investment has been focussed on service user experience and building maintenance.
- Currently improvements are being made at the podiatry unit on the Kendray estate and plans are being finalised for improvements to the older people's inpatient ward, also at Kendray.
- Plans are also in place for improvements at Mapplewell health centre.
- The Trust has committed funds for solar panels and electric vehicle charging points at Fieldhead and Kendray.
- The capital programme needs to align with the capital allocations within the integrated care system. It is anticipated this will bring access to strategic capital from central sources.
- The operation of a large estate has an impact on the environment. The Trust has a duty to consider how it addresses the climate emergency through the use and running of its estate.

AM clarified some queries from KG's presentation in the MS Teams chat, and KG clarified that valuations were carried out by external chartered surveyors.

LH queried why it has taken so long to sell the Mount Vernon site and reported staff who had vacated both Mount Vernon and Keresforth felt the moving process had been chaotic. LH asked for it to be noted that it had caused stress for staff and service users are losing services in certain areas.

KG clarified the property was marketed subject to planning and it is the planning process that has created the delay. KG reported that a lot of planning goes into moving services but noted LH's comments.

AM explained that issues around estates came into the board directly.

KG clarified in relation to the Dales and the Priestley unit, they are not purpose built for the services they provide; therefore, they are under review to ensure the best possible service provision. Any emerging options will be subject to consultation with local communities and the host NHS Trusts.

Tom Sheard (TS) asked about the disposal of surplus estate in Barnsley in 2021.

AGD reported whatever is received through capital investment is reinvested in estate and IT infrastructure. AGD stated we have invested in excess of what has been received in capital receipts in recent years. Having the right estate is essential to providing good services. The money from Mt Vernon and Keresforth will be reinvested.

TS felt aspects of the paper were misleading.

AM suggested given the number of queries it may be prudent to hold a separate meeting to cover questions on estates and sustainability.

**Action: Angela Monaghan**

AN from WRM consultants gave a power point presentation on sustainability which had been shared prior to the meeting. AN covered WRM as an organisation and explained sustainability in the context of the NHS and why it is important and relevant.

SL reported some carbon reducing techniques for buildings can affect the health of the occupants and asked if this would be considered.

**It was RESOLVED to RECEIVE the update in relation to Estates and Sustainability**

MC/21/07f Members' Council Biennial Evaluation Update (agenda item 7.6)

AM summarised the process that was taking place in relation to the Members' Council Biennial Evaluation. The external auditor was to present the findings to governors and there would be the opportunity for governors to reflect on the findings of the survey with actions then being considered by the MCCG. AL agreed to communicate the process to governors.

**Action: Andy Lister**

**MC/21/08 Trust Board Appointments (agenda item 8)**

MC/21/08a Appointment of Non-Executive Director (agenda item 8.1)

AM asked for all directors to leave the meeting, except AGD and CD who were supporting JL in the business items. AM confirmed the meeting was private before handing the chair to JL.

JL confirmed the recruitment of a new Non-Executive director is a tried and tested process.

JL briefly summarised the process and the dates over which the process had taken place. JL summarised Natalie McMillan's background and feedback from her recruitment process.

**It was resolved to APPROVE the appointment of Natalie McMillan as a Non-Executive Director for a period of three years from 1 May 2021.**

MC/21/08b Chairs Appraisal 2021 – process (agenda item 8.2)

CD reported:

- The process will follow as it has done on previous occasions and starts with governor views but may differ slightly from previous years due to Covid-19.
- CJ will lead the process and will conduct interviews with Lead Governor, Chief Executive, all Executive directors.

- Questionnaires will be sent to stakeholders
- Process will start in May 2021 and is line with NHS England / Improvement (NHSE/I) process.
- Once feedback received CJ will discuss with AM and then bring the outcome back to the Members' Council.
- The corporate governance team is looking at ways to conduct the interactive session.

JL noted this was CD's last Members' Council meeting and thanked her for support in the time she had been here.

**It was RESOLVED to agree the process for the Chairs appraisal.**

AM re-joined the meeting.

**MC/21/09 Closing remarks, work programme, and future meeting dates (agenda item 10)**

No other business items were raised.

AM reported the next meeting is the 11 May 2021.

The work programme will go to the MCCG.

BC reported he was disappointed meetings cannot take place on different days of the week.

**It was RESOLVED to NOTE the work programme for 2020/21.**

LH thanked everyone for their support during her time as a governor

JC thanked CD for all her help during her time as lead governor and everyone else who had supported her during this time.

JL hoped the meeting isn't deemed to be a failure as all items hadn't been fully covered. JL reported it has been a successful meeting due to governors showing a great deal of interest in items being presented.

AM gave governors reassurance around the new estates strategy that it didn't come into effect for another two years and no big decisions will be taken without consultation. We will be finalising the sustainability strategy in March 2021.

TWr asked about continuing the estates discussion through a closed WhatsApp group. AM asked if JL would like to pick this up with governors.

**Action: John Laville**

AM said thank you to all governors who were leaving, and to all those standing for election.

**Signed:**

**Date:**

## MEMBERS' COUNCIL 29 JANUARY 2021 – ACTION POINTS

 = completed actions

### Actions from 29 January 2021

Minute ref	Action	Lead	Timescale	Progress
<b>MC/21/04</b>	AM asked for a new action to review the way the Trust writes notes and communications to service users, families and carers. Letters and communication need to reflect the Trust values of compassion and care. Debs Teale raised a concern about access to health records following bereavement and the jargon used. AM asked TB to take this into the Members Council Quality Group (MCQG) also. TB reported these issues were all part of the new Equality, Involvement, Communication and Membership strategy and would feed into MCQG.	Tim Breedon	May 2021	Discussed at MCQG March 2021. Discharge policy to be reviewed. John Laville to update Members' Council on MCQG discussion.
<b>MC/21/04</b>	Joint TB/MC-1 – BC reported he had not been contacted until the day before yesterday and the action is out of date. BC reported the action had now moved on. AM reported she would follow up the item with Sean Rayner (SR).	Angela Monaghan	May 2021	
<b>MC/21/05</b>	Councillor Pervaiz (MP) reported she lives in an ethnic minority area and the community is being encouraged to listen to healthcare staff and not to listen to social media. MP is involved in circulating videos to promote the vaccine. MP's father has had the vaccine and is fine. This has been circulated in the local community in Dewsbury and has worked to good effect. AM asked if the video could be shared with the Trust it would be very helpful for communications use.	Laura Arnold	May 2021	Video has been received and forwarded accordingly.
<b>MC/21/07b</b>	BD asked for candidates for the NHS Providers vote to be shared well before the MCCG meeting.	Laura Arnold	February 2021	Circulated as requested.

<b>MC/21/07c</b>	BC reported he had received some comments from members who perceived the information to be about voting and not nominations. AL agreed to look at the election material to make sure it is clear.	Andy Lister	May 2021	Election materials reviewed and content checked. Titles may need slight adjustment for next election.
<b>MC/21/07d</b>	CD confirmed the CAMHS friends and family test results were not as good as they previously have been but there were plans in place as to what could be done in this area. AM confirmed the CAMHS Friends and Family test figures could be added for the next meeting.	Tim Breedon/Mark Brooks	May 2021	
<b>MC/21/07d</b>	SL asked to be sent a copy of the satisfaction survey forms. The danger with surveys is they don't necessarily ask the right questions patients may wish to answer.	Laura Arnold	May 2021	Sent to SL as requested.
<b>MC/21/07e</b>	AM suggested given the number of queries it may be prudent to hold a separate meeting to cover questions on estates and sustainability.	Angela Monaghan	May 2021	Q and A session on 17 <sup>th</sup> February 2021 hosted by Chair Chief Executive focussed on estates and sustainability.
<b>MC/21/07f</b>	AM summarised the process that was taking place in relation to the Members Council Biennial Evaluation. The external auditor was to present the findings to governors and there would be the opportunity for governors to reflect on the findings of the survey with actions then being considered by the Members Council Coordination Group. AL agreed to communicate the process to governors.	Andy Lister	May 2021	MC Biennial Evaluation meeting held on 13 <sup>th</sup> April 2021. Presentations from the meeting have been sent to all governors.
<b>MC/21/10</b>	TWr asked about continuing the estates discussion through a closed WhatsApp group. AM asked if JL would like to pick this up with governors.	John Laville	May 2021	

### **Actions from 31 July 2020**

<b>Minute ref</b>	<b>Action</b>	<b>Lead</b>	<b>Timescale</b>	<b>Progress</b>
<b>MC/20/25</b>	AM reported the topic of recording meetings had been looked at in detail. This meeting was being recorded and the reasons had been explained. Any member wishing to record the meeting for inclusion purposes could contact the Trust to seek permission to record the	Andy Lister	June 2021	The constitution update has been deferred due to the continuation of the Covid-19 pandemic and forthcoming changes in ICS

	meeting. This would be formalised within the Constitution review in October 2020.			developments.
<b>MC/20/26</b>	AM reported that <i>The Headlines</i> in particular were aimed at staff. Should governors require particular access to an item they could request it through the membership office. Dawn Pearson was looking at a potential 'governor intranet' as part of her inclusion work and AM would check what, if any progress had been made on this given the current situation with Covid-19.	Angela Monaghan	TBC	Work on the governor intranet has been delayed due to Covid-19. Unable to provide a timescale at present.



**Members' Council  
11 May 2021**

<b>Agenda item:</b>	<b>5</b>
<b>Report Title:</b>	<b>Chair's Report</b>
<b>Report By:</b>	<b>Angela Monaghan - Chair of the Trust Board, Members' Council and Corporate Trustee</b>
<b>Action:</b>	<b>For information</b>

**Purpose**

Keeping you informed. The papers and presentations provided to the Members' Council, plus the weekly *Headlines*, and *The View*, and the monthly *The Brief*, all of which are circulated to Governors, provide comprehensive and up-to-date information on Trust performance and activity.

In addition, during the pandemic, the Chair and Chief executive have continued to offer governors regular question and answer (Q&A) sessions, and governors have received the Chief executive's *Coronavirus Update*, produced weekly.

This report aims to supplement these by highlighting:

- Chair and NED activity since the previous Members' Council meeting;
- key issues discussed at Board meetings in the last quarter; and
- any other current issues of relevance and interest to Governors not covered elsewhere in the agenda.

**Recommendation**

**Governors are recommended to note the contents of this report and raise any items for clarification or discussion.**

**1. Chair and Non-executive Director activity since 1 February 2021**

To support governors in their role of holding the Chair and Non-executive directors (NEDs) to account, this section of the report highlights the range of activity in which they have been engaged since the previous Members' Council meeting held on 29 January 2021. Please note that NEDs are expected to work around 3 days a month and the Chair around 3 days a week, although in practice most work considerably longer.

Due to Covid-19, the Chair and NEDs are continuing to work almost entirely from home and all meetings are conducted virtually. This means they have been able to carry out the core part of their roles, using digital technology, but

have had limited opportunity to engage directly with service users, carers and staff outside of governance meetings.

The Chair and NEDs have attended a wide range of webinars, development events and virtual meetings to keep up-to-date on policy and governance matters, both nationally and regionally.

### **Governance meetings – Chair and NEDs:**

Since the last report, the Chair and NEDs have prepared for and attended three Board meetings (see below for further details), plus the following committees and governance groups:

- Audit Committee (26 February and 13 April 2021) – Mike Ford (chair), Sam Young, Chris Jones
- Clinical Governance and Clinical Safety Committee (9 February and 6 April 2021) – Charlotte Dyson (chair), Angela Monaghan, Kate Quail
- Finance, Investment and Performance Committee (22 March and 23 April 2021) – Chris Jones (chair), Sam Young, Kate Quail
- Workforce and Remuneration Committee (9 February and 16 March 2021) – Sam Young (chair), Charlotte Dyson, Angela Monaghan
- Mental Health Act Committee (9 March and 11 May 2021) – Kate Quail (chair), Erfana Mahmood, Charlotte Dyson
- Equality and Inclusion Committee (2 March 2021) – Angela Monaghan (chair), Erfana Mahmood, Mike Ford
- Charitable Funds Committee (9 March 2021) – Erfana Mahmood (chair), Angela Monaghan, Mike Ford
- Nominations' committee (6 April 2021) – Angela Monaghan (chair)
- Members' Council Coordination Group (8 March 2021) – Angela Monaghan, Chris Jones
- Barnsley Integrated Care Partnership Group (25 February, 25 March and 22 April) – Angela Monaghan, Chris Jones (April)
- West Yorkshire & Harrogate (WYH) Health & Care Partnership Board (2 March 2021) – Chris Jones
- WYH Mental Health, Learning Disability & Autism Collaborative Committees in Common (22 April 2021) – Chris Jones
- South Yorkshire & Bassetlaw (SYB) Collaborative Partnership Board (12 March 2021) – Angela Monaghan
- Interim Clinical Ethics Advisory Group (17 February, 17 March, 29 April 2021) – Angela Monaghan

**The following gives a high-level summary of the additional activity undertaken by the Chair and NEDs during this period:**

### **Chair engagement with SWYPFT staff, governors, NEDs, volunteers, service users and carers:**

- monthly meetings with the Lead Governor and Deputy Lead Governor
- Governor Q&A sessions
- New Governor induction meetings – Cllr Pauline McCarthy

- monthly Trust Welcome Events for new staff and volunteers (virtual)
- 1:1 meetings with chief executive, Rob Webster (weekly)
- 1:1 meetings with Deputy Chair (monthly)
- Extended Executive Management Team (monthly)
- Virtual quality monitoring visit (Melton ward)
- Consultant recruitment interview panels
- Induction meeting with new NED Nat McMillan
- Write 'The View' monthly following board meetings
- Interview panel for new Director of Nursing & Quality

**Chair external activity:**

- Chair of monthly health and care system meetings with MPs from North Kirklees and Wakefield
- Chair of West Yorkshire & Harrogate (WYH) Net Zero Board Leads Network inaugural meeting
- Regular meetings with other NHS provider chairs in region
- South Yorkshire & Bassetlaw (SYB) ICS chairs' briefings
- NHS Providers Chairs' and Chief Executives' Network meeting
- West Yorkshire & Harrogate Health Inequalities Academy launch conference
- International Women's Day #EverydayCourage event
- NHS Confederation Trust leaders' system oversight session

**Additional NED activity:**

- All NEDs:
  - Trust Board engagement event with representatives of the staff disability network to hear the lived experience and feelings of staff
  - Board briefing on draft 2021/22 6-month plan
  - NEDs' monthly meeting
- Chris Jones:
  - Attended WYH mental health, learning disability and autism collaborative meeting
  - Attended WYH Health and Care Partnership (HCP) Board
  - Attended Barnsley Integrated Care Partnership
  - Attended WYH Climate Change Steering Group
  - Met Lead Freedom to Speak Up Guardian (FTSUG)
  - Met General Manager for Kirklees and Calderdale CMH services
  - Attended Board agenda setting
  - Supported recruitment process for Director of Nursing & Quality
  - Input to WYH HCP programme board
  - Attended risk panel
- Charlotte Dyson:
  - Quality monitoring visit
- Erfana Mahmood:
  - Quality monitoring visit
- Sam Young:
  - Attended National Wellbeing Guardians' meeting
  - Quality monitoring visit

- Mike Ford:
  - Participation in PwC facilitated NED Network events - Tech powered healthcare; NHS People Plan; Diverse and inclusive workforce
  - Participation in numerous Good Governance Institute governance events for NEDs
  - SYB ICS non-exec and lead governor briefing
  - NHS Providers' event on the provider selection regime
  - NHS Providers Chairs & Chief Execs Network meeting
  - NHS Providers NHS Board NED panel discussion
  - NHSE/I forum for audit chairs
  - Input to WYH HCP programme board
  - Quality monitoring visit
- Kate Quail:
  - Quality monitoring visit
  - Input to WYH HCP programme boards

## **2. Key issues discussed at Board meetings**

Since the previous Chair's report, the Board has met three times (virtually) and the key items discussed are highlighted below. 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.

Governors are welcome and encouraged to attend all public Board meetings (virtually at present) and there is the opportunity to raise questions and comments at the end of each meeting, which are recorded in the minutes. Thank you to those governors who have attended Board meetings in the last 3 months.

### **Standing items:**

There are 8 board meetings a year held in public, plus four strategic board meetings held in private. At every public board meeting, we start the meeting with a **service user, carer or staff story**, receive a report from the Chief Executive setting out the current context and relevant national developments, discuss the monthly **Integrated Performance Report (IPR)** including the finance report, receive updates on **business developments** in our two integrated care systems (West Yorkshire & Harrogate and South Yorkshire & Bassetlaw), and receive **assurance from our board committees**.

In addition, at every *business and risk* meeting (quarterly), we discuss the **board assurance framework** (which sets out the key risks to our strategic objectives plus corresponding controls and assurance), and the **corporate risk register**. And at every *performance and monitoring* meeting (quarterly), we discuss the quarterly **serious incident report**.

Additional items at each meeting are as set out in the annual board work programme, which is received at every board meeting.

### **23 February – strategic meeting:**

Strategic board meetings take place in private and enable the board to discuss and develop policy and strategy, as well as undertake board development.

At this meeting, the board:

- held the second session in a Board development programme on ***Leading for Inclusion***.
- discussed the impact of national proposals on developments and legislation on integrated care systems.
- discussed developments in the adult secure provider collaborative for which SWYPFT is lead provider.
- received planning guidance for 2021/22.
- discussed the draft Green Plan/sustainability strategy.
- discussed interim governance arrangements in response to Covid.
- reviewed the Chief Executive's dual role.

### **30 March – performance and monitoring meeting:**

The story at this board meeting related to perinatal services and was given by a former service user, now peer support worker with the Trust.

In addition to the standing items, the **public** board:

- received a report on the NHS staff survey results and Workforce Race Equality report.
- received an update on the proposals for developments in integrated care systems.
- approved the SYB Mental Health, Learning Disability and Autism (MHLDA) Alliance memorandum of understanding (MOU).
- approved the revised MOU for the WYHMLDA Collaborative.
- approved the Trust's new Green Plan and received an update on development of the wider sustainability strategy.
- approved the Trust's new Digital Strategy.
- approved the revised Trust Board declaration and register of fit and proper persons, interests and independence policy.

In the **private** session, the board received a verbal update on serious incident investigations; discussed commercially confidential business developments; considered stabilisation and recovery plans; and reviewed the Chief Executive's dual role.

There was also a meeting of the Corporate Trustee for charitable funds in March. This is the governing body for SWYPFT's four linked charities – EyUp!, Creative Minds, Spirit in Mind, and the Mental Health Museum. It approved the EyUp! Annual plan for 2021/22, reviewed and approved the reserves policy, and received assurance from the Charitable Funds Committee on the operations of the charities.

### **27 April 2021 – business and risk meeting**

The story at this board meeting came from one of our matrons who described a day in the life of a matron on one of our inpatient wards.

In addition to the standing items, the **public** board:

- discussed the Trust's draft response to NHS Improvement's consultation on the revised System Oversight Framework.
- received an update on the proposals for developments in integrated care systems.
- received the 6-monthly report on safer staffing.
- received the annual report from the Guardian of Safe Working Hours.
- approved the new workforce strategy.
- approved the draft annual governance statement.
- agreed changes to Trust board committee memberships following the appointment of a new NED.
- received the audit committee's annual report on the effectiveness of Trust board committees.
- approved submission of the Data Security and Protection Toolkit (DSPT).

In the **private** session, the board received a verbal update on serious incident investigations; discussed commercially confidential business developments and risks; and reviewed the Chief Executive's dual role.

I would be happy to answer any questions relating to Chair/NED activity and Board discussions.

**Angela Monaghan**  
**Chair**

**Members' Council  
11 May 2021**

<b>Agenda item:</b>	<b>7.1</b>
<b>Report Title:</b>	Reappointment of Non-Executive Director – Erfana Mahmood
<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 for the reappointment Non-Executive Director, Erfana Mahmood.

Recommendation

**The Members' Council is asked to SUPPORT the recommendation from the Nominations Committee to reappoint Erfana Mahmood as Non-Executive Director for a second three year term from 3 August 2021 to 2 August 2024.**

Background

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 6 April 2021, the Nominations Committee considered the terms of office of the current NEDs on the Board, and the current skills requirements of the Board.

In accordance with the Trusts Constitution under the Standing Orders for the Practice and Procedure of the Trust Board (within the Trusts 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."*

### **NED seeking re-appointment**

- **Erfana Mahmood** was appointed as a NED of South West Yorkshire Partnership NHS Foundation Trust (SWYPFT) from 3 August 2018 and her first term of office ends on 2 August 2021. The attached paper recommends her reappointment for a second three-year term from 3 August 2021 to 2 August 2024.

*Nominations Committee members: Angela Monaghan, Marios Adamou, Bill Barkworth, Dylan Degman.*



## **Members' Council 11 May 2021**

### **Re-appointment of Erfana Mahmood as a Non-Executive Director of the Trust**

Erfana Mahmood is being recommended for a second three-year term as a Non-Executive Director (NED) of South West Yorkshire Partnership NHS Foundation Trust (SWYPFT) from 3 August 2021 to 2 August 2024.

It is the Chair's view that NEDs should embrace one three-year term of office and the second term should only be offered subject to both parties wishing to continue. It is not to be expected, but rather to be justified on an individual basis. Erfana has indicated that she wishes to be reappointed for a further three years.

#### **Background**

Erfana was appointed as a NED of SWYPFT on 3 August 2018 and hence her first term of office ends on 2 August 2021. She is a corporate property lawyer with experience of working for a number of large organisations in the financial sector. She was previously a NED with the Yorkshire Ambulance Service NHS Trust for 6 years.



Erfana is a very experienced NED and currently holds other NED roles with the Riverside Group and Omega / Plexus (part of the Mears Group).

#### **Roles**

During her first term of office, Erfana has been:

- Chair of the Charitable Funds Committee (from August 2019)
- a member of the Audit Committee (August 2018 – August 2019)
- a member of the Mental Health Act Committee (August 2018 – present)
- a member of the Equality & Inclusion Committee (August 2018 – present)

#### **Other Trust activities**

Erfana is hard working and has taken part in quality monitoring visits and visits to Trust services (note that visits have not taken place during the Covid-19 pandemic). She is a regular attendee at Members' Council meetings. Erfana has also supported / attended a range of Trust events including, but not limited to, BAME staff network meetings, consultant interview panels, hospital manager reviews, Care Quality Commission (CQC) briefing and focus group, Creative Minds and a New Horizons project.

Externally, Erfana has attended the NHS Providers induction programme for new NEDs and the West Yorkshire Mental Health, Learning Disability and Autism Collaborative joint governor and NED events.

#### **Performance**

At her most recent appraisal on 15 September 2020, it was noted that Erfana has a thoughtful, considered and calm approach, is always respectful and caring in the way she interacts with others and is a strong role model for all of the Trust's values. Her interactions with staff, service users, carers and governors are positive and valued, and she is always person-centred in her approach.

She makes strong and effective contributions around the issues of equality, diversity, inclusion and health inequalities.

With regard to her role as Chair of the Charitable Funds Committee, feedback from other Board members is that she has made a positive contribution to EyUp! "While sustaining the work that has already commenced, she has been keen to bring new ideas to improve the way the committee operates e.g. by adding case studies. She has also been very supportive of the team and work during the Covid phase. She openly shares her learning and experiences from other NED roles and organisations and her legal experience."

Board colleagues noted in their feedback that Erfana's contributions are always welcomed at Board and they would like her to be even more proactively engaged in Board meetings. This has been positively reflected in Erfana's input at Board in recent months.

Erfana is up to date with all her mandatory training and has successfully met all her objectives to date.

Overall, Erfana is an effective NED who makes a strong contribution to the Trust Board.

**Members' Council  
11 May 2021**

<b>Agenda item:</b>	<b>7.2</b>
<b>Report Title:</b>	<b>Governor engagement feedback</b>
<b>Report By:</b>	Corporate Governance Team on behalf of Governors
<b>Action:</b>	To receive

The following events were attended by governors since the last Members' Council meeting on 29 January up to 20 April 2021 (note, this does not include Members' Council meetings).

<b>Name / representing</b>	<b>Groups / committee / forum</b>	<b>Involvement activity</b>
BARKWORTH, Bill Elected – public Barnsley	<ul style="list-style-type: none"> <li>08.03.21 Co-ordination Group</li> <li>15.03.2021 Quality Group</li> <li>06.04.2021 Nominations Committee</li> </ul>	<ul style="list-style-type: none"> <li>13.04.2021 Members' Council Biennial Evaluation survey review</li> </ul>
CLAYDEN, Bob Elected – public Wakefield	<ul style="list-style-type: none"> <li>08.03.21 Co-ordination Group</li> </ul>	<ul style="list-style-type: none"> <li>17.02.2021 Q&amp;A Governor session with Rob Webster, Angela Monaghan, Chris Jones and Alan Davis</li> <li>17.03.2021 Q&amp;A Governor session with Angela Monaghan and Rob Webster</li> <li>13.04.2021 Members' Council Biennial Evaluation survey review</li> </ul>
CRAVEN, Jackie Elected – public Wakefield		<ul style="list-style-type: none"> <li>17.03.2021 Q&amp;A Governor session with Angela Monaghan and Rob Webster</li> </ul>
DEGMAN, Dylan Elected – public Wakefield	<ul style="list-style-type: none"> <li>06.04.2021 Nominations Committee</li> </ul>	

<b>Name / representing</b>	<b>Groups / committee / forum</b>	<b>Involvement activity</b>
DOOLER, Daz Elected – public Wakefield	<ul style="list-style-type: none"> <li>15.03.2021 Quality Group</li> </ul>	<ul style="list-style-type: none"> <li>17.03.2021 Q&amp;A Governor session with Angela Monaghan and Rob Webster</li> <li>13.04.2021 Members' Council Biennial Evaluation survey review</li> </ul>
IRVING, Carol Elected – public Kirklees	<ul style="list-style-type: none"> <li>15.03.2021 Quality Group</li> </ul>	
JACKSON, Tony Staff – non clinical support		
JHUGROO, Adam Elected - public Calderdale	<ul style="list-style-type: none"> <li>08.03.21 Co-ordination Group</li> <li>15.03.2021 Quality Group</li> </ul>	<ul style="list-style-type: none"> <li>17.02.2021 Q&amp;A Governor session with Rob Webster, Angela Monaghan, Chris Jones and Alan Davis</li> <li>17.02.2021 Q&amp;A Governor session with Rob Webster, Angela Monaghan, Chris Jones and Alan Davis</li> <li>17.03.2021 Q&amp;A Governor session with Angela Monaghan and Rob Webster</li> </ul>
LAKE, Trevor Appointed - Barnsley Hospital NHS FT		
LAVILLE, John Elected - public Kirklees	<ul style="list-style-type: none"> <li>08.03.21 Co-ordination Group</li> <li>15.03.2021 Quality Group</li> </ul>	<ul style="list-style-type: none"> <li>01.02.21 NHS Providers Governor Workshop</li> <li>17.02.2021 Q&amp;A Governor session with Rob Webster, Angela Monaghan, Chris Jones and Alan Davis</li> <li>17.03.2021 Q&amp;A Governor session with Angela Monaghan and Rob Webster</li> </ul>

Name / representing	Groups / committee / forum	Involvement activity
		<ul style="list-style-type: none"> <li>• 13.04.2021 Q&amp;A Governor session with Chris Jones and Rob Webster</li> <li>• 13.04.2021 Members' Council Biennial Evaluation survey review</li> </ul>
LEIGH, Steven Appointed – Calderdale Council		<ul style="list-style-type: none"> <li>• 17.02.2021 Q&amp;A Governor session with Rob Webster, Angela Monaghan, Chris Jones and Alan Davis</li> <li>• 17.03.2021 Q&amp;A Governor session with Angela Monaghan and Rob Webster</li> <li>• 13.04.2021 Q&amp;A Governor session with Chris Jones and Rob Webster</li> </ul>
LUND, Ros Appointed – Wakefield Council		
McCARTHY, Pauline Appointed – Barnsley Council		
McCOURT, Andrea Appointed – Calderdale and Huddersfield NHS Trust		
NEWTON, Debbie Appointed – Mid-Yorkshire Hospitals NHS Trust		
PERVAIZ, Mussarat Appointed – Kirklees Council		
SHEARD, Tom		

<b>Name / representing</b>	<b>Groups / committee / forum</b>	<b>Involvement activity</b>
Elected – public Barnsley		
SHIRE, Phil Elected – public Calderdale	<ul style="list-style-type: none"> <li>15.03.2021 Quality Group</li> </ul>	<ul style="list-style-type: none"> <li>17.02.2021 Q&amp;A Governor session with Rob Webster, Angela Monaghan, Chris Jones and Alan Davis</li> <li>17.03.2021 Q&amp;A Governor session with Angela Monaghan and Rob Webster</li> </ul>
SMITH, Jeremy Elected – public Kirklees		
STUART-CLARKE, Keith Elected - public Barnsley		<ul style="list-style-type: none"> <li>13.04.2021 Q&amp;A Governor session with Chris Jones and Rob Webster</li> </ul>
TEALE, Debs Staff - Nursing support		<ul style="list-style-type: none"> <li>17.02.2021 Q&amp;A Governor session with Rob Webster, Angela Monaghan, Chris Jones and Alan Davis</li> <li>13.04.2021 Members' Council Biennial Evaluation survey review</li> </ul>
TOLCHARD, Barry Appointed - University of Huddersfield		<ul style="list-style-type: none"> <li>13.04.2021 Members' Council Biennial Evaluation survey review</li> </ul>
WILKINSON, Tony Elected – public Calderdale		<ul style="list-style-type: none"> <li>17.02.2021 Q&amp;A Governor session with Rob Webster, Angela Monaghan, Chris Jones and Alan Davis</li> <li>17.03.2021 Q&amp;A Governor session with Angela Monaghan and Rob Webster</li> <li>13.04.2021 Q&amp;A Governor session with</li> </ul>

<b>Name / representing</b>	<b>Groups / committee / forum</b>	<b>Involvement activity</b>
		Chris Jones and Rob Webster <ul style="list-style-type: none"> <li>13.04.2021 Members' Council Biennial Evaluation survey review</li> </ul>
WRIGHT, Tony Appointed – Staff side organisations	<ul style="list-style-type: none"> <li>08.03.21 Co-ordination Group</li> </ul>	<ul style="list-style-type: none"> <li>17.03.2021 Q&amp;A Governor session with Angela Monaghan and Rob Webster</li> <li>13.04.2021 Q&amp;A Governor session with Chris Jones and Rob Webster</li> </ul>

Past Governors:

<b>Name / representing</b>	<b>Groups / committee / forum</b>	<b>Involvement activity</b>
ADAMOU, Marios Elected – staff medicine and pharmacy	<ul style="list-style-type: none"> <li>06.04.2021 Nominations Committee</li> </ul>	
AMARAL, Kate Elected – public Wakefield		
BATTY, Paul Elected – staff social care working in integrated teams		
DEAKIN, Adrian Elected – staff nursing		
HOGARTH, Lisa Elected – staff allied health professionals		

There were no emails received for governors via the governor email address ([Governors@swyt.nhs.uk](mailto:Governors@swyt.nhs.uk)) since the last Members' Council meeting on 29 January 2021.

Members' Council  
11 May 2021

<b>Agenda item:</b>	<b>7.3</b>
<b>Report Title:</b>	<b>Members' Council governor training and development plan</b>
<b>Report By:</b>	Deputy Lead Governor / Head of Corporate Governance (Company Secretary)
<b>Action:</b>	For review / discussion

## EXECUTIVE SUMMARY

### Purpose and format

The purpose of this item is to provide an update on the proposed Members' Council governor training and development plan.

### Recommendation

**The Members' Council is asked to RECEIVE the update on the training and DISCUSS the development plan.**

### Background

Following a discussion at the Members' Council Coordination Group on 8 March 2021 it was established that clarity and guidance was required around:

- The different types of training for governors.
- What training is relevant.
- Timeline of the training throughout the governors' term of office.

The Deputy Lead Governor and the Head of Corporate Governance (Company Secretary) held a further meeting where a proposed structure of governor training and development was drafted for consideration by the Members' Council.

Suggested structure of the programme:

### Level 1 (first year) – Induction and entry level knowledge and skills

- Induction – NHS, The Trust, Board, Council & Committees, Care Quality Commission (CQC) (in-house)
- Public Engagement (Governwell or equivalent)
- Effective Questioning and Challenge (Governwell and equivalent)
- Core Skills of a Governor (Governwell or equivalent)
- Quality Monitoring Visits (in-house by Quality Improvement and Assurance Team)
- Trust Staff Induction event (attendance at next possible event)



**Level 2 (second year) – Building effectiveness**

- Accountability (Governwell or equivalent)
- Finance (in-house by Deloitte or Finance Team)
- Performance – Integrated Performance Report (IPR) (in-house by Performance and Information Team)

**Level 3 (third year +) – Additional skills**

- Recruitment (in-house by HR Team)
- Effective chairing (Governwell or equivalent)

**Further considerations:**

The training programme and the Chair's induction sessions (role requirement) will be complementary. Induction sessions will signpost the training programme to ensure that there is no duplication.

Governors will be encouraged to attend training sessions wherever possible, rather than it being a requirement of their role.

Training is proposed to be delivered on-line where suitable, to save on commute time and cost. However, it is noted that there are benefits to Governors meeting in person governors from other Trusts and this will be considered for training events.

Other opportunities to meet collectively, for example the West Yorkshire Mental Health, Learning Disability and Autism Collaborative events will be offered to all governors as they become available.

## **Members' Council Co-ordination Group Annual Report 2020/21**

### **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.

### Overall aim

The Co-ordination Group's primary 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.
- 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 Head of Corporate Governance (Company Secretary) also attends meetings of the Co-ordination Group.

The Members' Council policy is that the term of office for any new members of the Group is three years to allow for consistency of membership. If a governor wishes to stand down from the 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 Co-ordination Group from 1 April 2020 to 31 March 2021 was as follows:

- Chair of the Trust – Angela Monaghan
- Deputy Chair of the Trust – Charlotte Dyson (to 31 January 2021)
- Deputy Chair of the Trust – Chris Jones (from 1 February 2021)
- Lead Governor (publicly elected, Wakefield) – Jackie Craven (to 30 April 2020)
- Lead Governor (publicly elected, Kirklees) – John Laville – (from 1 May 2020)
- Deputy Lead Governor (publicly elected, Barnsley) – Bill Barkworth (from 1 May 2020)
- Governor (publicly elected, Barnsley) – Keith Stuart-Clarke (from 31 July 2020)
- Governor (publicly elected, Calderdale) – Adam Jhugroo
- Governor (*publicly elected, Kirklees*) – *currently vacant*
- Governor (publicly elected, Wakefield) – Bob Clayden
- Governor (publicly elected Rest of South & West Yorkshire) – Paul Williams (to 11 May 2020)
- Governor (*publicly elected, Rest of Yorkshire & the Humber*) – *currently vacant*
- Governor (staff elected) – Lisa Hogarth, Allied Healthcare Professionals
- Governor (appointed) – Ruth Mason, Calderdale and Huddersfield NHS Foundation Trust (to 8 November 2020)

- Governor (appointed) – Tony Wright, Staff side organisations (from 14 December 2020)

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 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.

In agreeing the Members' Council agenda for each meeting, the Co-ordination Group takes the following into account:

- Feedback received from governors on the last Members' Council meeting and from governor forums.
- Items from the Members' Council work programme.
- Items from the Members' Council Quality Group.
- Items from the Nominations Committee.
- Items from the Trust Board and committees.
- Items requested by individual governors.
- Items deferred from previous Members' Council meetings.

### Members' Council and governor development

The Co-ordination Group has:

- Contributed to the planning of the Annual Members' Meeting.
- **Working with the Trust**, contributed to the planning of the ongoing **development programme** for governors, including actions from the evaluation session and planning for the 2021 biennial Members' Council evaluation, and development of the training programme.
- Reviewed and made recommendations to the Members' Council for membership on Members' Council groups.
- Reviewed governor attendance at Members' Council meetings and identified if and where additional support was required to enable governor attendance.
- 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.

### 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:

- Working with the Involvement and Engagement lead, contributed to the development of the Equality, Involvement, Communication and Membership strategy and developed methods of raising issues and capturing feedback.

- 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, where possible within the restrictions of the Covid-19 pandemic, as demonstrated by the activity outlined above. 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 is supported effectively by the Corporate Governance Team, who prepare agendas and papers, take and distribute minutes, organise governor development sessions, enable the setting up and running of governor forums, maintain effective communications with and between governors, and answer queries. The Co-ordination Group would like to thank the Corporate Governance Team for their professional support throughout the year.

The Co-ordination Group's sincere thanks are also extended to previous members for both for their support and contribution.

### **Recommendation**

The Members' Council Co-ordination Group is asked to review and approve the Annual Report for 2020/21 to be reported to the Members' Council on 11 May 2021.

**Members' Council Co-ordination Group  
Terms of Reference**

*To be approved by Members' Council on 11 May 2021*

**Purpose**

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

**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.

**Membership**

Membership consists of:

- Eight governors: the Lead Governor, one representative from each public constituency, one staff governor, and one appointed governor.
- The Chair and Deputy Chair / Senior Independent Director of the Trust.

Governors are appointed to the Co-ordination Group by the Members' Council, on the recommendation of the Members' Council Co-ordination Group. The normal term of office is three years. If an individual resigns or is not re-elected / re-appointed onto the Members' Council during the three-year period, the seat becomes vacant and the individual taking their governor seat does not automatically take the place on the Group.

Governors are invited to self-nominate to vacancies on the group on a quarterly basis.

*Membership at 11 May 2021:*

John Laville, Lead Governor (publicly elected governor – Kirklees)

Keith Stuart-Clarke (publicly elected governor – Barnsley)

Adam Jhugroo (publicly elected governor – Calderdale)

*Vacant (publicly elected governor – Kirklees)*

Bob Clayden (publicly elected governor – Wakefield)

*Vacant (publicly elected governor – Rest of Yorkshire & the Humber)*

*Vacant (staff elected governor)*

Tony Wright (appointed governor)

Angela Monaghan (Chair of the Trust)

Chris Jones (Deputy Chair of the Trust / Senior Independent Director)

**In attendance:**

Andy Lister, Head of Corporate Governance (Company Secretary)

Bill Barkworth, Deputy Lead Governor (publicly elected governor – Barnsley)

**Attendance**

All governors are welcome to attend meetings of the Co-ordination Group, even if they are not formal members. The Head of Corporate Governance (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**

Meetings are chaired by the Lead Governor. In the unusual event that the Lead Governor is absent from the meeting, the Deputy Lead Governor will chair the meeting.

The quorum will be a minimum of three Members' Council representatives (including the Lead Governor or Deputy Lead Governor as Chair of the Group) plus a member of Trust Board. Members are expected to attend all meetings.

**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.

**Reporting to the Members' Council**

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

**To be approved by Members' Council: 11 May 2021**

**Next review due: May 2022**

## **Members' Council Quality Group Annual Report 2020/21**

### **Purpose of the Report**

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

#### Overall aim

The Members' Council Quality Group's primary 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.
- d) Support governors to visit services as appropriate.

#### Membership

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

The Members' Council policy is that the term of office for any new members of the Group is three years to allow for consistency of membership. If a governor wishes to stand down from the 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 Quality Group membership from 1 April 2020 to 31 March 2021:

- Director of Nursing and Quality (lead Director) – Tim Breedon
- Lead Governor (publicly elected, Wakefield) – Jackie Craven (to 30 April 2020)
- Deputy Lead Governor (publicly elected, Barnsley) – Bill Barkworth (from 1 May 2020)
- Governor (publicly elected, Calderdale) – Phil Shire (Co-Chair from 29 January 2021)
- Governor (publicly elected, Barnsley) – Keith Stuart-Clarke (from 1 May 2020)
- Governor (publicly elected, Kirklees) – Nasim Hasnie (to 30 April 2020)
- *Governor (publicly elected, Kirklees) – currently vacant*
- Governor (publicly elected, Wakefield) – Daz Dooler
- Governor (publicly elected, Rest of South & West Yorkshire) – Paul Williams (to 11 May 2020)
- *Governor (publicly elected, Rest of Yorkshire & the Humber) – currently vacant*
- Governor (staff elected) – Adrian Deakin, Nursing
- *Governor (appointed) – currently vacant*

In attendance:

- Karen Batty, Assistant Director of Nursing and Quality
- Lead Governor (publicly elected, Kirklees) – John Laville (from 1 May 2020)

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.** As a result of the Covid-19 pandemic, NHS England published guidance allowing the process for completion of the 2019/20 Quality Account to be delayed. This also impacts on the timescale for the 2020/21 report with guidance issued in January 2021. The Quality Group will consider recommendations for the local indicator for 2020/21 and draft of the Quality Account in line with this guidance.
- **Raised** and discussed any areas of **quality concerns** with the **Director** of Nursing and Quality, including review of patient experience reports, the serious incident annual report, and CQC action plan (inspection updates deferred due to the Covid-19 pandemic). The Group provides a forum of members to consider possible service user stories for the Trust Board.
- Continued to discuss how **governors** could be **supported to visit services as appropriate.** To note, no visits have taken place during the Covid-19 pandemic.

## **How have we done**

The Quality Group considers that it has carried out its remit over the past year, effectively, within the restrictions of the Covid-19 pandemic, as demonstrated by the activity outlined above. Meetings have been held virtually via Microsoft Teams and attendance has generally been very good. The Quality Group has been able to consider the pandemic's impact on quality. The Quality Group is aware that other governors may wish to comment on the work undertaken and suggest further issues the Quality Group could focus on. Governors have also reviewed and discussed key reports such as focus on safer staffing.

The Quality Group's thanks are extended to previous members for both for their support and contribution.

## **Recommendation**

The Members' Council Quality Group is asked to review and approve the Annual Report for 2020/21 to be reported to the Members' Council on 11 May 2021.



**Members' Council Quality Group  
Terms of Reference**  
*To be approved by Members' Council 11 May 2021*

**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.

**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.
- d) Support governors to visit services as appropriate.

The Members Council Quality Group will help to implement the following Members Council Objectives:

- Endeavour to ensure continuous improvement throughout the Trust by providing feedback and constructive challenge from the communities that they serve.
- Increase Governor opportunities to see the Trust at work through planned visits to services, Quality Improvement and Business Delivery Unit (BDU) visits in order to gain a wider perspective, understanding and knowledge of the Trust's services and that they are appraised of actions and follow up.
- Have access to patient experience intelligence and insight and to understand corrective action and follow up.

**Membership**

Membership consists of:

- Eight governors: Deputy Lead Governor, one representative from each public constituency, one staff governor, and one appointed governor.
- The Director of Nursing and Quality

The Members' Council Quality Group is jointly chaired by a publicly elected governor and the Director of Nursing and Quality.

Governors are appointed to the Quality Group by the Members' Council, on the recommendation of the Members' Council Co-ordination Group. The normal term of office is three years. If an individual resigns or is not re-elected / re-appointed onto the Members' Council during the three-year period, the seat becomes vacant and the individual taking their governor seat does not automatically take the place on the Group.

Governors are invited to self-nominate to vacancies on the group on a quarterly basis.

***Membership at 1 May 2021:***

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

Phil Shire (publicly elected governor – Calderdale) (co-chair)

Bill Barkworth, Deputy Lead Governor (publicly elected governor – Barnsley)  
Keith Stuart-Clarke (publicly elected governor – Barnsley)  
*Vacant (publicly elected governor – Kirklees)*  
Daz Dooler (publicly elected governor – Wakefield)  
*Vacant (publicly elected governor – Rest of Yorkshire & the Humber)*  
*Vacant (staff elected governor)*  
*Vacant (appointed governor)*

In attendance:

Karen Batty, Assistant Director of Nursing and Quality  
John Laville, Lead Governor (publicly elected governor – Kirklees)

### **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**

Meetings are chaired by the co-chair. In the unusual event that the co-chair is absent from the meeting, the Director of Nursing and Quality will chair the meeting,

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

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

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

**To be approved by Members' Council: 11 May 2021**

**Next review due: May 2022**

**Nominations Committee  
6 April 2021**

**Nominations Committee Annual Report 2020/21**

**Purpose of report**

The purpose of the report is to provide a summary of the Committee's activities during the financial year 2020/21 to provide assurance and evidence to the Members' Council of its effectiveness and impact through compliance with its Terms of Reference.

**Background**

The Nominations Committee was established in May 2009 to assist Members' Council 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 and Deputy 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 purpose is two-fold. To ensure the right composition and balance of the Board and 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 and Deputy Lead Governor of the Members' Council.

**Duties**

The Nominations Committee will:

- a) 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.
- b) 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.
- c) 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.
- d) 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 Members' Council to make an informed decision.
- e) 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.
- f) Make recommendations to the Members' Council regarding any uplift to Non-Executive Directors' remuneration based on benchmarking information as applicable.
- g) 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).
- h) Ensure there is a formal, rigorous and transparent procedure for the appointment of the Lead Governor and Deputy 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 2021, the terms of reference were reviewed, and some changes made in relation to membership and attendance and to include the reports regularly received by the Committee to be approved by the Committee on 6 April 2021. 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

Membership consists of governors (with representation from public, staff and appointed governors) and the Chair of the Trust. The Head of Corporate Governance (Company Secretary), the Chief Executive and the Director of Human Resources, Organisational Development and Estates attend meetings of the Nominations Committee.

In 2018 as part of a review of governor appointment to its groups and Committee, the Members' Council agreed that for any new members of the Committee, their term of office on the Committee will be for three years to allow for consistency of membership. If a governor wishes to stand down from the Committee 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 Committee.

The Nominations Committee membership from 1 April 2020 to 31 March 2021:

<b>Name / role</b>	<b>Attendance 2020/21</b>
Chair of the Trust – Angela Monaghan	5/5
Lead Governor (publicly elected, Wakefield) – Jackie Craven (to 30 April 2020)	1/1
Lead Governor (publicly elected, Kirklees) – John Laville (from 1 May 2020)	4/4
Deputy Lead Governor in Lead Governors absence (publicly elected, Barnsley) – Bill Barkworth (from 1 May 2020)	3/4
Governor (staff elected) – Marios Adamou	4/5
Governor (appointed) – Ruth Mason (to 8 November 2020)	3/3
<i>Vacant (appointed) (from 9 November 2020)</i>	
Governor (publicly elected, Kirklees) – Nasim Hasnie (to 30 April)	0/1
Governor (publicly elected, Wakefield) – Dylan Degman (from 1 May 2020)	4/4

## Review of Committee activities

The activities during 2020/21 have been cross-referenced to the purpose of the Committee as outlined in the Terms of Reference below:

	Progress
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>- Review of skills and Non-Executive Director structure – June 2020 and 2 October 2020.</li> <li>- Non-Executive Director recruitment – April 2020, June 2020, December 2020 and January 2021.</li> <li>- Non-Executive Director reappointment – April 2020.</li> <li>- Chair's reappointment – June 2020.</li> <li>- Appointment of the Deputy Chair / Senior Independent Director – October 2020.</li> </ul>
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 2020/21 including the recommendation for appointments at its meeting in June 2020 and January 2021 which was approved by Members' Council in July 2020 and January 2021.
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 April 2020, June 2020, December 2020 and January 2021. The Committee also considered the appointment of the Deputy Chair / Senior Independent Director and the plan for reappointment of Non-Executive Directors in 2021.
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.	<p>The Committee oversaw the recruitment process for two Non-Executive Directors in 2020/21 including the recommendation for appointments at its meeting in June 2020 and January 2021 which was approved by Members' Council in July 2020 and January 2021.</p> <p>The committee also oversaw the Chair's reappointment in June 2020 and the reappointment of one Non-executive director in April 2020.</p>
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 October 2020 and made a recommendation to the Members' Council in October 2020. Changes to the Chair's remuneration was discussed as part of the Chair appraisal process, which was reported to and agreed by the Members' Council at the October 2020.
Make recommendations to the Members' Council regarding any uplift to Non-Executive Directors' remuneration based on benchmarking information as applicable.	The Committee considered the benchmarking information in relation to Non-Executive Director remuneration and agreed to keep the existing remuneration. This will be reviewed in line with future changes to the framework.
Ensure there is a formal, rigorous and	The Committee oversaw the appointment of the

	<b>Progress</b>
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).	Deputy Chair / Senior Independent Director in October 2020.
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.	The Committee considered a self-nominations for Lead Governor and Deputy Lead Governor received at its meeting in April 2020 in accordance with the process agreed by Members' Council and made a recommendation to the Members' Council in May 2020.

### **Review of Committee administrative arrangements**

The Committee met five times in 2020/21 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.

### **Recommendation**

The Nominations Committee is asked to review and approve the Annual Report for 2020/21 to be reported to the Members' Council on 11 May 2021.

**Nominations Committee  
Terms of Reference**

*To be approved by Members' Council 11 May 2021*

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 with exercising 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 and Deputy 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 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 and Deputy 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 five members of the Members' Council (including the Lead Governor, Deputy Lead Governor, one publicly elected Governor, one staff elected Governor, and one appointed Governor) will form the membership.

A Governor's term of office on the Committee 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 Committee.

*Membership as at 11 May 2021:*

Chair – Angela Monaghan (Chair of the Trust)

John Laville, Lead Governor (publicly elected governor – Kirklees)

Bill Barkworth, Deputy Lead Governor (publicly elected governor – Barnsley)

*Vacant (staff governor)*

*Vacant (appointed governor)*

Dylan Degman (publicly elected governor – Wakefield)

In attendance:

Andy Lister, Head of Corporate Governance (Company Secretary)

Rob Webster, Chief Executive

Alan Davis, Director of Human Resources, Organisational Development and Estates

### **Attendance**

The Head of Corporate Governance (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 Lead Governor or 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 or Deputy 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**

- a) 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.
- b) 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.
- c) 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.
- d) 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.



- e) 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.
- f) Make recommendations to the Members' Council regarding any uplift to Non-Executive Directors' remuneration, based on benchmarking information as applicable.
- g) 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).
- h) Ensure there is a formal, rigorous and transparent procedure for the appointment of the Lead Governor and Deputy 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 requirements into the Committee**

The Nominations Committee receives reports on and discusses the skill mix and expertise of the Board, Board recruitment planning and processes, and remuneration for the Chair and Non-Executive Directors and recruitment.

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

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

**To be approved by Members' Council: 11 May 2021**

**Next review due: May 2022**

**Members' Council  
11 May 2021**

**Agenda item:** 7.4

**Report Title:** Assurance from Members' Council Groups and Nominations Committee including:

- **Members' Council Co-ordination Group Annual Report 2020/21 including update to the Terms of Reference**
- **Members' Council Quality Group Annual Report 2020/21 including update to the Terms of Reference**
- **Nominations Committee Annual Report 2020/21 including update to the Terms of Reference**

**Report By:** Corporate Governance Manager on behalf:  
Members' Council Co-ordination Group  
Members' Council Quality Group  
Nominations Committee

**Action:** 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 and the Nominations Committee are fulfilling their remit and meeting their terms of reference through the quarterly assurance update (below) and their annual reports (attached).

### Recommendation

**The Members' Council is asked to:**

- **RECEIVE the assurance and minutes from the Members' Council Co-ordination Group, Members' Council Quality Group and Nominations Committee.**
- **RECEIVE the annual reports for 2020/21 and APPROVE the updated Terms of Reference for the Members' Council Co-ordination Group, Members' Council Quality Group and Nominations Committee.**

### Background

#### **Members' Council Co-ordination Group (MCCG)**

The Co-ordination Group co-ordinates the work and development of the Members' Council and:

- With the Chair, develops and agrees the agendas for Members' Council meetings.

- Works with the Trust to develop an appropriate development programme for governors both as ongoing development and as induction for new governors.
- Acts as a forum for more detailed discussion of issues and opportunities where the Trust seeks the involvement of the Members' Council.

<b>Date</b>	8 March 2021
<b>Presented by</b>	John Laville, Lead Governor and Chair of MCCG
<b>Key items for Members' Council to note</b>	<ul style="list-style-type: none"> <li>• No self-nominations were received for Members' Council Groups and Committees</li> <li>• A governor training programme will be considered.</li> <li>• The governor Induction booklet has been approved and will be circulated to governors</li> <li>• The results of the Members' Council Biennial Evaluation were discussed.</li> <li>• The group discussed the nominations for the NHS Providers Governor Advisory Committee elections, the group gave individual votes and voted on behalf of the Trust</li> <li>• The group approved the Members' Council Co-ordination Group Terms of Reference</li> <li>• The group approved the Members' Council Annual Report following some amendments</li> </ul>
<b>Approved Minutes of previous meeting/s to be received</b>	<ul style="list-style-type: none"> <li>• Notes of the meeting held on 14 December 2020 attached.</li> </ul> <p><i>Please note these notes may be redacted if dealing with personal, sensitive or confidential information.</i></p>

### Members' Council Quality Group (MCQG)

The Quality Group supports the Trust in its approach to quality through the Trust's quality priorities and:

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

<b>Date</b>	15 March 2021
<b>Presented by</b>	Tim Breedon, Director of Nursing, Quality and Deputy Chief Executive
<b>Key items for Members' Council to note</b>	<ul style="list-style-type: none"> <li>• The group discussed the ongoing Trust wide work relating to the discharge letter.</li> <li>• The group briefly discussed the Quality Monitoring Visits (QMV)</li> <li>• The group scrutinised the Integrated performance report (IPR)</li> <li>• The guidance around the Care Quality Commission Group (CQC) has not yet received by the Trust.</li> </ul>

	<ul style="list-style-type: none"> <li>• The group approved the Members' Council Quality Group Annual Report</li> <li>• The group approved the Members' Council Quality Group Terms of Reference following some amendments</li> </ul>
<b>Approved Minutes of previous meeting/s for receiving</b>	<ul style="list-style-type: none"> <li>• Notes of the meeting held on 7 December 2020 attached.</li> </ul>

### Nominations Committee

The Nominations Committee ensures the right composition and balance of the Board and oversees the process for the:

- Identification, nomination and appointment the Chair and Non-Executive Directors of the Trust.
- Identification, nomination and appointment of the Deputy Chair and Senior Independent Director of the Board.
- Identification, nomination and appointment of the Lead Governor of the Members' Council.

<b>Date</b>	6 April 2021
<b>Presented by</b>	Angela Monaghan, Chair of the Trust and Nominations Committee
<b>Key items for Members' Council to note</b>	<ul style="list-style-type: none"> <li>• To receive the Committee annual report for 2020/21 and approve the updated Committee Terms of Reference.</li> <li>• To recommend the reappointment of Erfana Mahmood for a second term as NED.</li> <li>• To notify the Members' Council of the recruitment process to replace Sam Young.</li> <li>• To notify approval of the Committee work programme for 2021/22.</li> </ul>
<b>Approved Minutes of previous meeting/s for receiving</b>	<ul style="list-style-type: none"> <li>• Notes of the meeting held on 20 January 2021 attached.</li> </ul> <p><i>Please note these notes may be redacted if dealing with personal, sensitive or confidential information.</i></p>

The attached annual reports provide assurance to the full Members' Council that the groups and Committee are meeting their terms of reference and outlines the work undertaken for the period 1 April 2020 to 31 March 2021. 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 8 March 2021, Quality Group on 15 March 2021 and Nominations Committee on 6 April 2021.

*Co-ordination Group members: John Laville, Bill Barkworth, Keith Stuart-Clarke, Adam*

*Jhugroo, Bob Clayden, Lisa Hogarth, Tony Wright, Angela Monaghan, Chris Jones.*

*Quality Group members: Tim Breedon, Phil Shire, Bill Barkworth, Keith Stuart-Clarke, Daz Dooler, Adrian Deakin.*

*Nominations Committee members: Angela Monaghan, John Laville, Marios Adamou, Bill Barkworth, Dylan Degman.*

## Action Notes of the Members' Council Co-ordination Group held on 14 December 2020

### Virtual meeting via Teams

**Present:**

John Laville (Chair) (JL)  
Bill Barkworth (BB)  
Bob Clayden (BC)  
Charlotte Dyson (CD)  
Angela Monaghan (AM)  
Lisa Hogarth (LH)

**In attendance:**

Andy Lister (AL) - author

**Apologies – members:**

Adam Jhugroo (AJ)

No.	Item	Action
1.	<b>Welcome and Introductions</b>  John Laville (JL) welcomed all to the meeting. Apologies, as above, were noted.	
2.	<b>Declaration of Interests</b>  There were no declarations of interest noted in relation to today's agenda.	
3.	<b>Notes from previous Co-ordination Group meeting held 8 June 2020 and 14 September 2020.</b>  8 June 2020 – notes accepted as a true and accurate record. No matters arising.  14 September 2020 – notes accepted as a true and accurate record. No matters arising.	
4.	<b>Action Log from previous Co-ordination Group meeting held 14 September 2020</b>  Outstanding actions were highlighted in the meeting, noting that some were deferred due to the Coronavirus pandemic.	
5.	<b>Members Council Development</b>	
5.1	<b>Membership on Members' Council groups</b>  JL summarised the purpose and background to the item.	

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No.	Item	Action
	<p>Tony Wright's (TW) self-nomination for the Members' Council Co-ordination Group was automatically approved for the appointed governor vacancy as there were no other self-nominations for the vacancy.</p> <p>It was noted that there were no other self-nominations.</p> <p>Laura Arnold (LA) will communicate the outcome of this item to TW.</p>	LA
5.2	<p><b>Governor attendance at Members' Council meetings</b></p> <p>No Governors have missed three consecutive Members' Council meetings or more, so no action necessary.</p>	
5.3	<p><b>Members' Council biennial evaluation</b></p> <p>Angela Monaghan (AM) gave the background for this item and stated that, prior to 2019, the Members' Council evaluation was completed annually and the findings then used to form the development plan. In 2019 the Members' Council agreed to change the frequency to every two years, so the next evaluation is now due.</p> <p>AM proposed to adopt the same process as previous years, where the updated survey is circulated to all governors and the feedback is assessed and presented by external auditors, which provides a degree to independence. AM also asked for any amendments to the evaluation survey. The process will be presented to the next Members' Council meeting at 29 January 2021.</p> <p>Bill Barkworth (BB) supported the change from annually to biennially and proposed that governors are given longer to complete the survey due to the current pandemic. BB also asked if the survey forms will be presented at the January Members' Council meeting or if the presentation will be at the next Members' Council meeting. AM confirmed if the item is agreed then the evaluation survey can commence, if there is too limited time, then the results will have to be presented at the Members' Council meeting in April/May 2021.</p> <p>Bob Clayden (BC) asked if, on page 2/8 on the survey, it was worth tailoring the question for 'Holding Non-executive Directors to account session' group discussion compared to the speed – dating in previous years. AM agreed.</p> <p>BC also asked if the survey was going to be circulated electronically or posted. AM replied that governors will have the preference and governors will be supported if there are any issues. Lisa Hogarth (LH) and BB asked if the survey could be conducted through Survey Monkey, which Charlotte Dyson (CD) confirmed could be an option.</p> <p>JL confirmed the survey and process was comprehensive, although commented that the change to review the evaluation biennially could mean that this excludes new governors. BC commented that, conversely, governors who are new to the role may feel their experience is too limited to efficiently fill out the survey. At this point, AM</p>	AL

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No.	Item	Action
	<p>also reminded the group that there are plenty of ways in which governors can give feedback informally.</p> <p>It was agreed to proceed with the survey as proposed, with the minor amendments noted, give the Members' Council Coordination Group the opportunity to review the findings and then present them to the Members' Council for discussion. Exact dates to be confirmed.</p>	AW
5.4	<p><b>Revised development plan - update from last meeting and agreement of actions and timescales for Members' Council Objectives</b></p> <p>JL summarised the papers for this item and commented that the timelines for some of the Members' Council Objectives for 2021-23 are included in the Equality Involvement, Communication and Membership strategy.</p> <p>JL proposed timescales for:</p> <ul style="list-style-type: none"> <li>• Area governor meetings held quarterly – this has commenced. Further dates to be confirmed nearer to the time.</li> <li>• Encourage active Governor Engagement – Dawn Pearson to finalise the key community groups, JL noted that due to the current pandemic, timescales to meet may be altered.</li> <li>• Governor opportunities to see the Trust at work – JL asked if these are being done virtually, could Governors join. AM replied saying that the groups for Quality Monitoring Visits (QMV) are smaller than previous years and there are fewer visits planned, due to the pandemic. One governor and one non-executive director will be invited as part of the smaller group. When the dates have been identified, governors will be informed.</li> </ul> <p>There was a discussion regarding BDU meetings within the Trust and whether governors should be involved in these, AM responded by noting that BDU meetings are operational meetings for Trust staff and governors should not be involved in operational matters. There is also a distinction to be drawn between the roles of governors and non-executive directors. BC expressed interest in the services the BDUs offer as opposed to the operational matters. AM replied saying that information on the services in each BDU is contained in the Trust's prospectus, which is available on the SWYPFT website and is also in the Governor induction pack. This is to be circulated to all governors again.</p> <ul style="list-style-type: none"> <li>• Patient experience intelligence –</li> <li>• Statutory duties – to be completed as and when necessary</li> </ul> <p>AM noted that the Equality and Inclusion Committee discussed the draft delivery plans for the newly adopted Equality, Involvement, Communication and Membership strategy which was adopted by the Board at the end of November 2020. This includes a detailed response which can improve diversity and full representation of the Members' Council, in which governor, Daz Dooler, has been included.</p> <ul style="list-style-type: none"> <li>• Governor attendance at Trust Board meetings – JL commented that there has been good attendance at the last meeting and governors are committed to attending these meetings in the future.</li> </ul>	<p>JL/BB</p> <p>DP/JL/BB</p> <p>LA</p> <p>LA</p>

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No.	Item	Action
	<ul style="list-style-type: none"> <li>Redevelop and implement the governor training programme – to be commenced as soon as possible</li> <li>Formalise 'Buddying' system for new governors - to be commenced as soon as possible</li> </ul> <p>At this point BC raised that he had a few issues when trying to log in to the Trust Board meeting. LA to liaise with BC regarding this issue outside of the meeting.</p>	LA
5.5	<p><b>Update on Members' Council elections and governor recruitment campaign</b></p> <p>Andy Lister (AL) gave a verbal update regarding this item. Letters have been sent from Angela Monaghan to all governors whose seats are coming up for election in April 2021. The communications team have been informed and have been supplied with election materials. There is also a Yorkshire Post advertisement and elections will begin 11 January 2021.</p> <p>LH informed the group that she does not plan to stand for re-election at the end of her current term.</p> <p>BC commented that the Trust website does not have any information about becoming a Governor. This was noted and will be reviewed.</p> <p>BB and LH to possibly help with the promotional videos.</p>	<p>AL</p> <p>AL/AW</p>
5.6	<p><b>Governor feedback – issues emerging from governor forums</b></p> <p>No emerging issues to raise.</p> <p>LH expressed an interest in the procedure for when Trust premises are being sold and what this may mean for patients and service users. AM advised the group that this is covered in the 10-year estates strategy, which is due to be completed in 2022. Governors will be invited to be involved in developing the new estates strategy. AM offered to send BB an update on Mount Vernon which can be discussed in the Barnsley area meeting.</p> <p>An Estates and Sustainability update will be included on the agenda under the 'Focus On' item for the next Members' Council Meeting.</p>	<p>BB</p> <p>AL</p>
5.7	<p><b>Dates of future Members' Council meetings – to review</b></p> <p>Draft Members' Council dates are to be circulated to all the governors.</p>	LA
6	<b>Future Members' Council agenda – 29 January 2021</b>	
6.1	<p><b>Draft agenda for next Members' Council meeting, with consideration given to:</b></p> <ol style="list-style-type: none"> <li>Draft minutes from previous Members' Council meeting</li> <li>Feedback received from governors on last Members' Council meeting</li> <li>Items from Members' Council work programme</li> <li>Items from the Members' Council Quality Group</li> <li>Items from Nominations Committee</li> </ol>	

Members'

Council

Co-ordination

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No.	Item	Action
	<p><b>f. Items from Trust Board and committees</b></p> <p><b>g. Items requested by Governors - none</b></p> <p><b>h. Items deferred from previous Members' Council meetings</b></p> <p>AM summarised the draft agenda for the Members' Council, highlighting that the time available for both the Chief executive's report and Governor engagement feedback has been extended.</p> <p>It was suggested in the group that Item 7.6 Focus On, could be a focus report on Estates and Sustainability and for the time to be extended.</p> <p>The development session is to be held on a separate occasion.</p> <p>Charlotte Dyson (CD) queried item 8.2 – Chair's appraisal process. AL to respond outside of the meeting and to include Chris Jones.</p> <p>It was decided for the evaluation survey to commence and governors to be given 4 weeks to respond.</p> <ul style="list-style-type: none"> <li>• An update to be brought to Members' Council on 29 January 2021</li> <li>• A summary of the results to be discussed at the Members' Council Co-ordination Group on 8 March 2021</li> <li>• The results to be presented at Members' Council in May 2021.</li> </ul>	<p><b>AL</b></p> <p><b>AL</b></p> <p><b>AL</b></p> <p><b>AL/ LA</b></p>
<b>7</b>	<p><b>NHS Providers Governor Advisory Committee election</b></p> <p>AM summarised the background to this item, highlighting that the deadline for nominations is 18 December 2020 and asked if anyone in the group is interested.</p> <p>It was decided not to make a nomination at this time, but to recommend to the full Members' Council on 29 January 2021, that the vote to be delegated and discussed at the next Members' Council Co-ordination group on 8 March. Noting that the deadline for voting will close on 26 March 2021.</p>	<b>AL</b>
<b>8</b>	<p><b>Members' Council Co-ordination Group Work Programme 2020/21 and approval of work programme for 2021/22</b></p> <p>The work programme was read and accepted, noting that NHS Providers Governor advisory Committee election is to be added to the work programme for September.</p>	<b>LA</b>
<b>9</b>	<p><b>Any other business</b></p> <p>None.</p>	
<b>10</b>	<p><b>Provisional Dates of 2020/21 Co-ordination Group meetings</b></p> <p>Future dates to be circulated depending on the dates for the Members' Council Dates, noting that they are to be kept on a Monday.</p>	<b>LA</b>

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**Action Notes of the Members' Council Quality Group held on 7 December 2020  
From 11.30 while 13.00**

**Dial in only meeting via Microsoft Teams.**

**Present**

Tim Breedon (Chair) (TB)  
John Laville (JL)  
Keith Stuart-Clarke (KSC)  
Phil Shire (PS)  
Bill Barkworth (BB)

**Apologies – Members**

Adrian Deakin (AD)  
Daz Dooler (DDo)

**In attendance**

Laura Arnold (LA) - Author  
Julie Eskins (JE)  
Mike Ford (MF)  
Carol Irving (CI)

**Apologies – In attendance**

Karen Batty (KB)  
Andy Lister (AL)

No.	Item	Action
1.	<b>Welcome, introductions and apologies</b>  Tim Breedon (TB) welcomed everyone to the meeting. The apologies, as above, were noted.  The meeting was noted at quorate.	
2.	<b>Declarations of Interest</b>  There were no further declarations over and above those made previously.	
3.	<b>Notes and actions from the meeting held on 10 August 2020</b>  The notes were agreed. The group had agreed that if there were any further changes, these should be emailed to Laura Arnold.  John Laville (JL) commented on the Letter Discharge action point in the Members' Council action log and asked if this action point could be moved to the Members' Council Quality group action log. TB agreed.  It was also mentioned to add 'Focus on CAMHS' onto the work programme for 2021.	<b>ALL</b>  <b>LA</b>  <b>LA</b>
4.	<b>Integrated Performance Report (IPR)</b>  TB gave a brief overview of the headlines for the IPR and commented that the report in the papers has now been superseded by the report completed in October 2020 and gave an outline of the reports to be discussed in the meeting.  Phil Shire (PS) then commented that there are many points to be clarified within the meeting and asked if the Quality Group purpose is to briefly run through the reports or	

No.	Item	Action
	<p>to be more analytical and to have an in-depth discussion. He commented that the time constraints in the meeting will mean it will be challenging to make a meaningful contribution. TB replied that the Quality group's purpose is for further scrutiny of the reports, one of the reports which should have been presented earlier in the year to the Quality group was deferred due to the Coronavirus Pandemic and then presented at the earliest opportunity. The time constraints during the pandemic, meant that the meeting was condensed. John Laville (JL) supported PS with the overall thrust of comments. Mike Ford (MF) also added that there is now a sub-group for the Integrated Performance Report (IPR) in which John Laville, Tim Breedon and Mike Ford are involved in which looks into detail of the report.</p> <p>TB then commented on the Infection Prevention Control (IPC) team are extensively offering advice across the Trust and managing outbreaks in the system. Personal Protective Equipment (PPE) is monitored on a regular basis and stock remains good. Frontline staff are tested for Coronavirus twice a week which is a risk of increase in staff absence and the vaccine will be administered place by place starting this week.</p> <p>Bill Barkworth (BB) asked what are the serious pressure points? TB replied the workforce pressures within the Trust, although this has improved within the last few weeks.</p> <p>PS commented that the overall report is positive and highlighted that Safer Staffing report from page 22 shows significant pressures and there is a 6 week wait for diagnostics and therefore patients are waiting unduly long to have an initial assessment or diagnosis. PS asked if this was related to staffing issues and level of demand? TB replied that this was probably a result of the pandemic and the inability to conduct face to face consultations. In relation to the staffing issues, TB replied commenting that there are staff pressures in certain areas although the staff ratio is always maintained, and this is often achieved through a diluted skills mix. TB also went on to explain that the numbers included in the report are not inclusive of all staff who are enabled to act down to provide clinical cover.</p> <p>TB then went on to comment that the level of reports within the IPR has expanded over time and reflected to MF's earlier comment regarding the IPR subgroup. The group will look at the mandatory, performance and supplementary requirements and then will be able to produce an efficient and condensed version going forward.</p> <p>Latest version of IPR circulated to members of the quality group.</p>	LA
5.	<p><b>Customer services report / Patient experience report</b></p> <p>TB gave a brief overview of the Patient Experience report and covered a few of the headlines stating that the Trust worked on the improving the position in responding to complaints. The Trust has a self-imposed deadline of 40 days to respond to all complaints, the national response currently sits as 6 months.</p> <p>TB stated that there are multiple themes for the nature of complaints e.g. access to CAMHS, treatment regimes and support. JL commented that within the top 5 themes, 3 themes remain the same within the last few years and asked if there are any programmes to address those? TB advised that the Trust undertakes:</p> <ol style="list-style-type: none"> <li>1. Monthly meeting with Operations, Medical and Nursing director and the CEO to consider pathways and complex cases and access issues</li> <li>2. Any actions which arise from the discussions are undertaken by either by BDU, own learning local event or are addressed Trust wide, cross system learning event.</li> </ol>	

No.	Item	Action
	<p>BB asked if the Trust had access to complaint data within other Trusts to compare and therefore an opportunity to learn? TB and Julie Eskins (JE) confirmed that this is not available nationally, although there is a complaints network in which the Customer Services Manager attends where the themes are broadly similar.</p> <p>PS asked how the Trust deals with vexatious complaints as these can have a draining effect on resources, staff morale. He also asked if there is a robust policy which is enforced about these types of complaints. TB commented that all complaints are dealt with in a fair and equitable manner. They are all investigated, and communications are maintained, in certain circumstances individuals might be asked to direct all complaints through one source and then agree a routine contact plan. JE gave credit to the customer services team as they maintain a positive working relationship with the complainants.</p> <p>Carol Irving (CI) asked if there are any learning meetings and gave a personal example of being in A&amp;E. TB replied that there is a more positive working relationship with the acute hospital and the Pandemic has highlighted mental health issues. Additional finances have been identified and therefore additional support in A&amp;E for mental health services and training for staff in acute services.</p>	
6.	<p><b>Care Quality Commission (CQC) Action plan</b></p> <p>JE gave a brief overview for the action plan and highlighted that 12 services out of 14 are rated good, commenting that the Trust had already prioritised some of the areas that needed improvement. The plans for these areas have been developed with clinical staff and most action plans are complete or in progress.</p>	
7.	<p><b>Quality account - 2021 plan</b></p> <p>The Quality account has been submitted in September 2020 and the Trust is focussing on priorities going forward.</p> <p>Guidance will be issued in January 2021 for the plan for next year, which may be focussed on the response to Covid-19.</p>	
8.	<p><b>Serious Incident annual report</b></p> <p>TB gave a brief overview of the report highlighting that staff are reminded to keep reporting incidents and to act appropriately. There has been no 'never events' occurring in the Trust, although there has been one homicide reported. PS asked if the details of this incident could be circulated to the group, TB agreed.</p> <p>PS commented that the report is good and large. He highlighted that the no harm incidents threshold of reporting is too low which may suggest the system is risk averse. TB replied that the criteria set has not been decided by the Trust and the threshold for reporting is as prescribed, high levels of reporting should be encouraged.</p>	LA
9.	<p><b>Update on PLACE/CQC visits</b></p> <p>These visits are currently being held virtually, using data to determine if a physical visit is warranted, interest maintained around patient safety.</p> <p>JL asked if governors will be involved in these visits? TB will check.</p>	TB

No.	Item	Action
10.	<b>Service user stories</b>  The group was reminded to consider any service users stories that they were aware of and to inform TB.	
11.	<b>Members' Council Quality Group annual work programme 2020/21</b>  It was agreed to make a proposal to the work programme for 2021 at the next meeting in February 2021. This will be dependent on the pandemic and there will need to be an understanding regarding statutory reporting.	<b>LA</b>
12.	<b>Any other business</b>  CI asked about service discharge letters regarding the language used. TB will make sure CI is invited when the meeting commences, and this action is now logged within this group.	<b>TB</b>
13.	<b>Items to raise at Members' Council / Trust Board</b>  To note the pressured agenda, items deferred, work programme for the Quality group, considering restrictions, reports that have been discussed.	
14.	<b>Date of Next Meeting(s) and agreement of agenda items</b>  The next meeting would be held on Monday 8 February 2021 at 10.00 – 12.00.	

**Minutes of the Nominations Committee  
held on 20 January 2021 at 9.00 am  
Virtual meeting via Microsoft Teams**

<b>Present:</b>	Angela Monaghan (AM) John Laville (JL) Dylan Degman (DD) Marios Adamou (MA)	Chair of the Trust (Chair of the Committee) Lead Governor (Publicly elected governor, Kirklees) Publicly elected governor (Wakefield) Staff elected governor (Medicine and Pharmacy)
<b>Apologies:</b>	<u>Members</u> Bill Barkworth (BB)	Deputy Lead Governor (Publicly elected governor, Barnsley)
<b>In attendance:</b>	<u>Attendees</u> Rob Webster (RW) Alan Davis (AGD)  Andy Lister (AL)	Chief Executive Director of Human Resources, Organisational Development & Estates Head of Corporate Governance (Company Secretary) (author)

**NC/21/01 Welcome, introduction and apologies (agenda item 1)**

The Chair, Angela Monaghan (AM) welcomed everyone to the meeting and checked everyone had access to the papers. It was noted that the meeting was quorate and could proceed.

The meeting was being recorded to support the minutes and would be destroyed once the minutes had been approved.

Apologies were noted as above.

**NC/21/02 Declarations of interest (agenda item 2)**

Rob Webster (RW) stated he was not a voting member of the Nominations Committee. RW informed the Committee he had previously been a coach and mentor to the preferred candidate but had not provided mentor or coaching support to her in the last two years.

No concerns were raised by Committee members.

**NC/21/03 Minutes of and matters arising from previous meeting held on 22 December 2021 (agenda item 3)**

It was **RESOLVED** to **APPROVE** the Minutes from the meeting held on 22 December 2020.

**NC/21/04 Non-Executive Director Recruitment (agenda item 4)**

Alan Davis (AGD) introduced the item and highlighted the following points:

- AGD reported the paper outlines the process that has been followed.
- The shortlist for interviews was agreed just before Christmas.

- The shortlisting requirements for candidates, as decided by the Nominations Committee, were experience in workforce, human resources or organisational development and/or a clinician.
- Six candidates were selected for interview following Nominations Committee on 22 December 2020.
- Applications were of a high standard.
- AGD informed the Committee following shortlisting, an enquiry from a potential candidate revealed an application had diverted into the Non-Executive Director (NED) recruitment junk mailbox and had therefore not been assessed at shortlisting.
- The shortlisting panel reconvened to review the application and reached a unanimous decision that placed the candidate in category three. The interview process could therefore continue with six candidates.
- Robust interviews were held with questions based on the person specification.
- There was a good level of engagement from the stakeholder groups. This feedback shaped the final questions for candidates.
- The interview process received positive feedback from the candidates and those involved in the process.
- There were two particularly strong candidates, one candidate scoring significantly higher than the other.
- The preferred candidate is an HR/OD professional and has a strong background in health and workforce development, plus good connections with the Trust. The interview panel were impressed by her experience, values base and commitment.
- The interview panel recommended that the Members' Council consider appointment of Natalie McMillan (NM) to the role of NED from 1 May 2021.

AM reported she was chair of the interview panel and AGD was advisor to the panel.

John Laville (JL) noted the preferred candidate was strong with a good background. JL questioned her time commitment due to other duties and asked if this was covered in interviews?

AM reported time commitment was covered in all interviews. NM confirmed she would prioritise this role and the interview panel had no concerns in this regard.

AGD confirmed time commitment had been openly discussed in interviews and had been part of the information pack for candidates.

Dylan Degman (DD) reported commitment of candidates was covered in detail in the governor stakeholder group. The group concluded NM is genuinely committed to the Trust and sees this as a long-term role.

Marios Adamou (MA) reported his full support for this candidate.

AM noted the Committee's thanks to the stakeholder groups including service users, carers, governors and staff side. They had done a very thorough job providing the interview panel with excellent feedback enabling them to ask further questions of candidates.



The Committee also wished to thank RW and Charlotte Dyson (CD) who, along with AM, had held informal discussions prior to applications and AGD, Sandy Stones (SS) and Janice White (JW) had all supported the process.

The in-house process was identified as not only cost effective but a good robust process. Learning had been taken from the application diverted into a junk mailbox.

**It was RESOLVED to SUPPORT the recommendation from the final interview panel, that the Members' Council on 29<sup>th</sup> January 2021 consider the appointment of Natalie McMillan to the role of Non-Executive Director with South West Yorkshire Partnership NHS Foundation Trust for an initial three-year term, with effect from the 1 May 2021.**

**NC/21/05      Work Programme 2020/21 (agenda item 5)**

The draft 2021/22 work programme was included in the papers and reviewed and approved by the Committee.

**It was RESOLVED to APPROVE the 2021/22 work programme.**

**NC/21/06      Issues and items to bring to the attention of Members' Council and Trust Board (agenda item 6)**

No further items to bring to the attention of Members' Council and Trust Board identified.

**NC/21/07      Date of next meeting (agenda item 7)**

The next meeting is scheduled for 6 April 2021.

**Members' Council  
11 May 2021**

<b>Agenda item:</b>	<b>7.5</b>
<b>Report Title:</b>	Elections to the Members' Council
<b>Report By:</b>	Corporate Governance Manager
<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 2021.

**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 in December 2020 to advise the seats and dates for the process in 2021 and an update was provided at the Members' Council meeting on 29 January 2021.

Election process

Civica Election Services (CES), 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 11 January 2021 and closed on 8 February 2021. Nominations were received as follows.

<b>Constituency</b>	<b>Number of vacancies</b>	<b>Number of nominations received</b>
Public – Kirklees	3 seats	4 nominations received.
Public – Wakefield	2 seats	3 nominations received.
Public – Rest of Yorkshire & the Humber	1 seat	0 nominations received.
Staff – Allied Health Professionals	1 seat	1 nomination received.
Staff – Medicine and Pharmacy	1 seat	1 nomination received.
Staff – Nursing	1 seat	0 nominations received.
Staff – Psychological therapies	1 seat	1 nomination received.
Staff – Social care staff in integrated teams	1 seat	0 nominations received.

### Outcome

As a result of the nominations process, the following were elected unopposed from 1 May 2021 for a period of three years. See uncontested report attached from CES.

<b>Constituency</b>	<b>Elected Governor/s</b>
Staff – Allied Health Professionals	MORGAN, Helen
Staff – Medicine and Pharmacy	NUSAIR, Abdul
Staff – Psychological therapies	VLISSIDES, Nik

The election process took place between 4 March 2021 and 6 April 2021. The results of the election are as follows (report of voting attached):

<b>Constituency</b>	<b>Elected Governor/s</b>
Public – Kirklees (3 seats)	DEN BURGER-GREEN, Claire MUSHTAQ, Imran WARD, Lisa
Public – Wakefield (2 seats)	DOOLER, Darren POWELL, Beverley

Following the completion of the election process in 2021 there remained three vacant seats on the Members' Council.

**SOUTH WEST YORKSHIRE PARTNERSHIP NHS FOUNDATION TRUST****ELECTION TO THE MEMBERS' COUNCIL****CLOSE OF NOMINATIONS: 5PM ON 8 FEBRUARY 2021**

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

**STAFF: ALLIED HEALTH PROFESSIONALS  
1 TO ELECT**

The following candidate is elected unopposed:

Helen Morgan

**STAFF: MEDICINE & PHARMACY  
1 TO ELECT**

The following candidate is elected unopposed:

Adbul Nusair

**STAFF: PSYCHOLOGICAL THERAPIES  
1 TO ELECT**

The following candidate is elected unopposed:

Nik Vlissides

**STAFF: NURSING  
1 TO ELECT**

No valid nominations were received

*1 vacancy remains*

**STAFF: SOCIAL CARE IN INTEGRATED TEAMS  
1 TO ELECT**

No valid nominations were received

*1 vacancy remains*

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

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## SOUTH WEST YORKSHIRE PARTNERSHIP NHS FOUNDATION TRUST

## ELECTION TO THE MEMBER'S COUNCIL

CLOSE OF VOTING: 5PM ON 6 APRIL 2021

## CONTEST: Public: Kirklees

*The election was conducted using the single transferable vote electoral system.**The following candidates were elected (in order of election):*

ELECTED		
Lisa WARD		
Claire DEN BURGER-GREEN		
Imran MUSHTAQ		

Number of eligible voters		3,289
Votes cast by post:	100	
Votes cast online:	79	
Total number of votes cast:		179
Turnout:		5.4%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		179

## CONTEST: Public: Wakefield

*The election was conducted using the single transferable vote electoral system.**The following candidates were elected (in order of election):*

ELECTED		
Darren DOOLER		
Beverley POWELL		

Number of eligible voters		2,283
Votes cast by post:	88	
Votes cast online:	51	
Total number of votes cast:		139
Turnout:		6.1%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		139

The result sheets for each election form the Appendix to this report. They detail:-

- the quota required for election
- each candidate's voting figures, and
- the stage at which successful candidates were elected.

Civica Election Services can confirm that, as far as reasonably practicable, every person whose name appeared on the electoral roll supplied to us for the purpose of the election:-

a) was sent the details of the election and

b) if they chose to participate in the election, had their vote fairly and accurately recorded

The elections were conducted in accordance with the rules and constitutional arrangements as set out previously by the Trust, and CES is satisfied that these were in accordance with accepted good electoral practice.

All voting material will be stored for 12 months.

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

**Members' Council  
11 May 2021**

<b>Agenda item:</b>	<b>7.6</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. The updates were approved by the Trust Board at their meeting on 27 April 2021.

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 NHS Improvement / 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 2021, some minor updating has been incorporated within the Audit Committee's Terms of Reference which counter fraud representation at the Committee a minimum of twice per year, expansion of areas of focus for the Committee and the addition of other assurance functions for the Committee.

The proposed amendments were considered by the Audit Committee on 13 April 2021 and will be submitted for formal approval by Trust Board on 27 April 2021. Any amendments / comments made by the Trust Board will be verbally updated at the Members' Council meeting.



## **AUDIT COMMITTEE Terms of Reference**

*To be approved by Trust Board 27 April 2021*

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 (referred to as NHS England & Improvement) 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 2021*

Chair – Non-Executive Director – Mike Ford

Non-Executive Director - Chris Jones;

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 local counter fraud specialist is required to attend a minimum of two meetings a year.

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 Director members. 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 external legal or other independent professional advice and to secure the attendance of external bodies or individuals 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 NHS England & Improvement 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.
- 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 NHS England & Improvement'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 Counter Fraud Authority Standards for Providers and as required by the NHS Counter Fraud Authority. 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 NHS England & Improvement, 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.
- Significant adjustments arising from the annual audit.
- The wording in the annual governance statement and other disclosures relevant to the terms of reference of the Committee.
- Unadjusted misstatements in the financial statements.
- Letters of representations.
- Explanations of significance variances.

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 to 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.

## **Other Assurance Functions**

The Audit Committee shall review the findings of other significant assurance functions, both internal and external to the organisation, and consider the implications for the governance of the organisation.

These will include any reviews by the Department of Health and Social Care, arms-length bodies, or regulators/inspectors (e.g. Care Quality Commission and NHS Improvement, NHS Resolution, etc) professional bodies with responsibility for the performance of staff or functions (e.g. Royal Colleges, accreditation bodies, etc.)

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

To reflect best practice and NHS England & Improvement'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: 27 April 2021**

**Next review due: April 2022**

DRAFT

**Members' Council  
11 May 2021**

<b>Agenda item:</b>	<b>7.7</b>
<b>Report Title:</b>	<b>Updated Scheme of Delegation</b>
<b>Report By:</b>	Corporate Governance Manager
<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 were also approved by the Trust Board on 26 January 2021 and the Audit Committee on 5 January 2021.

Recommendation

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

Background

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 Scheme of Delegation (SoD) or reservation of powers to trust Board and delegation of powers is a key document used in the governance of the Trust. The last version of the SoD was approved by Trust Board and Members' Council in April 2019 and May 2019 respectively. 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 are highlighted in the attached document.

## **Trust Scheme of Delegation Update**

Each year the Trust is required to review and if necessary, update its approved scheme of delegation. Whilst ultimate approval of this key governance document belongs to the Trust Board and Members' Council, the Audit Committee have a responsibility to review and make a recommendation. Following discussion and agreement with members of the Executive Management Team (EMT) and Operations Management Group (OMG) a small number of changes are proposed to be incorporated in the scheme of delegation. These proposed updates are highlighted in this paper and in the revised scheme of delegation document. Track changes is used to make clear what the proposed changes are.

It is worth noting that given the regularity of this review, it is considered the document remains fit for purpose. The document was not updated in January 2020 due to the fact discussions were taking place regarding the relationship between the Trust and Barnsley Healthcare Federation, which at that time were expected to be completed in readiness for April 2020. Since then the outbreak of the Covid-19 pandemic delayed that agreement, which has recently been approved by the Trust Board. Key changes that have arisen over the period of time since the previous update include:

- The implementation of the new Oracle finance and procurement ledger system.
- Temporary changes to approval levels agreed during the Covid-19 pandemic.
- Agreement to jointly manage community services funding in Barnsley with the Barnsley Healthcare Federation.
- The introduction of the Finance, Investment & Performance Committee (FIP).

In summary the following are highlighted as updates to the document:

- Consideration has been made for decision-making required given the introduction of the lead provider collaborative models for forensics, eating disorder and CAMHS.
- On a similar theme a section has been added to recognise the role the Board needs to play in any partnering arrangements or structural changes.
- The current scheme of delegation states it is a responsibility of the Trust Board to 'discipline members of the Board or employees who are in breach of statutory requirements of standing orders.' This needs to be in line with the Trust's disciplinary procedure which outlines the line management responsibility for disciplinary actions.
- Similarly, the current document states the Trust Board has responsibility for appointing, disciplining, and dismissing the secretary (delegated to workforce & remuneration committee). This is again considered a line management responsibility, with the Workforce & Remuneration Committee notified of any such incident and sanction.



- Currently the document states it is the Board's responsibility to approve arrangements relating to the discharge of the Trust's responsibilities for patients' property. It is recommended it is more appropriate that this is delegated to the Audit Committee.
- The document is added to making it clear it is the Board's responsibility to approve any changes to organisational structure e.g. joint ventures, mergers, acquisitions.
- The involvement of any external parties in any decision-making within the Trust such as the Barnsley Healthcare Federation has been recognised in this update. This is in line with the partnership agreement.
- Recognition has been given to any changes in strategies.
- The Finance, Investment & Performance Committee (FIP) and its decisions / duties delegated by the Trust Board has been added.
- Currently approval is required for the Trust Board in terms of income generating activities above £500k. It is proposed this approval is delegated to the FIP.
- Currently Trust Board approval is required for any procurement contracts that commit the Trust to spend of £500k or more over three years or less. It is proposed FIP has delegated authority for £500k to £1m and the Trust Board over £1m.
- In terms of requisitioning and approving invoices the current delegated limits were temporarily increased for budget holders from £500 to £1,000 at the onset of the pandemic. There does not appear to be any reason for reversing this change, particularly given the fact that requisitioners cannot approve in the SBS system. There is currently also a notable gap between a general manager approval at £5k and deputy director at £50k. This is resulting in deputy directors needing to approve a higher number of requisitions and invoices. In order to reduce this, it is recommended the approval level for general managers increases to £10k. There is also facility with the SBS system to provide specific limits for individuals if this is appropriate. This could help with processing of higher volume purchases such as some estates costs, catering, and community equipment. These specific requirements are being identified and it is recommended any such use of this facility is approved by the Director of Finance & Resources in the first instance and ratified by the Audit Committee. This will be capped at a maximum value of £15k. These will be an exception as opposed to being the rule.

Given the current consultation taking place on the role and structure of integrated care systems it may well be the case that further updates to this document are required during the course of 2021. If this proves necessary, the same process will be followed at the appropriate time.

This paper and its accompanying attachments were considered by the Audit Committee on 5 January 2021 and recommended for approval. The Trust Board approved the updates on 26 January 2021.

### **Summary and Recommendation**

The Members' Council is asked to consider the above and attached document and confirm agreement with the proposed changes.

## **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 <del>otherwise</del> instances of failure to comply with Standing Orders brought to the Chief Executive's attention in accordance with SO 6.6.</li> <li><del>14. Discipline members of the Board or employees who are in breach of statutory requirements or SOs.</del></li> <li><u>14. Receive notification of any disciplinary action taken against members of the Board who are in significant breach of statutory requirements or standing orders in line with the Trust's disciplinary procedure</u></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. <del>(delegated to the Audit Committee)</del></p>
	Trust Board	<p><b>Appointments/dismissals</b></p> <ol style="list-style-type: none"> <li>1. Appoint and dismiss committees (and individual directors) that are directly accountable to Trust Board.</li> <li>2. Approve proposals regarding the Chief Executive, directors, senior employees (delegated to Workforce and Remuneration Committee).</li> <li>3. Confirm appointment of members of any committee of the Trust as representatives on outside bodies where they are a voting member.</li> <li>4. Appoint, discipline and dismiss the Secretary (delegated to Workforce and Remuneration Committee).</li> </ol>
	Trust Board	<p><b>Strategy, Plans and Budgets</b></p> <ol style="list-style-type: none"> <li>1. Define and set the Trust's strategy, the strategic aims and objectives.</li> <li>2. Approve the Business Plan or equivalent as required by NHS <u>England &amp; Improvement (NHSE&amp;I)</u>.</li> <li>3. Approve the Trust's annual financial plan.</li> <li>4. Receive and approve the Trust's Annual Report and Annual Accounts.</li> <li>5. Receive and approve the Trust's Annual Quality Accounts</li> <li><del>6. Approve the Trust's Communication, Engagement and Involvement Strategy.</del></li> <li><del>7.6.</del> Agree the Trust's Counter Fraud Strategy (delegated to the Audit Committee).</li> <li><del>8.7.</del> Agree the Trust's Creative Minds Strategy (delegated to the Charitable Funds Committee).</li> <li><del>9.8.</del> Agree the Trust's Equality, <u>Involvement, Communication &amp; Membership</u> <del>First</del> Strategy (delegated to the Equality and Inclusion Committee and Executive Management Team)</li> <li><del>10. Agree the Trust's Food and Drink Strategy (delegated to the Executive Management Team).</del></li> <li><del>11.9.</del> Approve the Trust's Digital Strategy.</li> <li><del>12.10.</del> Agree the Medicines Management Strategy (delegated to the Executive Management Team).</li> <li><del>13.11.</del> Approve the Trust's Organisational Development Strategy.</li> <li><del>14.12.</del> Agree the Trust's Procurement Strategy (delegated to the Audit Committee).</li> <li><del>15.13.</del> Approve the Trust's Quality Strategy.</li> <li><del>16.14.</del> Approve the Trust's <u>Corporate</u> Risk Management Strategy.</li> </ol>

REF	TRUST BOARD	DECISIONS RESERVED TO THE BOARD
		<p>17. Approve the Trust's Workforce Strategy</p> <p><del>18. Approve the Trust's Estates &amp; Environment Strategy</del></p> <p><del>48-19. Approve the Trust's Sustainability Strategy</del></p> <p><del>49. Approve the Trust's Innovation &amp; Change Strategy</del></p> <p>20. Agree other Trust strategies (delegated to the Executive Management Team).</p> <p>21. Approve an annual plan for each Committee of Trust Board.</p> <p>22. 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>23. Approve arrangements for agreeing action on litigation against or on behalf of the Trust.</p> <p>24. 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>25. Ratify proposals for acquisition, disposal and final sale of land and/or buildings</p> <p>26. Ratify proposals for change of use of land and/or buildings where that land and/or building has a value above £500,000</p> <p>27. Approve PFI proposals.</p> <p>28. Approve the opening of bank accounts (on recommendation of the Audit Committee)</p> <p>29. 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>30. Review use of NHS Resolution risk pooling schemes.</p> <p>31. 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 <u>Workforce and Remuneration and Terms of Service</u> Committee).</p>
	Trust Board	<p><b>Policy Determination</b></p> <p>1. Approve the process for approval, dissemination and implementation of policies and procedures.</p> <p>2. Approve the arrangements for dealing with complaints.</p> <p>3. Approve Human Resources policies relating to the arrangements for the appointment, removal and remuneration of staff not covered by the Workforce and Remuneration Committee.</p> <p>4. Approve the Treasury Management Policy.(on recommendation of the Audit Committee)</p> <p>5. Approve Procurement policies (delegated to the Audit Committee), 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>

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REF	TRUST BOARD	DECISIONS RESERVED TO THE BOARD
		8. Approve the policy and procedures for dealing with serious untoward incidents. 9. Approve policies relating to the management of clinical risk and clinical safety (delegated <u>EMT with support from</u> <del>to</del> the Clinical Governance and Clinical Safety Committee). 10. Approve the Standards of Business Conduct in Public Service Policy.
	Trust Board	<b>Audit</b> 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. 2. Receive an annual report from the Internal Auditor and agree action on recommendations where appropriate of the Audit Committee.
	Trust Board	<b>Annual Reports and Accounts</b> 1. Receive and approve the Trust's Annual Report and accounts including the Quality Account. 2. Receive and approve the Annual Report and accounts for charitable funds held on trust as the Corporate Trustee.
	Trust Board	<b>Monitoring</b> 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. 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. 3. Receive performance reports on performance against annual and five year plans (or equivalent) and key performance indicators as agreed by Trust Board. 4. Receive and approve key reports as required including reports to and from NHS Improvement, reports on compliance with the NHS Improvement Single Oversight Framework (or equivalent), the terms of the Trust's Licence, and Care Quality Commission.

	Trust Board	<p><b>Partnering Agreements and Structural Changes</b></p> <ol style="list-style-type: none"> <li>1. Authorise, or mandate the Trust representative to authorise any Trust decision required in the context of the governance arrangements for collaboratives</li> <li>2. Approve any changes to organisational structure including mergers, joint ventures, acquisitions or divestments in line with national guidance following agreement with the Members' Council</li> <li>3. Approve any partnership arrangements which provide external parties with influence over how Trust funds are spent</li> <li>4. Agree terms of reference for place based integrated care partnerships</li> <li>5. Approve the governance arrangements to oversee the effective management of risks and arrangements against lead provide contracts (delegated to Finance, Investment &amp; Performance Committee)</li> </ol>
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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	Workforce and Remuneration Committee	The terms of reference of the Workforce and Remuneration 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.
	Equality and Inclusion Committee	The terms of reference of the Equality and Inclusion 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.
	West Yorkshire Mental Health Services Collaborative Committees in Common	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.



REF	COMMITTEE	DECISIONS/DUTIES DELEGATED BY THE BOARD TO COMMITTEES
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 the Corporate Trustee for Charitable Funds. 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 the Members' Council. Refer to the current Terms of Reference on the Trust's website.
	<u>Finance, Investment &amp; Performance Committee</u>	<u>The terms of reference of the Finance, Investment &amp; Performance Committee describe the functions that have been delegated to the Committee by the Trust Board. Refer to the current Terms of Reference on the Trust's website</u>

## 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	<p>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:</p> <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	<p>The essence of the accounting officer's role is a personal responsibility for:</p> <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 managing public money.</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 (Trust Board). 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 (Trust Board) and the council of governors (Members' Council), 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.4.1 Standing Order (SO) 3.11	Senior Independent Director	<p>The senior independent director <b>has a role</b> to provide a sounding board for the chairperson and to serve as an intermediary for the other directors when necessary, including:</p> <ul style="list-style-type: none"> <li>• acting as a source of reference for the staff governors/Freedom to Speak up Guardians where there are concerns about the Chair or the Chief Executive.</li> <li>• being available to staff and governors if they have concerns relating to the Chair, Chief Executive, Director of Finance, or the board of directors (Trust Board) as a whole, compliance with the terms of authorisation, or the welfare of the Trust when contact through the normal channels has failed to resolve or for which such contact is inappropriate.</li> <li>• leading the evaluation of the Chair's appraisal from governors, executive Directors, and Non-Executives in consultation with the council of governors (Members' Council) and the setting of the</li> </ul>

REF	DELEGATED TO	GOVERNANCE AUTHORITIES/DUTIES DELEGATED
		Chair's objectives.
COG A.5.a, b, c main principals	Governors	<p>The council of governors (Members' Council) has a duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors (Trust Board). 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> <p>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.</p>
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.
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.

REF	DELEGATED TO	GOVERNANCE AUTHORITIES/DUTIES DELEGATED
	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 (SOes).
SO 3.9	Members' Council	Appoint and removal of the Chair and Executive Directors.
SO 3.10	Members' Council	Appointment of Deputy Chair.
S 3.11	Trust Board	Appointment of Senior Independent Director.
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.

REF	DELEGATED TO	STANDING ORDERS AUTHORITIES/DUTIES DELEGATED
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 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.

## 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 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 the NHS Counter Fraud Authority where appropriate. In cases of fraud and corruption DoF must inform the relevant Local Counter Fraud Specialists (LCFS) and NHS Counter Fraud Authority in line with SOs directions.
SFI 4.2	DoF	Notify LCFS 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 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 <u>(delegated to the Finance, Investment &amp; Performance Committee)</u> .
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 Workforce and Remuneration Committee.
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(delegated to Audit Committee)

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. <del>(delegated to Finance, Investment &amp; Performance Committee-</del> <u>Approve any procurement arrangement that commits the Trust to expenditure above £1,000,000 over three of less years</u>
	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	<del>Appropriate Executive Director</del> DoF	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.

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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 (as recommended by Audit Committee)
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 <u>the</u> 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
	<del>CE</del> DoF	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 counter fraud and police in cases of suspected arson or theft.
SFI 18.2	DoF	Notify Board and External Auditor of losses caused by 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 NHS Resolution 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 NHS Resolution 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 NHS Resolution 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	£50,000
Typically General Manager	£ <del>105</del> ,000
Budget holder (as approved by Directors annually)	£ <del>1,05</del> 00
<del>Senior Requester</del>	£ <del>100</del>

Specific limits to be agreed for individuals e.g. estates, catering, community equipment

From 2021/22 onwards the Barnsley Healthcare Federation and the Trust have entered into a partnership agreement which allows for joint decision-making in regard to how the income received for Barnsley community services will be allocated to services. Any such decisions will be made in line with the partnership agreement and individual organisation schemes of delegation.

**Members' Council  
11 May 2021**

<b>Agenda item:</b>	<b>7.8</b>
<b>Report Title:</b>	Review of the Members' Council declaration and register of interests, including gifts and hospitality, policy
<b>Report By:</b>	Corporate Governance Manager
<b>Action:</b>	To approve

**Introduction**

The Trust has had a policy in place in relation to Governors' declarations of interests since May 2009 when the Trust was authorised as a Foundation Trust.

The Policy addresses the requirements of the following:

- Constitution of the Trust.
- Monitor's (NHS England / Improvement) Code of Governance for Foundation Trusts.
- National Health Service Act 2006 (as amended by the Health and Social Care Act 2012).
- Bribery Act 2010.

**Recommendation**

**The Members' Council is asked to APPROVE the Policy.**

**Background**

There are separate arrangements for declarations of interest, gifts and hospitality for the Trust Board and Trust staff. The Trust staff policy was updated in March 2020 and the Trust Board policy was reviewed and approved by Trust Board in March 2021.

NHS England / Improvement guidance on declaration of interests and the model policy does not directly cover governor's interests, however, within their Question and Answer (Q&A) document it recommends that any interests should be declared in accordance with the Trust's Standing Orders (within the Constitution) and to take advice from the Trust Head of Corporate Governance (Company Secretary). In the spirit of openness and transparency, Directors and Governors continue to be encouraged to declare all relevant and material interests.

The policy remains compliance with the requirements outlined above.

**Members' Council declaration and register of interests  
including gifts and hospitality policy**

~~Approved by Members' Council 27 April 2018~~ For approval by Members' Council 11 May 2021

## **1. Introduction and background**

In accordance with the Constitution of the Trust, the National Health Service Act 2006 and Monitor's (NHS England / Improvement) Code of Governance for Foundation Trusts and in recognition of the Codes of Conduct and Accountability issued by the Department of Health, the Trust is required to maintain a Register of Interests of Governors.

## **2. Policy development**

The Trust has had a policy in place in relation to Directors' and Governors' declarations of interests since May 2009 when the Trust was authorised as a Foundation Trust.

In September 2011, this Policy was revised to incorporate the Bribery Act 2010, which came into force on 1 July 2011 and created criminal offences of being bribed, bribing another and failing to prevent bribery for all organisations, including the NHS. The Policy was split at this time into separate policies for Trust Board and Members' Council. Under the Act, bribery is defined as an inducement or reward offered, promised or provided to gain personal, commercial, regulatory or contractual advantage. If a Governor is offered, or any attempt is made to offer, any type of possible inducement or reward covered by the Bribery Act, details should be immediately reported to the Trust's Local Counter Fraud Specialist.

~~In February 2015, the Policy was reviewed and no amendments were required.~~

In April 2018, the Policy was reviewed and minor amendments were made to align it to the Trust Board declaration and register of fit and proper persons, independence, interests, gifts and hospitality and independence policy.

Note, there are separate arrangements to declarations of interest, gifts and hospitality for Trust Board and Trust staff.

## **3. Declaration of Interests - duties of Governors**

All existing Governors should declare relevant and material interests. Any Governors appointed subsequently should do so on appointment or election.

Interests that should be regarded as "relevant and material" and should be included in the register are outlined below. These apply to the Governor as well as their husband / wife, partner, parent, child or sibling and can be defined as follows:

- a) Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
- b) Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS or which may conflict with the interests of the Trust.
- c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS or which may conflict with the interests of the Trust.

- d) A position of authority in a charity or voluntary organisation in the field of health and social care.
- e) Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.
- f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.
- g) Any other information you feel it relevant to declare.

If Governors have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair.

Details of any such interests will be recorded in the register of interests of the Governors as outlined below.

#### **4. Declaration of interest – conduct at meetings**

At the time the interests are declared, they should be recorded in Members' Council meeting minutes. Any changes in interests should be officially declared at the next Members' Council meeting following the change occurring. The Trust should be informed in writing within seven days of becoming aware of the existence of, or a change to, a relevant or material interest. The Register of Interests will be amended on receipt within three working days and the interest notified to the next relevant meeting.

During the course of a Members' Council meeting, if a conflict of interest is established, the Governor(s) concerned should withdraw from the meeting and play no part in the relevant discussion or decision. For the avoidance of doubt, this includes voting on such an issue where a conflict is established. If there is a dispute as to whether a conflict of interest does exist, a majority will resolve the issue with the Chair having the casting vote.

#### **5. Gifts and hospitality**

Governors are expected to:

- a) Refuse gifts, benefits, hospitality or sponsorship of any kind that might reasonably be seen to compromise their personal judgement or integrity and / or exert influence to obtain preferential consideration. All such gifts should be returned and hospitality refused other than isolated gifts of a trivial nature, such as, calendars, or conventional hospitality, such as working lunches.
- b) Declare and register gifts, benefits and sponsorship of any kind within two weeks of it being offered, whether refused or accepted. If an individual is unsure whether the offer constitutes hospitality, gifts or rewards as defined by the Trust's policy, then they should declare.

This applies to both implicit and explicit offers and whether or not linked to the awarding of contracts or a change in working practices.

All declarations of hospitality, gifts or rewards will be entered into the Trust's Register of Interests maintained by the Head of Corporate Governance (Company Secretary).

## 6. Register of Interests

The details of Governors' interests recorded in the Register will be kept up-to-date by means of a monthly review of the Register by the Head of Corporate Governance (Company Secretary) during which any changes of interests declared during the preceding month will be incorporated.

An annual review process will be undertaken by the Head of Corporate Governance (Company Secretary) and the Register of Interests presented to Members' Council on an annual basis (usually in April-May each year). As part of this process, Members' Council will assess any apparent conflicts and / or any risks an interest might present to the Trust. This annual review is over and above the requirement for Governors to declare interests during the year and is a standing item on each public Members' Council meeting agenda.

Subject to contrary regulations being passed, the Register will be available for inspection by the public free of charge and will be available on the Trust's website. The Head of Corporate Governance (Company Secretary) will take reasonable steps to bring the existence of the Register to the attention of the local population and to publicise arrangements for viewing it. Copies or extracts of the Register must be provided to members of the Trust free of charge and within a reasonable time period of the request. A reasonable charge may be imposed on non-members for copies or extracts of the Register, informed by guidance from the Information Commissioner.

## 7. Appendices

- Declaration of interests by the Members' Council form.

~~Approved by Members' Council April 2018~~ For approval by Members' Council May 2021  
Next review by Members' Council ~~April 2021~~ May 2024

## **DECLARATION OF INTERESTS BY THE MEMBERS' COUNCIL**

In accordance with the Constitution of the Trust, the National Health Service Act 2006 and Monitor's [\(NHS England / Improvement\)](#) Code of Governance for Foundation Trusts and in recognition of the Codes of Conduct and Accountability issued by the Department of Health, the Trust is required to maintain a Register of Interests of Governors.

**Please complete the Declaration below.**

1. Directorships, including non-executive directorships held in private companies or PLCs (with the exception of those of dormant companies).
  
2. Ownership, part-ownership or directorship of private companies, business or consultancies likely or possibly seeking to do business with the NHS or which may conflict with the interests of the Trust.
  
3. Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS or which may conflict with the interests of the Trust.
  
4. A position of authority in a charity or voluntary organisation in the field of health and social care.
  
5. Any connection with a voluntary or other organisation contracting for NHS services or commissioning NHS services.

6. Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the NHS Foundation Trust, including but not limited to, lenders or banks.

7. Any other information you feel it relevant to declare.

#### **NOTE REGARDING THE USE OF THIS INFORMATION**

The information you have provided on this form will be recorded in the minutes of the Members' Council. These minutes will be drawn to the attention of the Trust's internal and external auditors. The Declaration will also be included in a Register of Interests, which will be available to the public on request, available on the Trust's website and reported in the Trust's annual report.

Any changes to the information you have provided should be declared within four weeks of the change occurring. Such a change will be recorded in the relevant minutes and in the Register of Interests.

If a conflict of interest is established during the course of a Members' Council meeting, the governor concerned is required to withdraw from the meeting and to play no part in the relevant discussion or decision.

Name: \_\_\_\_\_ Signed: \_\_\_\_\_

Position: \_\_\_\_\_ Date: \_\_\_\_\_

This form should be returned to:

Head of Corporate Governance (Company Secretary)

Block ~~87~~

Fieldhead

Ouchthorpe Lane

Wakefield

WF1 3SP



## Members' Council annual work programme 2021/2022

**!** – item amended to focus on Covid-19 and business continuity

**#** - item deferred

Agenda item/issue	29 Jan 2021	May 2021	Jul 2021	Oct 2021	Jan 2022
<b>Standing items</b>					
Declaration of interests	x	x	x	x	x
Minutes and matters arising	x	x	x	x	x
Chair's and Chief Executive's report and feedback from Trust Board	x	x	x	x	x
Governor engagement feedback	x	x	x	x	x
Assurance from Member's Council groups and Nominations' Committee	x	x	x	x	x
Integrated performance report	x	x	x	x	x
Governor appointment to groups and committees <i>(if required)</i>	x	x	x	x	x
<b>Trust Board appointments</b>					
Appointment / Re-appointment of Non-Executive Directors <i>(if required)</i>	x	x	x	x	x
Ratification of Executive Director appointments <i>(if required)</i>	x	x	x	x	x
Review of Chair and Non-Executive Directors' remuneration			x *process and timescales	x *recommendation for Chair's remuneration	
<b>Annual items</b>					
Evaluation / Development session					x
Local indicator for Quality Accounts	x				x
Annual report unannounced / planned visits		x		x	
Care Quality Commission (CQC) action plan		x	x		
Private patient income (against £1 million threshold) <i>*not required if under threshold</i>		x			

<b>Agenda item/issue</b>	<b>29 Jan 2021</b>	<b>May 2021</b>	<b>Jul 2021</b>	<b>Oct 2021</b>	<b>Jan 2022</b>
Annual report and accounts			✕		
Quality report and external assurance			✕		
Customer services annual report			✕		
Serious incidents annual report			✕		
Strategic meeting with Trust Board				✕	
Trust annual plans and budgets, including analysis of cost improvements				✕	
Members' Council Training & Development - Understanding NHS Finance			✕		
<b>Members' Council Business</b>					
Members' Council elections	✕ *update	✕ *outcome		✕ *process	✕ *update
Chair's appraisal	✕		✕ *mid-year appraisal		✕ *process
Review and approval of Trust Constitution	✕	✕			✕
Consultation / review of Audit Committee terms of reference		✕	✕		
Members' Council Co-ordination Group annual report		✕			
Members' Council Quality Group annual report		✕			
Nominations' Committee annual report <sup>1</sup>		✕	✕		
Appointment of Lead Governor		✕			
Appointment of Trust's external auditors		✕			
Holding Non-Executive Directors to account			✕		
Review of Members' Council objectives				✕	
Members' Council meeting dates and annual work programme				✕	
<b>Other items</b>					
Other agenda items to be discussed and agreed at Co-ordination Group meetings to	✕	✕	✕	✕	✕

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<b>Agenda item/issue</b>	<b>29 Jan 2021</b>	<b>May 2021</b>	<b>Jul 2021</b>	<b>Oct 2021</b>	<b>Jan 2022</b>
ensure relevant and topical items are included.					