

7 February 2025

Chair's Office
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Wakefield
WF1 3SP

Any queries in relation to this letter should be directed to Gemma Lockwood or Andrew Lister by email at gemma.lockwood@swyt.nhs.uk andrew.lister@swyt.nhs.uk

Dear Governor,

Members' Council meeting – 14 February 2025

The next Members' Council meeting will be held on Friday 14 February 2025. The meeting is hybrid, Microsoft Teams link and in-person at the Large Conference Room, Fieldhead Hospital, Ouchthorpe Lane, Wakefield.

**The governors pre – meeting will start at 09.30 until 10.05.
The formal meeting will start at 10.10 and finish at 12.35 (public meeting).**

The agenda for the meeting and papers for the Members' Council meeting are enclosed.

The meeting will take some items as read and ask for questions to be submitted in advance. These items are:

Item 4 - Matters arising from the previous meeting held on 15 November 2024

Item 5 - Chair's report and feedback from Trust Board

Item 6 - Chief Executive's report

Item 7.3 - Appointment to Members' Council groups

Item 7.4 - Assurance from Members' Council groups and Nominations Committee

Please note for item 7.1, the standing financial instructions and scheme of delegation were approved at Trust Board on 28 January 2025 and governors are being asked to approve the changes to the constitution only. However, all documents have been attached for completeness, and include the changes made in tracked changes for ease of reading.

Chair: Marie Burnham Chief executive officer: Mark Brooks

If you have any questions about any of the above items or issues of clarity in relation to the agenda and papers, it would be appreciated if they could be provided to Gemma Lockwood, Corporate Governance Manager, on gemma.lockwood@swyt.nhs.uk by 12 noon on Tuesday 11 February 2025.

Please note, if you have requested to receive a hard copy of Members' Council papers, these are on their way to you. Governors are required to bring their copy into the meeting.

I hope you can join us on 14 February 2025.

Yours sincerely



Marie Burnham
Chair

Chair: Marie Burnham Chief executive officer: Mark Brooks

Members' Council meeting
14 February 2025 from 09.30
Hybrid meeting
Microsoft Teams/Large Conference Room, Fieldhead Hospital, Wakefield

Item	Approx. Time	Subject Matter	Lead		Action	Minutes allotted
	09.30	<i>Governors only pre-meet (35 minutes followed by 5-minute break)</i>	<i>John Laville, Lead Governor</i>			35
1.	10.10	Welcome, introductions and apologies	Marie Burnham, Chair	Verbal	To receive	3
2.	10.13	Declarations of interests	Marie Burnham, Chair	Verbal	To receive	2
3.	10.15	Minutes of the previous Members' Council meeting held on 15 November 2024 , the Joint Members' Council and Trust Board meeting held on 15 November 2024 .	Marie Burnham, Chair	Paper	To approve	2
4.	10.17	Matters arising from the previous meetings held on 15 November 2024 - action log	Marie Burnham, Chair	Paper	To receive	3
5.	10.20	Chair's report and feedback from Trust Board (to be taken as read and submit questions in advance)	Marie Burnham, Chair	Paper	To receive	5
6.	10.25	Chief Executive's Report	Mark Brooks Chief Executive	Paper	To receive	5

Item	Approx. Time	Subject Matter	Lead		Action	Minutes allotted
7.		<u>Members' Council business items</u>				
7.1	10.30	Review of Trust Constitution (SFIs and scheme of delegation)	Andy Lister Head of Corporate Governance Chair	Paper	To approve	5
7.2	10.35	Extension of governor final term		Paper	To approve	5
7.3	10.40	Appointment to Members' Council groups (to be taken as read and submit questions in advance)	Andy Lister, Head of Corporate Governance	Paper	To receive	5
7.4	10.45	Assurance from Members' Council groups and Nominations Committee (to be taken as read and submit questions in advance)	Marie Burnham, Chair	Paper	To receive	5
7.5	10.50	Review of Chair and Non-Executive director remuneration	Jon Head Chief People Officer	Paper	To receive	5
7.6	10.55	CQC Action Plan Updates	Darryl Thompson Chief Nurse and Director of Quality and Professions	Paper	To receive	10
7.7	11.05	Chairs' appraisal - process	Andy Lister, Head of Corporate Governance	Paper	To receive	5
7.8	11.10	Members' Council elections – update	Andy Lister Head of Corporate Governance	Verbal	To receive	5
7.9	11.15	Governor feedback from virtual meetings	John Laville, Lead governor	Verbal	To receive	15
	11.30	<i>Break</i>				10
		<u>Members' Council business items (continued)</u>				

Item	Approx. Time	Subject Matter	Lead		Action	Minutes allotted
7.10	11.40	Integrated Performance Report	Gary Ellis Non-executive director	Presentation	To receive	10
8.	11.50	<u>Focus On item:</u> Update to Equality, Inclusion, Communications and Membership Strategy	Dawn Lawson Director of strategy and change	Presentation	To receive	40
9.	12.30	Closing remarks and annual work programme Work programme 2025/26	Marie Burnham Chair	Paper	To approve	2
10.	12.32	Any other business	Marie Burnham Chair	Verbal	To note	2
11.	12.34	Next Members' Council meeting: Future meetings 2025/26:	Marie Burnham Chair	Verbal	To approve	1
	12.35	<i>Close of public meeting</i>				

Minutes of the Members' Council meeting
15 November 2024, 10.10 – 12.45

Hybrid meeting
Microsoft Teams and Fieldhead Hospital, Ouchthorpe Lane, Wakefield

Present:	Marie Burnham (MBu)	Chair
	Bob Clayden (BC)	Public - Wakefield
	Cllr Geraldine Carter (GC)	Appointed – Calderdale Council
	Warren Gillibrand (WG)	Appointed – University of Huddersfield
	Helen Dale (HD)	Staff – Nursing support
	Emma Hall (EH)	Appointed – Mid Yorkshire NHS Teaching Hospital
	Adam Jhugroo (AJh)	Public – Calderdale
	Elaine Lane (EL)	Staff – Allied Health Professionals
	John Laville (JLa)	Public – Kirklees (Lead Governor)
	Sarah Leason – Hurley (SLH)	Staff – Social workers
	John Lycett (JLy)	Public – Barnsley
	Valentina McPharlan	Public – Kirklees
	Andrea McCourt (AMc)	Appointed – Calderdale and Huddersfield NHS Foundation Trust
	Natalie McMillan (NMc)	Non-Executive Director/ Deputy Chair
	Bob Morse (BM)	Public – Kirklees
	Melanie Mott (MM)	Staff – Psychological Therapies
	Reini Schühle (RS)	Public – Wakefield
	Phil Shire (PS)	Public – Calderdale
	Stephen Baines (SB)	Public – Calderdale
	Nesar Rafiq (NR)	Public – Wakefield
	Jacob Agoro (JA)	Staff – Nursing

In attendance:	Mark Brooks (MBr)	Chief Executive
	Gary Ellis (GE)	Non-executive director
	Mike Ford (MF)	Non-executive director
	Julie Hall (JH)	Deputy director of corporate governance
	Jon Head (JHe)	Chief People Officer
	Margaret Kitching (MK)	Non-executive director
	Dawn Lawson (DL)	Executive director of strategy and change
	Chris Lennox (CL)	Interim Chief Operating Officer
	Adrian Snarr (AS)	Executive Director of Finance, Estates and Resources
	Professor Subha Thiyagesh (ST)	Chief Medical Officer
	Darryl Thompson (DT)	Chief Nurse and Director of Quality and Professions
	David Webster (DW)	Non-Executive Director
	Estelle Myers (EM)	Freedom to Speak Up Guardian (Item 7.3 only)

	Andy Lister (AL)	Head of Corporate Governance / Company Secretary
	Andrew Betteridge (AB)	Corporate governance administrator
	Gemma Lockwood (GL)	Corporate governance manager
	Debbie Beynon-Fisher (DBF)	Corporate Governance Officer (author)
Apologies:		
Members' Council		
	Fatima Shahzad (FS)	Public – Rest of Yorkshire and Humber
	Cllr Abi Moore (AM)	Appointed – Barnsley Council Public – Wakefield
	Claire Den Burger-Green (CDBG)	Public – Kirklees/Deputy Lead Governor
	Ian Grace (IG)	Staff – Medicine and Pharmacy
	Anne Magee (AM)	Appointed – Staff side
	Daniel Goff (DG)	Public – Barnsley
	Sara Javid (SJ)	Public - Kirklees
	Susan Spencer (SS)	Appointed – Barnsley Hospital NHS Foundation Trust
	Keith Stuart-Clarke	Public – Barnsley
Apologies:	Erfana Mahmood (EM)	Non-Executive Director
	Sean Rayner (SR)	Director of provider development

MC/24/72 Welcome, introductions and apologies (agenda item 1)

Marie Burnham (MBu) formally welcomed everyone to the meeting, apologies were noted as above. The meeting was quorate and could proceed.

MBu reported that the meeting is being recorded to support minute taking. The recording will be deleted once the minutes have been approved (it was noted that attendees of the meeting should not record the meeting unless they had been granted authority by the Trust prior to the meeting taking place). Attendees who were joining virtually were kindly requested to remain on mute, unless speaking.

It was RESOLVED to RECEIVE the welcome, introductions and apologies as described above.

MC/24/73 Declarations of interest (agenda item 2)

MBu asked governors if they had any declarations of interests, governors did not share any additional declarations of interest.

It was RESOLVED to RECEIVE the individual declarations from governors.

MC/24/74 Minutes of the previous Members' Council meeting held on 14 August 2024 and extraordinary Member's Council meeting held on 13 September 2024 (agenda item 3)

It was RESOLVED to APPROVE minutes of the Members' Council meeting on 14 August 2024 and 13 September 2024 as a true and accurate record.

MC/24/75 Matters arising from the previous meeting held on 14 August 2024 (agenda item 4)

Action from 14 August 2024/ MC/24/58 Care Quality Commission (CQC) Action plan update

Darryl Thompson (DT) confirmed that a review of executive director, non-executive director and governor attendance at quality assurance system visits has taken place. Governor attendance will be promoted for future quality visits and the Nursing, Quality and Professions team along with Corporate Governance colleagues will proactively share quality visit dates in order to provide more opportunities for governors to attend.

Marie Burnham (MBu) noted both governors and non-executive directors are required to join quality assurance system visits in order to provide assurance.

It was RESOLVED to NOTE the action log of the Members' Council.

MC/24/76 Chair's report and feedback from Trust Board (agenda item 5)

MBu advised that the format of the report has changed in order to provide a brief summary of activities of non-executive colleagues. However, on review it has been agreed to revert back to the previous format to include all activities. MBu noted that the paper provides a summary of the non-executive activities and includes Kate Quail (non-executive director) and Mandy Rayner (non-executive director) for the reporting period. Governors were invited to join Trust Board Committee meetings should they wish to observe the meeting.

MBu also advised that governors should attend Trust Board, this is a requirement from the Care Quality Commission (CQC) and a rota has been established to help ensure governor attendance.

It was RESOLVED to NOTE the Chairs' report.

MC/24/77 Chief Executive's comments on the operating context (agenda item 6)

Mark Brooks (MBr) provided a summary of the key points of note since the last Members' Council meeting. Following the formation of the new government, the new secretary of state commissioned the Darzi report to look into the NHS which captured many issues including evidence of low productivity since the pandemic, long waiting times becoming accepted as normal, variable levels of quality and the disproportionately high amount of available funding into the acute sector.

Financial austerity was felt to be the main driver along with limited capital investment and the significant impact following the pandemic. The report also noted the move towards increased community care, and movement from analogue to digital systems and treatment to prevention. A new 10 year plan for health is under development which is expected to be published in May 2025. An extensive public engagement exercise is also underway, and staff are involved in a number of national exercises related to this.

Andy Lister (AL) will circulate the link to enable colleagues to get involved and ensure that the mental health voice is heard in terms of community services, learning disabilities and autism.

Action: Andy Lister

MBr provided an update on the Trust's acquisition of Cheswold Park Hospital, a provider of adult secure services in Doncaster for people across North, South and West Yorkshire. The Trust were asked by NHS England (NHSE) to take on the provision of the service due to significant quality and financial challenges.

MBr praised the staff who have been involved and thanked them for their hard work which included working closely with NHSE and the Integrated Care Board (ICB). MBr also noted the

significant support received from the senior leadership team of the NHS to enable the Trust to take over the service from early October 2024.

Cheswold Park Hospital is a 112 bedded medium secure unit which employs around 350 staff. A lot of work with the Care Quality Commission (CQC) has taken place following their inspection report in November 2024 and the national media have also reported that Cheswold Park is no longer in special measures which is a positive step forward. Welcome events at Cheswold Park have been taking place in order to integrate the staff into the Trust.

MBr referenced the older people's transformation programme and advised that following 8 years of hard work and review through various overview and scrutiny committees (as well as the wider system including the local Integrated Care Board meetings), approval for the programme has been received. The programme will take some time to complete and will involve a new building in order to accommodate the additional beds.

MBu thanked the Chief Medical Officer Professor Subha Thiyagesh (ST) and her team for their hard work.

MBr reported that nationally there is a huge focus on the financial position of the NHS with the Trust facing a significant financial challenge going forward. The Director of Finance, Adrian Snarr (AS) will provide a more detailed update later in the meeting.

Dr Penny Dash of the NHS Confederation and Sir Mike Richards, former leader of the CQC, have undertaken a review of the CQC. The CQC have taken the comments received on board and are looking at ways to adapt and ensure services are appropriate.

Following a difficult year in terms of periods of industrial action, MBr reported that this has been resolved and no further industrial action is expected.

There have been significant changes to the Mental Health Act which are currently going through Parliament. These changes will have a significant impact on the Trust and will take several years to implement.

MBr introduced Jon Head who joined the Trust in September as the new Chief People Officer. Carol Harris, the Trust's previous Chief Operating Officer has moved on as Chief Operating Officer for the Greater Manchester Mental Health NHS Foundation Trust and will be replaced in early January 2025 by Adele Fox. In the interim, Chris Lennox is acting up as Interim Chief Operating Officer.

Councillor Geraldine Carter (GC) requested a copy of the Chief Executive's update. MBu advised that as the report was a verbal update, a written report is not available however a comprehensive summary of the update will be included in the minutes of the meeting. MBr also agreed to provide a summary report of the operational context for future meetings.

Action: Mark Brooks

Phil Shire (PS) noted a recent update in "The Headlines" regarding recruitment and asked whether allowing only internal recruitment would have an adverse impact on vacancies.

MBr confirmed that the first stage of recruitment will be internal applicants only, however, if it is not possible to fill a vacancy internally, the post can be advertised externally by exception.

Adrian Snarr (AS) added that currently the Trust is over established with 120 whole time equivalent (WTE) ahead of plan. By allowing only internal recruitment to take place, this allows the Trust to return to planned ambitions around workforce for the year. A vacancy recruitment panel is also in place and Chris Lennox (CL) confirmed that this is an efficient process that allows posts to be advertised quickly. Where internal recruitment is not feasible or where there

are risks to clinical or patient safety, necessary posts are moved straight to exceptionality to enable the Trust to meet its statutory responsibilities.

Darryl Thompson (DT) added that a quality impact assessment (QIA) process is also in place to monitor the impact of vacancies on quality and safety.

John Laville (JLa) congratulated ST and the Trust on the successful approval of the older people's transformation programme and asked whether the governor responsibility extends to Cheswold Park Hospital.

MBr confirmed Cheswold is now part of the Trust, governor responsibility will include Cheswold Park and MBr reported the Trust will review the geographical representation of governors and consider how the acquisition of Cheswold Park affects the constitution of the Members Council.

Action: Andy Lister

Sarah Leason-Hurley (SLH) also noted that a lot of work has taken place around improving opportunities for career progression and staff retention and the change to internal recruitment has had a positive impact in terms of allowing development opportunities for staff already employed by the Trust.

It was RESOLVED to RECEIVE the Chief Executive's comments on the operating context.

MC/24/78 Members' Council annual items (agenda item 7)

MC/24/78a Patient Experience Annual Report (agenda item 7.1)

DT provided a summary of the patient experience annual report and advised that the report had been received by the Quality and Safety Committee, was approved at Trust Board and had also been reviewed by the Members' Council Quality Group. The report highlights the volume of feedback received into the Trust which includes over 10,000 pieces of information, areas of focus and improvement as well as any learning as an organisation.

DT acknowledged a question put forward by Bob Clayden (BC) around who made the judgement related to a statement within the report *"Information about the numbers of comments and compliments is also detailed within this report. A comment is something that is unrelated to care and treatment, for example feedback about parking or food provision"*.

DT provided the "definition" of a complaint which was taken from the local authority, social services and NHS complaints regulation which is directly imputable to care. If food is an aspect of patient care, for example, where the wrong diet has been administered then that would constitute a complaint, anything else would be seen as patient experience and would not require the same level of investigation. However, if a serious incident occurred related to food, then a serious investigation process was to be instigated.

Elaine Lane (EL) added that the Trust is working hard to ensure food is included as part of the patient experience.

Nat McMillan (NMc) provided some additional assurance for governors around the subject of food and how this is an important part of patient care. NMc advised that this is a subject that the non-executive directors have picked up for discussion at the Quality and Safety Committee and Trust Board. Non-executive directors have also challenged the difference between a report where the Trust scored highly in relation to food, how that correlates with feedback received from service users and patients and how this information is captured outside of formal

data capture processes in order to ensure that the voices of people and the reality of their experience is being heard.

BC raised a further question regarding the detail around the volunteer role to gather complaint data and requested clarification around what this would involve and an explanation of the term “complainant”.

DT confirmed that volunteers will be distributing and collecting responses to a standardised questionnaire from all individuals who have engaged with the team in order to gain insight from a range of stakeholders including complainants, staff involved in complaints, heads of services, third parties including local authorities, members of parliament and other organisations. The term “complainant” means a person who has made a complaint.

Bob Morse (BM) noted that the report states that a significant amount of feedback has been received into the Trust through the friends and family test and requested further information around how many transactions were made during the reporting period.

DT advised that this information would be included in the annual reporting and some figures are available as part of the annual quality account.

BM raised a concern related to the number of instances where complaints have not been recorded and stated it would be useful to know the proportion (%) compared to the actual number of transactions.

BC acknowledged that it is very difficult to assess what is not known and that a lot of people will not complain.

Cllr Geraldine Carter (GC) noted that the Trust is receiving less feedback from older aged people and asked what is being done to help people in the community to contact the Trust as it is not easy for older people to complain, particularly if they do not have access to technology or are suffering from a mental health issue.

MBu stated that a meeting has taken place recently to review engagement and look at what work is taking place to improve this.

DT agreed that the Trust needs to hear from as many people as possible in terms of complaints as well as compliments and advised that the Trust is working hard to ensure that everyone has an opportunity to make their views known. A link has been added to the Trust’s external website to allow people to share feedback anonymously. DT agreed to take this discussion back to the Quality and Professions team for further exploration.

Action: Darryl Thompson

Dawn Lawson (DL) advised that there are different ways of capturing insight. Data that is captured can provide more understanding around themes and help to gain insight around whose voice is being captured. Clinicians and colleagues involved in patient care are also able to engage with patients on their journey and the Connecting People Programme also helps to pick up any themes.

It was RESOLVED to receive the Patient Experience Annual Report

MC/24/79 Incident Management Annual Report (agenda item 7.2)

DT presented the incident management annual report which has been reviewed by the Quality and Safety Committee, approved by Trust Board and has also been reviewed by the Members’

Council Quality Group. DT advised that the Trust continues to have a robust incident management process which is maintained through a high level of scrutiny and governance.

The Trust also continues to focus on improving the quality of incident recording, strengthen data quality processes for incident data to ensure accuracy and continue to raise awareness and promote incident reporting across the organisation as this is a key method of learning and improving.

It was RESOLVED to receive the Incident Management Annual Report

MC/24/80 Freedom To Speak Up – Annual survey results and planning tool (agenda item 7.3)

Estelle Myers (EM) presented the Freedom to Speak Up (FTSU) annual report which provides an update on governance, activity and progress during 2023/24. The report has also been presented at the People and Remuneration Committee and Trust Board.

The Trust has maintained its position in quartile 2 compared to other peer Trusts and the data has shown that concerns have been raised from all care groups as well as all staff professional groups, except healthcare scientists as there are very few within the Trust.

In order to continue to promote the service, the FTSU team continue to carry out visits to all services including 10 sessions with internationally educated nurses, care certificate individuals, junior doctor and chief medical officer meetings, staff welcome events and Cheswold Park Hospital.

Phil Shire (PS) noted that the level of issues raised across the organisation stands at 0.1% however in the Barnsley Physical Health care group the level is 1.1%. PS asked what steps are being taken to understand the much higher reporting in Barnsley compared to the rest of the organisation.

EM confirmed that there are a variety of issues raised, and the level fluctuates depending on the type of issues raised. The FTSU teamwork with the people directorate and operational colleagues to help resolve any issues in order to find a way forward. Issues are also continually monitored to ensure any trends are identified as soon as possible.

Julie Hall (JH) added that the FTSU team work very closely with the Nursing Quality and Professions team to identify trends, themes and issues related to care. Further intelligence is taken from complaints received, incidents and staff surveys and all this information is linked into quality visits.

EM confirmed that the team also signpost staff to alternative ways of raising concerns if they do not feel they can go through their managers.

John Laville (JLa) queried whether there is any correlation between staff who have raised concerns and staff who then decide to leave the Trust.

EM confirmed that there is a leavers survey that staff are able to complete however it would not provide that level of detail. Leavers are also offered an exit interview with a member of staff of their choosing as well as an anonymous survey. If staff feel they have suffered as a result of coming forward, they can discuss this with EM and go through the detriment process, which is overseen by Mike Ford (MF) (non-executive director) to ensure it has been through the correct checks and balances. On closure of a FTSU case a follow up survey is offered with further follow ups at three, six and twelve-month intervals to allow staff to raise any further concerns.

MF added that cases of detriment are reviewed in detail and confirmed that in the two cases of detriment that were reported, it was found that the individuals did not suffer any detriment, by the legal definition, from raising their concerns.

Margaret Kitching (MK) stated the report was very well written and noted that the fact that there has been an increase in the number of concerns raised indicates a positive reporting culture. The new quality assurance system will look at pulling together all the information from complaints, staff surveys and FTSU concerns prior to undertaking the new formulated visits. It is hoped that this will test the assurance process when trends or themes are identified.

JH added that EM is a very proactive FTSU guardian, and the Trust is one of the few organisations where the FTSU guardian is key trained for forensic services so is able to walk onto a forensic ward and speak to staff directly.

Further comments were received acknowledging that the report was very well written, easy to understand and shows that the organisation takes its responsibilities seriously.

It was RESOLVED to receive the FTSU Annual survey results and planning tool

Members' Council business items (agenda item 8)

MC/24/81 Appointment of Deputy Chair/Senior Independent Director (agenda item 8.1)

Natalie McMillan (NMc) and executive directors left the meeting for item 8.1.

Andy Lister (AL) provided an explanation of the process that is undertaken in order to appoint the Deputy Chair/Senior Independent Director. The Nominations Committee has a duty to appoint the Chair, Non-Executive Directors, Deputy Chair, Senior Independent Director, Lead Governor and Deputy Lead Governor. The committee review and consider appointments before making a recommendation to the Members Council for approval. Following a discussion with MBu, NMc and the non-executive directors, it was agreed to put NMc forward for the role of Deputy Chair/Senior Independent Director. NMc was noted to be keen to undertake this role, is supported by her non-executive colleagues and the Nominations Committee have requested approval of the recommendation from Members Council.

BC stated that he has concerns regarding the role of Senior Independent Director and Deputy Chair being a combined role and asked that this be noted.

MBu provided an explanation of the reason behind the decision and advised that this is the best option for the Trust.

AL added that the combined role will continue to be reviewed going forward to ensure it remains appropriate and NMc will remain in post throughout her term as non-executive director unless the Trust decides that it is not working and the role needs to be reviewed.

It was RESOLVED to APPROVE the Appointment of Deputy Chair/Senior Independent Director

MC/24/82 Appointment to Members' Council groups (to be taken as read and submit questions in advance) (agenda item 8.2)

AL reported that Nesar Rafiq (NR) has put himself forward and has been accepted as appointed governor for the Member's Council Quality Group. Therefore, there is currently only

one vacancy remaining for the appointed governor for the Members' Council Co-ordination group.

It was RESOLVED to APPROVE the Appointment to Member's Council Groups

MC/24/83 Assurance from Members' Council groups and Nominations Committee (to be taken as read and submit questions in advance) (agenda item 8.3)

The report was taken as read.

It was RESOLVED to NOTE and RECEIVE the Assurance from Members' Council groups and Nominations Committee

MC/24/84 Members' Council mid-year election – outcome and Members' Council elections 2025 process (agenda item 8.4)

AL summarised the mid-year process and the outcome of the mid-year elections and welcomed the new governors to the meeting. The next round of elections will take place in the New Year and the position as of December 2024 is that there is one vacancy in Barnsley, two in Kirklees, two in Calderdale and one in Wakefield.

Civica Election Services (CES) will manage the election process and are in the process of putting together quotes and the election timetable for January 2025.

GC acknowledged that attendance at Members' Council meetings is a big commitment and it is very difficult for councillors to represent their authorities at this meeting. It was agreed that communication should take place with local authorities regarding the importance of attendance at this meeting, the link between the organisation and local health and wellbeing boards and the governor role.

Action: Corporate Governance Team

It was RESOLVED to RECEIVE the Members' Council mid-year election – outcome and Members' Council elections 2025 process

MC/24/85 Governor feedback from virtual meetings (agenda item 8.5)

JLa advised that there was good attendance from governors at the pre-meet today where the following items were noted:

- JLa stated that he has been contacted regarding a number of confidential issues.
- BC provided links to the West Yorkshire Staff Wellbeing Hub following the NHS survey "Tell us what you think".
- There was a discussion regarding hearing from people who are not routinely heard and "easy to ignore". Similar themes were discussed around complaints and concerns around repercussions.
- Following a discussion with AL outside the meeting regarding opportunities for governors and increased visibility and transparency, JLa advised that the corporate governance team will be putting together a list of opportunities for governors. A group will be established to review the "must do's" and "can do's" and consider workloads and capacity so as not to put too much pressure on individual governors but also ensure that all areas are covered. A further update will be brought back to the next meeting.

Mike Ford (MF) requested governor feedback on the question-and-answer sessions and whether there are any areas which could be improved.

JLa stated that the feedback received has been positive and the sessions have been well received and are working well.

AL added that any additional feedback, ideas or areas for improvement would be welcomed.

It was RESOLVED to RECEIVE the Governor feedback from virtual meetings

MC/24/86 Integrated Performance Report (to be taken as read and submit questions in advance) (agenda item 9)

David Webster (DW) provided a summary of the Integrated Performance Report (IPR) for Quarter 2 and noted the key points:

- Improving health – positive position with all metrics reported to be green, except percentage of service users who have had their equality data recorded – disability which is red at 45%.
- Improving care – Percentage of service users clinically ready for discharge was noted and reasons for the delay are due to the availability of suitable placements.
- Improving resources – The number of RIDDOR (Reporting of Injuries, Diseases and Dangerous Occurrences Regulations) incidents was noted as an area of concern. There have been four incidents related to violence and aggression against staff and two incidents related to accidents.
- Making SWYPFT (South West Yorkshire Partnership NHS Foundation Trust) a great place to work – work place appraisals have increased to 89.1% which is just below the amber target of 90%.
- Financial performance – The Trust position has reduced against plan with further work required to get back to breakeven. The Trust financial sustainability programme for 2024/25 is being reviewed. The Trust is expected to meet the target however the plan will include a number of non-recurrent activities which will create a larger gap for future years.

In relation to the percentage of service users who have had their equality data recorded (disability), GC requested clarification around this metric, the current position and what would be classed as a disability.

Dawn Lawson (DL) advised that there are ongoing issues related to the system and being able to extract the summary data. A piece of work is currently underway which has taken longer than expected however the position is expected to improve in the next quarter. The term “disability” is used where service users have disclosed that they have a disability either physical or mental health related.

With regards to the percentage of service users who have had their equality data recorded – deprivation (postcode), DL stated that there is clear evidence around deprivation and people who do not have a postcode having access to services, eg travellers or homeless.

DL also noted that deprivation may also be due to accessibility due to living in rural areas. For example, DNA's (Did Not Attend) are reviewed to consider whether service users did not attend for their appointment due to lack of accessible public transport. This helps provide local authorities with intelligence when designing their services to ensure that people are not disadvantaged due to where they live.

JLa noted the reduction in the maximum 6 week wait for diagnostic procedures from 66% to 41% against a target of 99%. JLa also suggested a more detailed focus at the next Members' Council meeting on the financial challenge and what areas of savings are being considered in order to understand the position.

Chris Lennox (CL) advised that the maximum 6 week wait for diagnostic procedures is related specifically to paediatric audiology. There are both national and regional challenges in meeting the increased demand for hearing tests for children and intensive support has been put in

place following staffing challenges in Barnsley, including a staff bereavement, and the position is improving.

NMc provided an update following a discussion at the People and Remuneration Committee regarding the appraisal target and whether the target of 95% is achievable and if a 90% target would be more realistic. The Trust continues to stress the importance of staff appraisals and Audit Committee also acknowledged the hard work of operational managers in getting to the current position.

MBu noted that the Trust continues to perform well against national targets and work to review thresholds and targets is underway in order to avoid creating any further problems. MBu also confirmed that this information is available in the public domain.

Sarah Leason-Hurley (SLH) added that the percentage rate also depends on the size of the team as in a small team, one person can have a significant impact on the percentage reported.

Jon Head (JH) stated that feedback is an essential part of the appraisal process and should be embedded in culture. While appraisal rates can be high it is important that appraisals are of good quality and more effort should be made in terms of giving and receiving feedback. The Trust is looking at a new appraisal system to make the process easier and ensure that appraisals add value for staff in terms of their roles and wellbeing.

Overall, MBu noted that the Trust is performing well both regionally and nationally.

It was RESOLVED to RECEIVE the Integrated Performance Report.

MC/24/87 Focus on item: Equality Involvement, Communication and Membership (ECIM) – strategy refresh (agenda item 10)

Dawn Lawson (DL) presented the Developing the next Equality, Involvement, Communication and Membership Strategy and provided a summary of the key points. Over a quarter of staff were involved in the process with over 1500 responses received from the public and this was used to shape the strategy and approach. It was noted that this is a positive result in terms of staff responses and the annual planning, appraisal process, Board Assurance Framework and IPR will be structured around strategic intent and will include input from all staff. Going forward an update will be brought back to each Members' Council meeting following discussions that have taken place prior to sign off by Trust Board in March 2025. An annual review will also be carried out to ensure that the direction of the strategy is correct.

Action: Dawn Lawson

Following discussion it was agreed that when talking about equality the message needs to be that equality applies to everyone. It was acknowledged that it will be a challenge to ensure that the message is reaching everyone and MBu requested that governors think about what equality means and how to get the message across to everyone.

MBr added that the staff survey has identified groups of staff that report having a worse experience than others and an important part of developing the strategy and ongoing support is to ensure that everyone feels respected.

Phil Shire (PS) stated it would be helpful to look at the current position in order consider any areas that require an increased focus. PS also noted that there are areas of inequalities that are out of Trust control and stated that the Trust should concentrate on areas where an impact can be made.

DL advised that a discussion took place yesterday at the Executive Management Team (EMT) meeting and an annual report will be produced from the previous strategy. EMT agreed a clear plan for the next stage and a strengths weaknesses opportunities threats (SWOT) analysis has been completed on areas where the Trust has performed well and where there are areas requiring improvement that are within the Trust's gift to change.

It was RESOLVED to RECEIVE the Equality Involvement, Communication and Membership (ECIM) – strategy refresh.

MC/24/88 Closing remarks and annual work programme 2024/25 (agenda item 11)

It was RESOLVED to RECEIVE the work programme for 2024/25.

MC/24/89 Future meetings of the Members' Council (agenda item 12)

- Friday 14 February 2025 (hybrid – venue to be confirmed)

It was RESOLVED to RECEIVE the dates of the next Members' Council meetings.

MC/24/90 Any Other Business (agenda item 13)

BC requested that the executive summary section on front sheets be moved higher up so it is easier to read. AL agreed to have a conversation with BC outside the meeting to discuss this further with a view to making the change.

Action: Andy Lister

It was RESOLVED to NOTE any other business.

12.50 - Close of public meeting

**Joint Trust Board and Members' Council meeting
15 November 2024, 13.30 – 15.20**

**Hybrid meeting
Microsoft Teams and Large Conference Room, Learning and Development Centre,
Fieldhead Hospital, Ouchthorpe Lane, Wakefield**

Present:	Marie Burnham (MBu)	Chair
	Bob Clayden (BC)	Public - Wakefield
	Cllr Geraldine Carter (GC)	Appointed – Calderdale Council
	Warren Gillibrand (WG)	Appointed – University of Huddersfield
	Helen Dale (HD)	Staff – Nursing support
	Emma Hall (EH)	Appointed – Mid Yorkshire NHS Teaching Hospital
	Adam Jhugroo (AJh)	Public – Calderdale
	Elaine Lane (EL)	Staff – Allied Health Professionals
	John Laville (JLa)	Public – Kirklees (Lead Governor)
	Sarah Leason – Hurley (SLH)	Staff – Social workers
	John Lycett (JLy)	Public – Barnsley
	Andrea McCourt (AMc)	Appointed – Calderdale and Huddersfield NHS Foundation Trust
	Bob Morse (BM)	Public – Kirklees
	Melanie Mott (MM)	Staff – Psychological Therapies
	Reini Schühle (RS)	Public – Wakefield
	Phil Shire (PS)	Public – Calderdale
	Stephen Baines (SB)	Public – Calderdale
	Nesar Rafiq (NR)	Public – Wakefield
In attendance:	Mark Brooks (MBr)	Chief Executive
	Garry Ellis (GE)	Non-Executive Director
	Mike Ford (MF)	Non-Executive Director
	Julie Hall (JH)	Deputy director of corporate governance
	Jon Head (JHe)	Chief People Officer
	Margaret Kitching (MK)	Non-executive director
	Dawn Lawson (DL)	Executive director of strategy and change
	Chris Lennox (CL)	Interim Chief operating officer
	Adrian Snarr (AS)	Executive Director of Finance, Estates and Resources
	Professor Subha Thiyagesh (ST)	Chief Medical Officer
	Darryl Thompson (DT)	Chief Nurse and Director of Quality and Professions
	David Webster (DW)	Non-Executive Director
	Andy Lister (AL)	Head of Corporate Governance / Company Secretary
	Andrew Betteridge (AB)	Corporate governance administrator
	Gemma Lockwood (GL)	Corporate governance manager

Debbie Beynon-Fisher
 (DBF)

Corporate Governance Officer
 (author)

**Apologies:
 Members' Council**

Fatima Shahzad (FS)	Public – Rest of Yorkshire and Humber
Cllr Abi Moore (AM)	Appointed – Barnsley Council
Claire Den Burger-Green (CDBG)	Public – Kirklees/Deputy Lead Governor
Daniel Goff (DG)	Public – Barnsley
Sara Javid (SJ)	Public - Kirklees
Susan Spencer (SS)	Appointed – Barnsley Hospital NHS Foundation Trust
Keith Stuart-Clarke	Public – Barnsley

**Apologies:
 Attendees**

Sean Rayner (SR)	Director of provider development
Valentina McPharlan	Public – Kirklees

MC/24/91 Welcome, introductions and apologies (agenda item 1)

Marie Burnham (MBu) formally welcomed everyone to the meeting, apologies were noted as above. The meeting was quorate and could proceed.

MBu reported that the meeting is being recorded to support minute taking. The recording will be deleted once the minutes have been approved (it was noted that attendees of the meeting should not record the meeting unless they had been granted authority by the Trust prior to the meeting taking place). Attendees who were joining virtually were kindly requested to remain on mute, unless speaking.

It was RESOLVED to RECEIVE the welcome, introductions and apologies as described above.

MC/24/92 The role and importance of governors (agenda item 2)

John Laville (JLa) gave a presentation on the role and importance of governors and thanked governors for their contribution.

Marie Burnham (MBu) added that governors provide another source of challenge to help shape the direction of the organisation to meet patient needs. MBu thanked the governors for their support on behalf of the Trust Board and Executive Management Team (EMT).

It was RESOLVED to receive the presentation on the role and importance of governors.

MC/24/93 Update on our strategic context and future direction (agenda item 3)

Dawn Lawson (DL) presented "Our strategic context and future direction" and provided a high-level summary of the key points.

- It was noted that the geographical map will require an update following the acquisition of Cheswold Park Hospital.
- MBu provided an explanation of the term "planned deficit" and advised that the Trust has a planned breakeven position.
- In terms of performance, MBr advised that the operating planning guidance is expected in December and a further update will be provided following receipt.
- MBu stated the work that has been undertaken by DL's team has put the Trust in a positive position and will enable the Trust to provide the best mental health service for local people.

It was **RESOLVED** to **RECEIVE** the updated on the Trust strategic context.

Item 4 Our future plans

MC/24/94 Small group discussion to inform plans for 2025/26

The meeting was split into three groups to consider and discuss two pre-agreed questions. The feedback was noted as follows:

Group 1

Q1) If we get equality, diversity and inclusion right for our communities, what will we see?

Q2) As a governor, member how can you help us tackle health inequalities?

- The group pointed out that the two questions are well linked
- Governors and members are critically placed within communities in order to get a sense of what's going on and look at how the Trust can improve
- Consider what can be measured, eg look at the disparity around people accessing services, DNA's (Did Not Attend), and look at it through the lens of inequality
- Workforce – ensuring that the Trust builds a workforce that is representative of our communities
- As a mental health trust, consider how the Trust has a workforce that is representative of people and can contribute to helping people to step back into employment
- Pressure on resources as a Trust and how to preserve them
- Review gatekeeping and how people access our services
- Consider broader geographical inequalities
- Prevention, early intervention and the impact on individuals as well as patient families and carers
- Workforce standards
- Have deprivation as a protected characteristic
- Governors and members of the community being ambassadors of the Trust and the population that we serve

Group 2

As a governor or member, how can you help us to understand our communities better?

- Maintain confidentiality
- Gain trust in communities
- Reach out to the hardest to reach communities to engage with them
- Know the communities we serve
- Get the best use of primary care
- Systemwide comms to enable better communication
- Advertise what we do as a Trust and signpost what is commissioned elsewhere. Once comms are in place, advertise the offer to community groups
- Communicate at different levels depending on the community
- Use phones as a way of communicating with all ages/communities
- Signpost alongside partners to ensure people go to the right place

As a governor or a member, how can you help us tackle health inequalities?

- Time – let people know that it takes time to make any changes/improvements
- Build Networks and utilise representatives within those networks
- Communication – work with partners to communicate better
- Share space/Trust facilities – allow groups to use available/underutilised Trust space for meetings/groups

- Look at what is working well and measure the benefits

Group 3

If we get equality, diversity and inclusion right for our workforce, what will we see?

- Better quality of work/service
- More information to service users
- Harmony in the workplace
- Working towards the same goal – providing quality services
- Happiness, less conflict, more co-operation = better outcomes for everyone
- Respecting all and allowing open and honest conversations
- Kind workforce
- Create a Trust where people want to work
- Problem solving
- Everyone has the right to an opinion and a view
- Feel treated equally
- Shouldn't need an Equality, Diversity and Inclusion committee
- Realistic opposed to idealistic
- Trauma informed and emotional intelligence

As a governor or member, how can you help us understand our communities better?

- Need to understand the community
- Reaching out and feeding back
- Calling out behaviours – at all levels
- Should there be a tolerance level?
- Promoting values and living them
- Recognising issues like closing sports centres – which can be used as a prevention
- Lobby on behalf of people with mental health
- More cohesive community is a healthy community
- Be the voice of people with mental health

MBu thanked the groups for their support and reiterated that going forward finances will be tight and a further discussion will take place at Trust Board. MBu also reported feeling fully supported by the board of governors.

It was RESOLVED to DISCUSS the plans for 2025/26.

It was RESOLVED to RECEIVE the feedback.

MC/24/95 Summary and next steps

DL advised that the next step will be to take all the information collated today and set up a meeting with Jon Head (JHe) to consider how to engage with colleagues and members. A further update will be presented at Member's Council in February.

MBu added that in April 2025, a deployment plan will be available which will be a plan of action for the next five to ten years that will match the strategy. This plan will be reviewed yearly to ensure that there is sufficient assurance that the Trust is listening to people and has done what they said they would do without compromising on quality and safety. From April 2025 the chair, non-executive directors, executive directors and chief executive objectives will be based on the deployment plan in order to hold each other to account.

JLy thanked everyone for a very interesting meeting and noted that there is a lot of information to take in.

JLa also thanked the governors for their support and again welcomed the three new governors.

It was RESOLVED to DISCUSS the summary and next steps.

Close of Joint Trust Board and Members' Council meeting

DRAFT

Members' Council 15 November 2024 Action log

= completed actions

Minutes ref	Action	Lead	Timescale	Progress
Actions from 15 November 2024				
MC/24/77 Chief Executive's comments on the operating context (agenda item 6)	Andy Lister will circulate the link to enable colleagues to get involved and ensure that the mental health voice is heard in terms of community services, learning disabilities and autism.	Andy Lister, Head of Corporate Governance / Company Secretary	February 2025	Link was circulated by Julie Hall to all governors during the meeting of 15 November 2024.
MC/24/77 Chief Executive's comments on the operating context (agenda item 6)	Mark Brooks to provide a summary report of the operational context of the chief executive's update for future meetings.	Mark Brooks, Chief Executive	February 2025	Written summary report included in meeting papers.
MC/24/77 Chief Executive's comments on the operating context (agenda item 6)	To review the geographical representation of governors and consider how the acquisition of Cheswold Park affects the constitution of the Members Council.	Andy Lister, Head of Corporate Governance / Company Secretary	February 2025	Staff governor constituencies cover Cheswold as a site within our Trust. There is also the public "Rest of Yorkshire" governor constituency in the Members' Council. There are therefore no required adjustments to the Members' Council constitution at this time.

Minutes ref	Action	Lead	Timescale	Progress
MC/24/78 Patient Experience Annual Report (agenda item 7.1)	DT agreed that the Trust needs to hear from as many people as possible in terms of complaints as well as compliments and advised that the Trust is working hard to ensure that everyone has an opportunity to make their views known. A link has been added to the Trust's external website to allow people to share feedback anonymously. DT agreed to take this discussion back to the Quality and Professions team for further exploration.	Darryl Thompson, Chief Nurse and Director of Quality and Professions	February 2025	This has been shared with the Customer Services Team, to ensure that their ongoing approaches to enhancing feedback opportunities is guided by this feedback.
MC/24/84 Members' Council mid-year election – outcome and Members' Council elections 2025 process (agenda item 8.4)	Communication to take place with local authorities regarding the importance of attendance at this meeting, the link between the organisation and local health and wellbeing boards and the governor role.	Corporate Governance Team	February 2025	The corporate governance team will make the need for attendance at meetings clear when making future requests to local authorities for appointed governors and include information regarding the links between the Trust, local health and wellbeing boards and governors.
MC/24/87 Focus on item: Equality Involvement, Communication and Membership (ECIM) – strategy refresh (agenda item 10)	Update to be brought back to each Members' Council meeting following discussions that have taken place prior to sign off by Trust Board in March 2025. An annual review to be carried out to ensure that the direction of the strategy is correct.	Dawn Lawson, Director of Strategy, inclusion and change	February 2025	Annual review of the EICM strategy will be added to the Members' Council workplan. Given the strategy is due to March Board for approval an update each May seems appropriate if governors agree, the first update being May 2026.
MC/24/90 Any Other Business (agenda item 13)	Andy Lister to arrange a discussion with Bob Clayden regarding the position of the executive summary on the front sheet with a view to making a change.	Andy Lister, Head of Corporate Governance / Company secretary	February 2025	Discussion held with Bob and draft template shared and agreed. All papers are using this template for the February meeting.

Actions from 14 August 2024

MC/24/58 Care Quality	Governors can contact Darryl Thompson, Chief Nurse and Director of Quality and Professions to provide feedback and comments on	Darryl Thompson,	February 2025	No comments or feedback received to date. DT continues to

Commission (CQC) action plan update (agenda item 8.1)	the CQC action plan outside of Members' Council meetings. DT agreed to bring this feedback as part of future CQC action plan updates so this was recorded in the minutes.	Chief Nurse and Director of Quality and Professions		be available to take feedback from governors outside of the Members' Council meeting on the CQC action plan. Any enquiries should be directed through the corporate governance team. To close.

**Members Council
14 February 2025
Agenda item 5**

Private/Public paper:	Public
Title:	Chair's Report and feedback from Trust Board
Paper presented by:	Marie Burnham - Chair of the Trust
Paper prepared by:	Gemma Lockwood, Corporate Governance Manager
Purpose:	The purpose of this report is to keep Members' Council informed to enable governors to hold Non-Executive Directors (NEDs) to account for the performance of the Board. This report covers activity from 16 November 2024 – 31 January 2025. In addition, Trust communications including the Headlines, The View and The Brief, are circulated to governors to provide up to date information on the Trust's performance and activities. This report aims to highlight: • 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.
Executive summary:	To support governors in their role of holding the Chair and NEDs to account, this section of the report highlights the activities NEDs have been engaged in since the previous Chair's report which was presented at the Members' Council meeting held on 15 November 2025. (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). <u>Key Events</u> The Chair attended a beautiful carol service on Crofton Ward with other non-executive directors. It was humbling to get together with staff and service users to get into the Christmas spirit. The Chair has commenced a second shadow board within the Trust in partnership with Leeds and Yorkshire Partnership Foundation Trust. The shadow board creates a safe learning space for aspirant directors, allowing participants to support their development in the right environment allowing them to flourish and experience what it is like to be a board director. The Trust is continuing to strive for Teaching Hospital status. We are hoping to provide a further update on this in the coming months.

Chair and NED's activities and meetings

The Chair and NEDs continue to attend a wide range of webinars, development events and virtual meetings to keep up to date on policy and governance matters, both nationally and regionally. All mid-year reviews for Non-Executive Directors are nearing completion and in addition the chief executive has also had a successful mid-year review.

Below is a list of their activities:

Our Non-Executive Directors have attended the following from **16 November 2024 – 31 January 2025**:

Natalie McMillan, Senior Independent Director / Deputy Chair

- Costing session (19 November)
- WY Health and Care Partnership Monthly Chairs, Leaders and Non-Executives Forum (19 November)
- NHS 10 Year Plan Regional Engagement Event - North East and Yorkshire (21 November)
- NEDs meeting (26 November and 28 January)
- People and Remuneration Committee (26 November and 21 January)
- Trust Board (26 November, 17 December and 28 January)
- Nat/Izzy one to one (4 December)
- Consultant interviews (4 December)
- Mid year review with the Chair (16 December)
- Chris Kamara's visit to Fieldhead Hospital (17 December)
- Audit Committee Pre meet (14 January)
- Audit Committee (28 November and 14 January)
- Introduction Meeting with Adele Fox, COO (21 January)

Mike Ford, Non-Executive Director

- Finance, Investment & Performance Committee (18 November)
- Costing Session (19 November)
- NEDs meeting (26 November and 28 January)
- 360 Contract options / Management Board (25 November)
- Trust Board (26 November, 17 December and 28 January)
- Catch up re Commissioning Committee (3 December)
- Catch up MF/Andy Lister (11 December)
- Equality, Inclusion and Involvement Committee (11 December)
- Audit Committee agenda setting (11 December)
- Mid year review with the Chair (11 December)
- Catch up MF/Sarah-Jane Sams (16 December)
- Service visit to Crofton Ward Unity Centre (18 December)
- Freedom to Speak Up Guardians [6 weekly meetings]
- Audit Committee meeting (pre meet) (14 January)
- Quality and Safety Committee (12 November and 14 January)
- Audit Committee (14 January)
- One to one with the Chair (14 January)
- HMFA Audit Committee handbook (discussion) - Audit Committee action (16 January)
- Quality visit to Cheswold Park (18 December)
- Crofton Ward Carol Service (18 December)

Erfana Mahmood, Non-Executive Director

- Costing Session (19 November)
- Commissioning Committee terms of reference review (18 November)
- NEDs meeting (26 November and 28 January)
- Trust Board (26 November, 17 December and 28 January)
- Visit to Urban House (2 December)
- Mental Health Act committee (3 December)
- Commissioning Committee (3 December)
- Equality, Inclusion and Involvement Committee (11 December)
- Hospital Managers Forum (18 December)
- Mental Health Act Committee Agenda Setting (21 January)

David Webster, Non-Executive Director

- Finance, Investment & Performance Committee (18 November and 21 January)
- Costing Session (19 November)
- NEDs meeting (26 November and 28 January)
- Trust Board (26 November, 17 December and 28 January)
- People and Remuneration Committee (26 November and 21 January)
- Mid year review (27 November)
- Audit Committee (28 November and 14 January)
- Visit to Creative Cabin at Exchange Recovery College (6 December)
- Governance and Risk Management (10 December)
- Audit Committee (14 January)
- Digital Strategy & Innovation Group Meeting (17 January)

Gary Ellis Non-Executive Director (joined the Trust 1 October 2024)

- Costing Session (19 November)
- WY Health and Care Partnership Monthly Chairs, Leaders and Non-Executives Forum (19 November)
- Trust Board (26 November, 17 December and 28 January)
- NEDs meeting (26 November and 28 January)
- Well Led NED induction (12 December)
- New digital strategy feedback with Paul Foster (19 December)
- Commissioning Committee (21 November and 3 December)
- Mental Health Act Committee (3 December)
- Finance, Investment and Performance Committee (21 January)
- One to one with the Chair (23 January)

Margaret Kitching (joined the Trust 1 October 2024)

- Costing Session (19 November)
- WY Health and Care Partnership Monthly Chairs, Leaders and Non-Executives Forum (19 November)
- NEDs meeting (26 November and 28 January)
- Consultant Interviews (4 and 26 November)
- Service Visits to Cheswold Park (8 November)
- Cheswold Park QI Group (8 November, 10 December)
- One to one with Darryl Thompson (12 November and 14 January)
- Quality and Safety Committee (12 November and 14 January)
- Service visit to Tissue viability service (13 November)
- Quality Walkaround Pre Meet (14 and 18 November)
- Commissioning Committee terms of reference review (18 November)

- Quality Monitoring visits (19 November, 6 January and 27 January)
- Commissioning Committee (21 November and 3 December)
- Trust Board (26 November, 17 December and 28 January)
- Mental Health Act committee (3 December)
- Well Led NED induction (12 December)
- Quality Tool Discussion (18 December)
- Service visit to Unity Centre (18 December)
- QOMSS Discussion (7 January)
- QAS Meeting (16 January)
- One to ones with the Chair (10 December and 17 January)
- Crofton Ward Carol Service (18 December)

Marie Burnham - Chair

- South Yorkshire Strategic session (19 November)
- Having productive conversations about productivity in healthcare - A discussion with Thea Stein, Chief Executive Officer of Nuffield Trust (19 November)
- Catch up with Lead and Deputy Lead Governors (20 November)
- Evaluation of the Independent Review into the impact of COVID-19 on our ethnically diverse communities and colleagues: The impact of long Covid Covid-19 (20 November)
- Addressing the disproportionate application of the Mental Health Act for your BAME communities-Working Group (20 November)
- Monthly one to ones with Paul Cartwright, Head of Comms
- Monthly one to ones with Mark Brooks, Chief Executive
- Monthly one to ones with all NEDs
- Monthly Trust Welcome events
- Mental Health Chairs Weekly Conference Call
- Operating Model webinar (21 November)
- Shadow Board meetings (25 November)
- Trust Board (26 November, 17 December and 28 January)
- NEDs meeting (26 November and 28 January)
- Monthly Trust Board agenda setting meetings
- People and Remuneration Committee (26 November and 21 January)
- Call to collate the Chair's edition of The View (27 November)
- Mid-year review with David Webster (27 November)
- Presentation at Creative Minds Football tournament
- Evaluation of the Independent Review into the impact of Covid-19 on our Ethnically Diverse Colleagues: The impact of the tensions and unrest through the Summer (3 December)
- Working Group for Chair and NED Development: Session with Richard Meddings & NHSE colleagues (3 December)
- Addressing the disproportionate application of the Mental Health Act for your BAME communities-Working Group (3 December)
- Induction calls with new governors
- Opened Connecting People Event and distributed certificates
- ICB West Yorkshire place leadership review (5 December)
- Webinar with Amanda Pritchard and Secretary of State to discuss winter preparedness
- NHS Confed chairs session on AI (9 December)
- Members' Council Co-ordination Group (11 December)

- Mid-year review with Mike Ford (11 December)
- Equality, Inclusion and Involvement Committee (11 December)
- Mid-year review with Erfana Mahmood (16 December)
- Mid-year review with Nat McMillan (16 November)
- SY ICB & Trust Chairs Monthly catch-up
- Crofton Ward Carol Service (18 December)
- Race review: The impact of Covid-19 on our Ethnically Diverse Children and Young People. Summary/ Overview of Review Findings (19 December)
- Quality Safety Walkaround - Venue Folly Hall OPS (6 January)
- Nice Standing Committee Chair Forum (7 January)
- Consultation on the regulation of NHS managers (10 January)
- SYB MHLDA Provider Collaborative Chairs Meeting (14 January)
- Health on the High Street Exec Group (15 January)
- Nominations Committee
- Finance, Investment and Performance Committee (21 January)
- West Yorkshire Chairs catch up
- Catch up with Keith Ramsay, Chair of Mid Yorkshire NHS Trust
- WYMHSC Committees in Common (29 January)
- Planning guidance webinar with NHS CEO and Secretary of State (30 January)
- Measurement and Reporting discussion (30 January)

4. Key issues discussed at Board meetings

Since the previous Chair's report, the Board has met three times, and the key items discussed are highlighted below. Papers are available on our website six days before public 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.

Standing items at Board:

There are 8 board meetings a year held in public, plus four strategic board meetings held in private.

At every public board meeting, we have 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 and South Yorkshire), and receive assurance from the Board committees.

In addition, at every *business and risk* meeting (quarterly), the board assurance framework is discussed (which sets out the key risks to the strategic objectives plus corresponding controls and assurance), and the corporate/ organisational risk register.

At every *performance and monitoring* meeting (quarterly), the quarterly serious incident report is discussed.

	Additional items at the below meetings were presented as follows in line with the Trust Board work programme: <u>26 November 2024 (performance)</u> • Patient Safety Oversight Report • Ligature Annual Report • Medical Education Annual Report • Update on Cheswold Park integration <u>17 December 2024 (strategy/development)</u> • Trust Board development session <u>28 January 2025 (business and risk)</u> • Reducing Restrictive Practices Review • Safer Staffing Report • Equality and Diversity Annual Report • Update on Cheswold Park Hospital integration • Operational and financial planning for 2025/26 • Digital Strategy • Estates Strategy Update • Constitution, Scheme of Delegation and Standing Financial Instructions • Commissioning Committee Terms of Reference
Recommendation:	Members' Council are asked to: • RECEIVE the contents of this report and raise any questions or comments in advance of the meeting.
Mission/values:	We put the person first and in the centre We are respectful, honest, open and transparent We improve and aim to be outstanding We are relevant today and ready for tomorrow
Any background papers / previously considered by:	Chair's report to Members' Council 15 November 2024

**Members Council
14 February 2025
Agenda item 6**

Private/Public paper:	Public
Title:	Chief Executive's Report
Paper presented by:	Mark Brooks - Chief Executive
Paper prepared by:	Mark Brooks - Chief Executive
Purpose:	To provide an update on the strategic context the Trust is operating in for the Members' Council.
Executive summary:	Winter has proven to be extremely busy across the NHS. Of note has been a high prevalence of cases of influenza. At the end of December, it was reported there were 5,000 people occupying an NHS bed due to flu, which was 350% higher than the same week in 2023. One issue has been declining numbers of people taking up the offer of the vaccine, both NHS staff and in communities. At the time of writing this report within the Trust approximately 53% of substantive front-line staff have received a vaccine this Winter. In response to the higher risk of contracting flu and to reinforce our commitment to safety and wellbeing, the wearing of masks was re-introduced on our inpatient wards prior to Christmas. This was a short-term measure reviewed regularly by our command structure. The requirement ceased on 30 January 2025. We continue to work very closely with acute colleagues to best manage situations where people with mental illness present at A & E. Our psychiatric liaison teams demonstrate very effective response rates. We still recognise there can be complex circumstances resulting in people not being cared for in the most appropriate environment and we are continuing to work with partners to develop the best possible outcomes when these situations arise. This is likely to be an area of focus nationally in the coming year. From an operational perspective our colleagues continue to work hard to ensure we are providing safe care and meet performance targets. Out of area bed placements remain comparably low despite the high level of demand being experienced over the winter, which is testament to how our teams work together. There has also been great support from our Barnsley community physical health services to acute colleagues to prevent admissions and support early discharge. This was particularly evident when snow caused significant transport disruption in early January. One issue we have encountered is the regular unavailability of our appraisal system which has meant appraisals have not been able to be recorded. An alternative approach is being evaluated and likely to be in place in time for the end of March.

The annual planning guidance for the NHS was received on 30 January. It is very clear the financial challenge will be even greater than this current year, with increases in NHS funding more than offset by pay awards, cost inflation, and national insurance increases. As such the focus on productivity, cost control, and partnership working is increasingly critical. The deadlines for completion of the plan are very tight, so our Finance, Investment & Performance Committee will need to play a key role in reviewing the development of the plan and providing assurance to Trust Board.

The Trust remains committed to delivering its financial plan of breaking even this year, which continues to be a challenging position. At the end of December our position was a deficit of £0.9m. Significant non-recurrent measures have been taken this year to support our position. Both the South and West Yorkshire integrated care systems are holding notable financial risk for 2024/25, and actions continue to mitigate these positions. Any asks for changes to accounting policy will be taken via our Audit Committee.

There are a number of leadership changes taking place in our systems and with partners. The West Yorkshire Integrated Care Board is finalising a review of leadership arrangements across its places. When Carol McKenna, place director for Kirklees, retires Vicky Dutchburn, currently the Kirklees Director of Operational Delivery, has agreed to act up into this role. Jo Webster, place director for Wakefield, has recently resigned from her position and a review of leadership arrangements in Wakefield has recently been completed. Melanie Brown has taken up the role of Accountable Officer, Wakefield Place, West Yorkshire ICB. Within Barnsley Katy Calvin Thomas has been appointed as place director as a successor to Wendy Lowder who is retiring in February. Katy will also be direct of adult social services in Barnsley. At Barnsley Hospital Bob Kirton, managing director, has moved to take a similar role at Rotherham Hospital and is replaced by Michael Wright.

Our ownership of Cheswold Park Hospital and responsibility for providing adult secure services in South Yorkshire is now four months long. Notable achievements during this time include the re-opening of the service to new admissions in early January. Work has also taken place to install SWYPFT IT systems at Cheswold Park. This will ensure all colleagues are using the same email system, and we are planning for the introduction of SystemOne as the electronic patient record there.

During the 2024 calendar year Trust Board members undertook four board development sessions. These have been excellent sessions and helped the Board members with ongoing development and strategic thinking. The Chair and Chief Executive have briefly discussed how we progress with Board development in 2025 and will be seeking feedback and input from all Trust Board members.

Trust Board members are aware of the challenges posed by significant additional demand for referrals in attention deficit hyperactivity disorder (ADHD) services resulting in lengthy wait times. Nationally the members of NHS England's ADHD have now been confirmed, along with the formation of two subgroups; Experts by Experience and Experts in Evidence. The taskforce is aiming to gain a better understanding of the challenges affecting people with ADHD, including timely access to services and support. The

taskforce will be chaired by Professor Anita Thapar and will work closely with the new Department for Education neurodivergence task and finish group

Our updated Trust digital strategy was approved by Trust Board in January. We have an excellent track record of delivering on our digital strategies and have established robust infrastructure in place. Given the government's clearly stated aim of increasingly moving from analogue to digital this strategy takes on increasing importance. There has been strong engagement in its development and the Board needs to ensure we remain sighted on its delivery along with technological developments, including the use of artificial intelligence.

The consultation process for the regulation of NHS managers has been formally launched. It is recognised nationally that there are sizeable opportunities via regulation to raise standards, through both accountability and proper development and training being put in place. Amanda Pritchard, Chief Executive of the NHS has stated 'We welcome this consultation and already have a range of work underway to boost support for managers in the NHS and to help set them up to succeed – this includes creating a single code of practice, a new induction process and a new set of professional standards, which will ultimately help drive improvements in productivity and patient care'.

The initial high-level results from the 2024 NHS staff survey have been received and shared with directors. Further detail is expected imminently, and updated information will also be shared with directors at the earliest opportunity. Oversight will be provided by the People & Remuneration Committee. It should be noted that this information is currently embargoed. Positively the number of survey responses received showed a further increase on last year.

The focus of January's Trust Board meeting was business and risk, and the agenda included our updated Board Assurance Framework and Organisational Risk Register. These reports effectively highlight the risks within our own Trust and the wider systems in which we work. We are expecting the impact of the financial environment to add further risk in the coming months.

The launch of a creative health hub took place at Huddersfield University during January. There was positive recognition of the work being carried out in all of the places we provide services including that of Creative Minds

As ever there are some great examples of work carried by and recognition of our colleagues. Laura Habib, OD and Wellbeing Practitioner, was invited to present to NHS colleagues in Cheshire and Merseyside regarding the work in the Trust to develop our staff health and wellbeing champions. Iffath Hussain, Diversity, Inclusion & Belonging lead and Danielle Benn, Team manager on Hepworth Ward, developed and delivered a session for colleagues on the ward designed to build cohesion within the team and build content for a wall display entitled "We see diversity as a strength".

We very much appreciate and acknowledge the support our volunteers provide. International Volunteer Day took place on 5 December, and the day

	was marked by celebrating the contribution our 158 volunteers make to our Trust Finally, I am delighted that Adele Fox has now joined us as our new chief operating officer. Adele joins us from Nottinghamshire Healthcare, and I know that we are all looking forward to working with her.
Recommendation:	Members' Council are asked to: • NOTE the Chief Executive's report.
Mission/values:	We put the person first and in the centre We are respectful, honest, open and transparent We improve and aim to be outstanding We are relevant today and ready for tomorrow
Any background papers / previously considered by:	

**Members' Council
14 February 2025
Agenda item 7.1**

Private/Public paper:	Public
Title:	Proposal to update the Trust Constitution (including standing orders), Standing Financial Instructions and Scheme of Delegation
Paper presented by:	Izzy Worswick – Assistant Director of Corporate Governance
Paper prepared by:	Andy Lister – Head of Corporate Governance Rob Adamson – Deputy Director of Finance
Mission/values:	We put the person first and in the centre We know that families and carers matter We are respectful, honest, open and transparent We improve and aim to be outstanding We are relevant today and ready for tomorrow
Purpose:	To provide Members' Council with an update in relation to the latest Constitution, Standing Financial instructions and Scheme of Delegation review.
Executive summary:	<u>Trust Constitution (Appendix 1)</u> To note: The standing financial instructions and scheme of delegation were approved at Trust Board on 28 January 2025 and governors are being asked to approve the changes to the constitution only. However, all documents have been attached for completeness, and include the changes made in tracked changes for ease of reading. Background In January 2023, the Trust undertook a detailed review of the Trust's Constitution to ensure compliance with the revised Code of Governance for NHS Provider Trusts, which came into effect on 1 April 2023. The Trust Board workplan details the requirement for an annual review of the Constitution each year, the outcome of which is detailed below: Updates for 2025 <u>Statutory changes</u> • Best practice in relation to Non-Executive Director terms and the need for any extension beyond 6 years (two three-year terms) being subject to rigorous review and NHSE approval. • Monitor references removed and replaced with NHS England where appropriate.

	<u>Organisational changes</u> • An amendment to governor tenure, to allow, by exception, the extension of a governor's final three-year term by 12 months, subject to approval by the Members' Council. • The description of the services the Trust offers has been updated to include the provision of adult secure services in South Yorkshire. • Trust Board Committee updates ○ Quality and Safety Committee - title updated ○ Commissioning Committee – title updated Members' Council is asked to note that a new national NHS Constitution is due to be released at which time a further review of the Trust Constitution will be required to ensure alignment. <u>Standing Financial Instructions and Scheme of Delegation (Appendix 2/3/4)</u> • A full review, involving internal and external stakeholders, has been completed to review and update the Trust Standing Financial Instructions. Any stakeholder feedback has been incorporated. • The document includes tracked changes which are minimal. The most significant change relates to proposed amendments to the approval hierarchy. This has been compared to local peer Trusts and other mental health trusts nationally. No significant differences have been identified, with most Trusts retaining wording in line with national templates.
Recommendation:	Members' Council are asked to: • RECEIVE the recommendation from Trust Board to APPROVE the changes to the Constitution and NOTE the updates to the Standing Financial Instructions and Scheme of Delegation.
Any background papers / previously considered by:	SFI's and Scheme of Delegation updates presented to EMT – 9 January 2025 and Audit Committee - 14 January 2025. Constitution updates presented to EMT – 23 January 2025 and Trust Board 28 January 2025

CONSTITUTION OF
SOUTH WEST YORKSHIRE PARTNERSHIP
NHS FOUNDATION TRUST
(A PUBLIC BENEFIT CORPORATION)

**Amended to reflect the changes to the NHS England Code of Governance for
NHS Provider Trusts (October 2022), effective from 1 April 2023**

Version **143** (approved by Trust Board on **28 January 2025**~~31 October 2023~~ and Members' Council on **14 February 2025**~~17 November 2023~~) Effective from **14 February 2024**~~7 November 2023~~

Constitution of South West Yorkshire Partnership NHS Foundation Trust

TABLE OF CONTENTS

<i>Paragraph</i>	<i>Page</i>
1. Interpretation and definitions.....	4
2. Name	6
3. Principal purpose	6
4. Powers.....	7
5. Membership and constituencies	7
6. Application for membership	7
7. Public constituency	7
8. Staff constituency.....	7
9. Restriction on membership	8
10. Annual Members' Meeting	8
11. Members' Council – composition	9
12. Members' Council – election of Governors	9
13. Members' Council – tenure	9
14. Members' Council – disqualification and removal	10
15. Members' Council – Lead Governor / Deputy Lead Governor	10
16. Members' Council – duties of governors.....	10
17. Members' Council – meetings of Governors	11
18. Members' Council – standing orders.....	11
19. Members' Council – referral to the Panel.....	11
20. Members' Council – conflicts of interest of Governors	11
21. Members' Council – travel expenses	13
22. Members' Council – further provisions.....	13
23. Trust Board – composition	13
24. Trust Board – general duty	13
25. Trust Board – qualification for appointment as non-executive	14
26. Trust Board – appointment and removal.....	14
27. Trust Board – appointment of deputy chair	14
28. Trust Board – appointment and removal of Chief Executive	15
29. Trust Board – disqualification.....	15
30. Trust Board – meetings.....	15
31. Trust Board – standing orders	15
32. Trust Board – conflicts of interest of directors.....	16
33. Trust Board – remuneration and terms of office.....	17
34. Registers.....	17
35. Admission to and removal from the registers.....	18
36. Registers – inspection and copies	18
37. Documents available for public inspection	18
38. Auditor	19
39. Audit committee	20
40. Accounts	20
41. Annual report, forward plans and non-NHS work.....	20

42.	Presentation of annual report and accounts to governors and members.	21
43.	Instruments	21
44.	Amendment to the Constitution.....	21
45.	Mergers, etc. and significant transactions.....	22

<i>Paragraph</i>	<i>Page</i>
ANNEX 1 – THE PUBLIC CONSTITUENCY.....	23
ANNEX 2 – THE STAFF CONSTITUENCY	24
ANNEX 3 – COMPOSITION OF MEMBERS’ COUNCIL.....	25
ANNEX 4 – THE MODEL ELECTION RULES	28
ANNEX 5 – ADDITIONAL PROVISIONS – MEMBERS’ COUNCIL	75
ANNEX 6 – CODE OF CONDUCT FOR GOVERNORS.....	78
ANNEX 7 – ADDITIONAL PROVISIONS – TRUST BOARD.....	84
ANNEX 8 – DIRECTOR DECLARATION AND REGISTER OF FIT AND PROPER PERSONS, INTERESTS AND INDEPENDANCE	87
ANNEX 9 – STANDING ORDERS – MEMBERS’ COUNCIL	95
ANNEX 10 – STANDING ORDERS – TRUST BOARD.....	101
ANNEX 11 – ADDITIONAL PROVISIONS – MEMBERSHIP	125
ANNEX 12 – FURTHER PROVISIONS.....	130

1. Interpretation and definitions

Unless a contrary intention is evident or the context requires otherwise, words or expressions contained in this constitution shall bear the same meaning as in the National Health Service Act 2006 as amended by the Health and Social Care Act 2012 and the Health and Social Care Act 2022.

Headings are for ease of reference only and are not to affect interpretation.

Words importing the masculine gender only shall include the feminine gender; words importing the singular shall import the plural and vice-versa.

“the Accounting Officer”	means the person who from time to time discharges the functions specified in paragraph 25(5) of Schedule 7 to the 2006 Act;
“appointed Governors”	means those Governors appointed by the appointing organisations;
“appointing organisations”	means those organisations named in this constitution who are entitled to appoint Governors;
“constitution”	means this constitution and all annexes to it;
“Director”	means a member of the Trust Board;
“elected Governors”	means those Governors elected by the Public constituencies and the classes of the Staff Constituency;
“Financial year”	means: (a) the period beginning with the date on which the Foundation Trust is authorised and ending with the next 31 March; and (b) each successive period of twelve months beginning with 1 April;
“Local Authority Governor”	means a Governor appointed by one or more local authorities whose area includes the whole or part of an area specified as a public constituency of the Foundation Trust;

“Integrated Care Board”	An integrated care board is an organisation. Integrated Care Boards (ICB’s) are statutory organisations that bring NHS and care organisations together locally to improve population health and establish shared strategic priorities within the NHS.
“Integrated Care Partnership”	An ‘integrated care partnership’ (ICP) is a formal partnership of organisations (commissioners and providers) working together to improve the health and care of the whole population they serve.
“Integrated Care System”	An integrated care system In England, is an integrated care system (ICS) is a statutory partnership of organisations who plan, buy, and provide health and care services in their geographical area. The organisations involved include the NHS, local authorities, voluntary and charity groups, and independent care providers.
“Members’ Council”	means the Council of Governors’
NHS England	NHS England The Health and Care Act 2022 has merged “Monitor” and the Trust Development Authority (TDA) into NHS England and removed legal barriers to collaboration and integrated care, making it easier for providers to take on greater responsibility for service planning and putting Integrated care Systems (ICSs) on a statutory footing.
“partner”	means, in relation to another person, a member of the same household living together as a family unit;
“Partnership Governor”	means a Governor appointed by a partnership organisation;
“Public Governor”	means a Governor elected by the members of one of the Public Constituencies;
“Secretary”	means the Secretary of the Foundation Trust or any other person appointed to perform the duties of the Secretary, including a joint, assistant or deputy secretary;

“Staff Governor”	means a Governor elected by the members of one of the classes of the Staff Constituency;
“terms of Authorisation”	means the terms of authorisation issued by Monitor under Section 35 of the 2006 Act;
“the 2006 Act”	means the National Health Service Act 2006;
“the 2012 Act”	means the Health and Social Care Act 2012;
“the 2022 Act”	means the Health and Social Care Act 2022;
“the Foundation Trust”	means the South West Yorkshire Partnership NHS Foundation Trust;
“Trust Board”	means the Board of Directors, as set out in 23.1;
“voluntary organisation”	means a body, other than a public or local authority, the activities of which are not carried on for profit.

2. **Name**

The name of the foundation trust is South West Yorkshire Partnership NHS Foundation Trust (“the Foundation Trust”).

3. **Principal purpose**

- 3.1 The principal purpose of the Foundation Trust is the provision of goods and services for the purposes of the health service in England.
- 3.2 The Foundation Trust does not fulfil its principle purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.
- 3.3 The Foundation Trust may provide goods and services for any purposes related to:
 - 3.3.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness
 - 3.3.2 the promotion and protection of public health.
- 3.4 The Foundation Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order better to carry on its principle purpose.

- 3.5 *Every trust should be led by an effective and diverse board that is innovative and flexible, and whose role it is to promote the long-term sustainability of the trust as part of the ICS and wider healthcare system in England, generating value for members in the case of foundation trusts, and for all trusts, patients, service users and the public*

4. Powers

- 4.1 The powers of the Foundation Trust are set out in the 2006 Act.
- 4.2 All the powers of the Foundation Trust shall be exercised by the Trust Board on behalf of the Foundation Trust.
- 4.3 Any of these powers may be delegated to a committee of directors or to an executive director.

5. Membership and constituencies

The Foundation Trust shall have members, each of whom shall be a member of one of the following constituencies:

- 5.1 a public constituency
- 5.2 a staff constituency

Further provisions as to members' meetings are set out in Annex 11.

6. Application for membership

An individual who is eligible to become a member of the Foundation Trust may do so on application to the Foundation Trust.

7. Public Constituency

- 7.1 An individual who lives in an area specified in Annex 1 as an area for a public constituency may become or continue as a member of the Foundation Trust.
- 7.2 Those individuals who live in an area specified for a public constituency are referred to collectively as a Public Constituency.
- 7.3 The minimum number of members in each Public Constituency is specified in Annex 1 and Annex 3.

8. Staff Constituency

- 8.1 An individual who is employed by the Foundation Trust under a contract of employment with the Foundation Trust may become or continue as a member of the Foundation Trust provided:

- 8.1.1 He / she is employed by the Foundation Trust under a contract of employment which has no fixed term or has a fixed term of at least 12 months
- 8.1.2 He / she has been continuously employed by the Foundation Trust under a contract of employment for at least 12 months.
- 8.2 Individuals who exercise functions for the purposes of the Foundation Trust, otherwise than under a contract of employment with the Foundation Trust may become or continue as members of the staff constituency provided such individuals have exercised these functions continuously for a period of at least 12 months. For the avoidance of doubt this does not include individuals who assist or provide services to the Foundation Trust on a voluntary basis.
- 8.3 Those individuals who are eligible for membership of the Foundation Trust by reason of the previous provisions are referred to collectively as the Staff Constituency.
- 8.4 The Staff Constituency shall be divided into seven descriptions of individuals who are eligible for membership of the Staff Constituency, each description of individuals being specified within Annex 2 and being referred to as a class within the Staff Constituency.
- 8.5 The minimum number of members in each class of the Staff Constituency is specified in Annex 2.
- 8.6 In line with General Data Protection Regulations (GDPR), staff membership is no longer automatic. Staff will be asked if they would like to be a member on appointment.

9. Restriction on membership

- 9.1 An individual who is a member of a constituency, or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class.
- 9.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.
- 9.3 An individual must be at least 11 years old to become a member of the Trust.
- 9.4 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Foundation Trust are set out in Annex11.

10. Annual Members' Meeting

- 10.1 The Foundation Trust shall hold an annual meeting of its members (Annual Members' Meeting). The Annual Members' Meeting shall be open to members of the public.
- 10.2 Further provisions about the Annual Members' Meeting are set out in Annex 11.

11. Members' Council – composition

- 11.1 The Foundation Trust is to have a Council of Governors, referred to as the Members' Council, which shall comprise both elected and appointed Governors.
- 11.2 The composition of the Members' Council is specified in Annex 3.
- 11.3 The members of the Members' Council, other than the appointed members, shall be chosen by election by their constituency or, where there are classes within a constituency, by their class within that constituency. The number of governors to be elected by each constituency, or, where appropriate, by each class of each constituency, is specified in Annex 3.

12. Members' Council – election of Governors

- 12.1 Elections for elected members of the Members' Council shall be conducted in accordance with the Model Election Rules using the single transferable vote method of voting.
- 12.2 The Model Election Rules, as published from time to time by the Department of Health, form part of this constitution. The Model Election Rules current at the date of the Trust's authorisation are attached at Annex 4.
- 12.3 A subsequent variation of the Model Election Rules by the Department of Health shall not constitute a variation of the terms of this constitution for the purposes of paragraph 46 of the constitution. For the avoidance of doubt, the Foundation Trust cannot amend the Model Election Rules.
- 12.4 An election, if contested, shall be by secret ballot.

13. Members' Council - tenure

- 13.1 An elected Governor shall normally hold office for a period of three calendar years.
- 13.2 An elected Governor shall cease to hold office if he ceases to be a member of the constituency or class by which he was elected.
- 13.3 An elected Governor shall be eligible for re-election at the end of his term.

13.4 An elected Governor may hold office for three full terms (nine years in total), however, in exceptional circumstances, there is an option to extend the final three-year term by 12 months. Any extension beyond nine years must be explained in full to a Member's Council meeting, and approved, with a minimum of one third of the Members' Council present, at least half of which, are publicly elected governors.

13.5 Further provisions as to tenure for appointed Governors are set out at Annex 5.

14. Members' Council – disqualification and removal

14.1 The following may not become or continue as a member of the Members' Council:

14.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged

14.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it

14.1.3 a person who within the preceding five years has been convicted in the British Isles of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.

14.2 Governors must be at least 16 years of age at the date they are nominated for election or appointment.

14.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Members' Council are set out in Annex 5.

15. Members' Council – Lead Governor / Deputy Lead Governor

15.1 The Trust will ensure a process is in place to appoint a Lead Governor / Deputy Lead Governor for the Members' Council (in accordance with the provisions set out in Annex 5).

16. Members' Council – duties of Governors

16.1 The general duties of the Members' Council are:

16.1.1 to hold the Non-Executive Directors individually and collectively to account for the performance of the Trust Board

16.1.2 to represent the interests of the members of the Foundation Trust as a whole and the interests of the public.

- 16.2 The Foundation Trust must take steps to secure that the governors are equipped with the skills and knowledge they require in their capacity as such.

17. Members' Council – meetings of Governors

- 17.1 The Chair of the Foundation Trust (i.e. the Chair of the Trust Board, appointed in accordance with the provisions of paragraph 26) or, in his / her absence the Deputy Chair (appointed in accordance with the provisions of paragraph 27 below) shall preside at meetings of the Members' Council. If the person presiding at any such meeting has a conflict of interest in relation to the business being discussed, the Lead Governor (or Deputy Lead Governor in their absence) will preside over that part of the meeting.
- 17.2 Meetings of the Members' Council shall be open to members of the public unless the Members' Council decides otherwise in relation to all or part of a meeting for reasons of commercial confidentiality or on other proper grounds. Members of the public may be excluded from a meeting if they are interfering with or preventing the proper conduct of the meeting or for other special reasons.
- 17.3 For the purposes of obtaining information about the Foundation Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Foundation Trust's or Directors' performance), the Members' Council may require one or more of the Directors to attend a meeting.

18. Members' Council – standing orders

The standing orders for the practice and procedure of the Members' Council, as may be varied from time to time, are attached at Annex 9.

19. Members' Council – referral to the Panel

- 19.1 In this paragraph, the Panel means a panel of persons appointed by NHS England to which a governor of a Foundation Trust may refer a question as to whether the Foundation Trust has failed or is failing:
- 19.1.1 to act in accordance with its Constitution
- 19.1.2 to act in accordance with the provision made by or under Chapter 5 of the 2006 Act.
- 19.2 A governor may refer a question to the Panel only if more than half of the members of the Members' Council voting approve the referral.

20. Members' Council – conflicts of interest of Governors

- 20.1 A Governor shall disclose to the Members' Council any material interests (as defined below) held by a Governor, their spouse or

partner, which shall be recorded in the register of interests of the Members' Council.

20.2 Subject to the exceptions below a material interest is:

- 20.2.1 directorships, including non-executive directorships, held in private companies or PLCs (with the exception of those of dormant companies)
- 20.2.2 any interest or position in any firm, company, business or organisation (including any charitable or voluntary organisation) which has or is likely to have a trading or commercial relationship with the Foundation Trust
- 20.2.3 any interest in an organisation providing health and social care services to the National Health Service
- 20.2.4 a position of authority in a charity or voluntary organisation in the field of health and social care
- 20.2.5 any connection with any organisation, entity or company considering entering into a financial arrangement with the Foundation Trust including but not limited to lenders or banks.

20.3 The exceptions which shall not be treated as interests or material interests for the purposes of these provisions are as follows:

- 20.3.1 shares not exceeding 1% of the total shares in issue or £5,000 in value held in any company whose shares are listed on any public exchange
- 20.3.2 an employment contract with the Foundation Trust held by a Staff Governor
- 20.3.3 an employment contract with a local authority held by a Local Authority Governor
- 20.3.4 an employment contract with a university held by a University Governor
- 20.3.5 an employment contract with or other position of authority within a partnership organisation held by a Partnership Governor.

20.4 Any Governor who has an interest in a matter to be considered by the Members' Council (whether because the matter involves a firm, company, business or organisation in which the Governor or his spouse or partner has a material interest or otherwise) shall declare such interest to the Members' Council and:

- 20.4.1 shall withdraw from the meeting and play no part in the relevant discussion or decision
- 20.4.2 shall not vote on the issue (and if by inadvertence they do remain and vote) their vote shall not be counted).
- 20.5 Details of any such interest shall be recorded in the register of interests of the Members' Council.
- 20.6 Any Governor who fails to disclose any interest or material interest required to be disclosed under these provisions must permanently vacate their office if required to do so by a majority of the remaining Governors.

21. Members' Council – travel expenses

The Foundation Trust may pay travelling and other expenses to members of the Members' Council at rates determined by the Foundation Trust.

22. Members' Council – further provisions

Further provisions with respect to the Members' Council are set out in Annex 5.

23. Trust Board – composition

- 23.1 The Foundation Trust is to have a Board of Directors, referred to as the Trust Board, which shall comprise both executive and non-executive directors.
- 23.2 The Trust Board is to comprise:
 - 23.2.1 a non-executive Chair
 - 23.2.2 up to six other non-executive directors
 - 23.2.3 up to six executive directors.
 - 23.2.4 There will be at least one more non-executive director than executive directors, including the Chair of the Trust.
- 23.3 One of the executive directors shall be the Chief Executive.
- 23.4 The Chief Executive shall be the Accounting Officer.
- 23.5 One of the executive directors shall be the finance director.
- 23.6 One of the executive directors is to be a registered medical practitioner.
- 23.7 One of the executive directors is to be a registered nurse.

24. Trust Board – general duty

The general duty of the Trust Board and of each Director individually is to act with a view to promoting the success of the Foundation Trust so as to maximise the benefits for the members of the Foundation Trust as a whole and for the public.

The board of directors should develop, embody and articulate a clear vision and values for the trust, with reference to the ICP's integrated care strategy and the trust's role within system and place-based partnerships, and provider collaboratives. This should be a formally agreed statement of the organisation's purpose and section 44 of the Code of Governance for NHS provider trusts (October 2022) effective from 1 April 2023. The board of directors should assess and monitor culture. Where it is not satisfied that policy, practices or behaviour throughout the business are aligned with the trust's vision, values and strategy, it should seek assurance that management has taken corrective action.

25. Trust Board – qualification for appointment as a non-executive director

A person may be appointed as a non-executive director only if

25.1 he / she is a member of a Public Constituency

25.2 where any of the Foundation Trust's hospitals includes a medical or dental school provided by a university, he / she exercises functions for the purposes of that university, and

25.3 he / she is not disqualified by virtue of paragraph 29 below or Annex 7.

26. Trust Board – appointment and removal of Chair and other non-executive directors, including associate non-executive directors

26.1 The Members' Council at a general meeting of the Members' Council shall appoint or remove the chair of the Foundation Trust and the other non-executive directors including associate non-executive directors.

26.2 Removal of the Chair or another non-executive director, including associate non-executive directors, shall require the approval of three-quarters of the members of the Members' Council.

26.3 Further provisions as to the appointment and removal of the Chair and other non-executive directors including associate non-executive directors are set out at Annex 7.

27. Trust Board – appointment of Deputy Chair

The Members' Council at a general meeting of the Members' Council shall appoint one of the non-executive directors as a Deputy Chair. If the Chair is unable to discharge his / her office as Chair of the Foundation Trust the Deputy Chair of the Trust Board shall be acting Chair of the Foundation Trust.

28. Trust Board – appointment and removal of the Chief Executive and other executive directors

- 28.1 The non-executive directors shall appoint or remove the Chief Executive.
- 28.2 The appointment of the Chief Executive shall require the approval of the Members' Council.
- 28.3 A committee consisting of the Chair, the Chief Executive and the other non-executive directors shall appoint or remove the other executive directors.

29. Trust Board – disqualification

The following may not become or continue as a member of the Trust Board:

- 29.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged.
- 29.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it.
- 29.3 a person who within the preceding five years has been convicted in the British Isles of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.

Further provisions as to the circumstances in which an individual may not become or continue as a member of the Trust Board are set out at Annex 7.

30. Trust Board – meetings

- 30.1 Meetings of the Trust Board shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.
- 30.2 Members of the public may be excluded from a meeting if they are interfering with or preventing the proper conduct of the meeting or for other special reasons.
- 30.3 Before holding a meeting, the Trust Board must send a copy of the agenda of the meeting to the Members' Council. As soon as practicable after holding a meeting, the Trust Board must send a copy of the minutes of the meeting to the Members' Council.

31. Trust Board – standing orders

The standing orders for the practice and procedure of the Trust Board, as may be varied from time to time, are attached at Annex 10.

32. Trust Board – conflicts of interest of directors

- 32.1 The duties that a Director of the Foundation Trust has by virtue of being a Director include, in particular:
 - 32.1.1 a duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Foundation Trust
 - 32.1.2 a duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in this capacity.
- 32.2 The duty referred to in paragraph 32.1.1 is not infringed if:
 - 32.2.1 the situation cannot reasonably be regarded as likely to give rise to a conflict of interest
 - 32.2.2 the matter has been authorised in accordance with the Constitution.
- 32.3 The duty referred to in paragraph 32.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 32.4 In paragraph 32.1.2, “the third party” means a person other than:
 - 32.4.1 the Foundation Trust
 - 32.4.2 a person acting on its behalf.
- 32.5 If a Director of the Foundation Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Foundation Trust, the Director must declare the nature and extent of that interest to the other Directors.
- 32.6 If a declaration under this paragraph proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
- 32.7 Any declaration required by this paragraph must be made before the Foundation Trust enters into the transaction or arrangement.
- 32.8 This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.
- 32.9 A Director need not declare an interest:
 - 32.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest
 - 32.9.2 if, or to the extent that, the Directors are already aware of it

32.9.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered:

32.9.3.1 by a meeting of the Board of Directors

32.9.3.2 by a committee of the Directors appointed for the purpose under the Constitution.

32.10 Any Director who has an interest in a matter to be considered by the Board of Directors that is required to be declared in accordance with paragraph 32 of this Constitution shall declare such interest to the Board of Directors and:

32.10.1 shall withdraw from the meeting and play no part in the relevant discussion or decision

32.10.2 shall not vote on the issue (and if by inadvertence they do remain and vote) their vote shall not be counted).

32.11 Details of any such interest shall be recorded in the register of interests of the Directors.

32.12 Any Director who fails to disclose any interest required to be disclosed under these provisions may be removed from office in accordance with the process for removing such a Director, as set out in this constitution.

33. Trust Board – remuneration and terms of office

33.1 The Members' Council at a general meeting of the Members' Council shall decide the remuneration and allowances, and the other terms and conditions of office, of the Chair and the other non-executive directors.

33.2 The Foundation Trust shall establish a committee of non-executive directors to decide the remuneration and allowances, and the other terms and conditions of office, of the Chief Executive and other executive directors.

34. Registers

The Foundation Trust shall have:

34.1 a register of members showing, in respect of each member, the constituency to which he belongs and, where there are classes within it, the class to which he belongs;

34.2 a register of members of the Members' Council

34.3 a register of interests of Governors

34.4 a register of directors

34.5 a register of interests of the directors.

35. Admission to and removal from the registers

- 35.1 The Secretary shall remove from the register of members the name of any member who ceases to be entitled to be a member under the provisions of this constitution.
- 35.2 The Secretary is to send to NHS England a list of persons who were first elected or appointed as Governors and Directors.

36. Registers – inspection and copies

- 36.1 The Foundation Trust shall make the registers specified in paragraph 34 above available for inspection by members of the public, except in the circumstances set out below or as otherwise prescribed by regulations.
- 36.2 The Foundation Trust shall not make any part of its registers available for inspection by members of the public which shows details of any member of the Foundation Trust, if the member so requests.
- 36.3 So far as the registers are required to be made available:
 - 36.3.1 they are to be available for inspection free of charge at all reasonable times
 - 36.3.2 a person who requests a copy of or extract from the registers is to be provided with a copy or extract.
- 36.4 If the person requesting a copy or extract is not a member of the Foundation Trust, the Foundation Trust may impose a reasonable charge for doing so.

37. Documents available for public inspection

- 37.1 The Foundation Trust shall make the following documents available for inspection by members of the public free of charge at all reasonable times:
 - 37.1.1 a copy of the current constitution
 - 37.1.2 a copy of the latest annual accounts and of any report of the auditor on them
 - 37.1.3 a copy of the latest annual report.
- 37.2 The Foundation Trust shall also make the following documents relating to special administration of the Foundation Trust available for inspection by members of the public free of charge at all reasonable times:
 - 37.2.1 a copy of any order made under section 65D (appointment of trust special administrator), 65J (power to extend time),

65KC (action following Secretary of State's rejection of final report), 65L (trusts coming out of administration) or 65LA (trusts to be dissolved) of the 2006 Act

- 37.2.2 a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act
- 37.2.3 a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act
- 37.2.4 a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act
- 37.2.5 a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act
- 37.2.6 a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (Monitor's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to the re-submitted final report) of the 2006 Act
- 37.2.7 a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act
- 37.2.8 a copy of any final report published under section 65I (administrator's final report) of the 2006 Act
- 37.2.9 a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act
- 37.2.10 a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 37.3 Any person who requests a copy of or extract from any of the above documents is to be provided with a copy or extract.
- 37.4 If the person requesting a copy or extract is not a member of the Foundation Trust, the Foundation Trust may impose a reasonable charge for doing so.

38. Auditor

- 38.1 The Foundation Trust shall have an auditor.
- 38.2 The Members' Council shall appoint or remove the auditor at a general meeting of the Members' Council.

38.3 Further provisions as to the auditor are set out at Annex 12.

39. Audit committee

The Foundation Trust shall establish a committee of non-executive directors as an audit committee to perform such monitoring, reviewing and other functions as are appropriate.

40. Accounts

40.1 The Foundation Trust must keep proper accounts and proper records in relation to the accounts.

40.2 NHS England may, with the approval of the Secretary of State, give directions to the Foundation Trust as to the content and form of its accounts.

40.3 The accounts are to be audited by the Foundation Trust's auditor.

40.4 The Foundation Trust shall prepare in respect of each Financial Year annual accounts in such form as NHS England may, with the approval of the Secretary of State, direct.

40.5 The functions of the Foundation Trust with respect to the preparation of the annual accounts shall be delegated to the Accounting Officer.

40.6 Further provisions as to accounts are set out at Annex 12.

41. Annual report, forward plans and non-NHS work

41.1 The Foundation Trust shall prepare an Annual Report and send it to [NHS EnglandMonitor](#). Further provisions as to Annual Reports are set out at Annex 12.

41.2 The Foundation Trust shall give information as to its forward planning in respect of each Financial Year to [NHS EnglandMonitor](#).

41.3 The document containing the information with respect to forward planning (referred to above) shall be prepared by the directors.

41.4 In preparing the document, the directors shall have regard to the views of the Members' Council.

41.5 Each forward plan must include information about:

41.5.1 the activities other than the provision of goods and services for the purposes of the health service in England that the Foundation Trust proposes to carry on

41.5.2 the income it expects to receive from doing so.

41.6 Where a forward plan contains a proposal that the Foundation Trust carries on an activity of a kind mentioned in paragraph 41.5.1, the Members' Council must:

41.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Foundation Trust of its principal purpose or the performance of its other functions

41.6.2 notify the Directors of the Foundation Trust of its determination.

41.7 A Foundation Trust which proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the health service in England may implement the proposal only if more than half of the members of the Members' Council of the Foundation Trust voting approve its implementation.

42. Presentation of the annual accounts and reports to the governors and members

42.1 The following documents are to be presented to the Members' Council at a general meeting of the Members' Council:

42.1.1 the annual accounts

42.1.2 any report of the auditor on them

42.1.3 the annual report.

42.2 The documents shall also be presented to the members of the Foundation Trust at the Annual Members' Meeting by at least one member of the Trust Board in attendance.

42.3 The Foundation Trust may combine a meeting of the Members' Council convened for the purposes of paragraph 42.1 with the Annual Members' Meeting.

43. Instruments

43.1 The Foundation Trust shall have a seal.

43.2 The seal shall not be affixed except under the authority of the Trust Board.

44. Amendment of the constitution

44.1 No amendment shall be made to this constitution (including its Annexes) unless:

- 44.1.1 it has been approved by more than half of the Governors present and voting at a meeting of the Members' Council duly called in accordance with this constitution.
- 44.1.2 it has been approved by more than half of the Directors present and voting at a meeting of the Trust Board duly called in accordance with this constitution; and
- 44.2 Amendments made under paragraph 44.1 take effect as soon as the conditions of that paragraph are satisfied, but the amendment has no effect in so far as the Constitution would, as a result of the amendment, not accord with Schedule 7 of the 2006 Act.
- 44.3 Where an amendment is made to the Constitution in relation to the powers or duties of the Members' Council (or otherwise with respect to the role that the Members' Council has as part of the Foundation Trust):
 - 44.3.1 at least one member of the Members' Council must attend the next Annual Members' Meeting and present the amendment
 - 44.3.2 the Foundation Trust must give the members an opportunity to vote on whether they approve the amendment.
- 44.4 If more than half of the members voting approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Foundation Trust must take such steps as are necessary as a result.
- 44.5 Amendments by the Foundation Trust of its Constitution are to be notified to Monitor. For the avoidance of doubt, Monitor's functions do not include a power or duty to determine whether or not the Constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

45. Mergers, etc. and significant transactions

- 45.1 The Foundation Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Members' Council.
- 45.2 The Foundation Trust may enter into a significant transaction only if more than half of the members of the Members' Council of the Foundation Trust voting approve entering into the transaction.
- 45.3 The Constitution does not contain any descriptions of the terms 'significant transaction' for the purpose of section 51A of the 2006 Act (Significant Transactions). The Foundation Trust will refer to guidance issued by NHS England or the Department of Health in determining what constitutes a significant transaction.

ANNEX 1 – THE PUBLIC CONSTITUENCIES

(Paragraphs 7.1 and 7.3)

The Public Constituencies are:

- 1.1 Barnsley (the area covered by Barnsley Council)
- 1.2 Calderdale (the area covered by Calderdale Council)
- 1.3 Kirklees (the area covered by Kirklees Council)
- 1.4 Wakefield (the area covered by Wakefield Council)
- 1.5 Rest of Yorkshire, the Humber, Cumbria, Durham, Lancashire, Greater Manchester, Derbyshire, Nottinghamshire, and Lincolnshire (covering all local authorities within these counties).

(Non-Executive Directors and Associate Non-Executive Directors recruited from the above public constituency (1.5), MUST be able to demonstrate a commitment to, and significant knowledge of, the communities the Trust serves.)

The minimum number of members of the above Public Constituencies is to be 10.

ANNEX 2 – THE STAFF CONSTITUENCY

(Paragraphs 8.4 and 8.5)

The Staff Constituency will consist of the following classes:

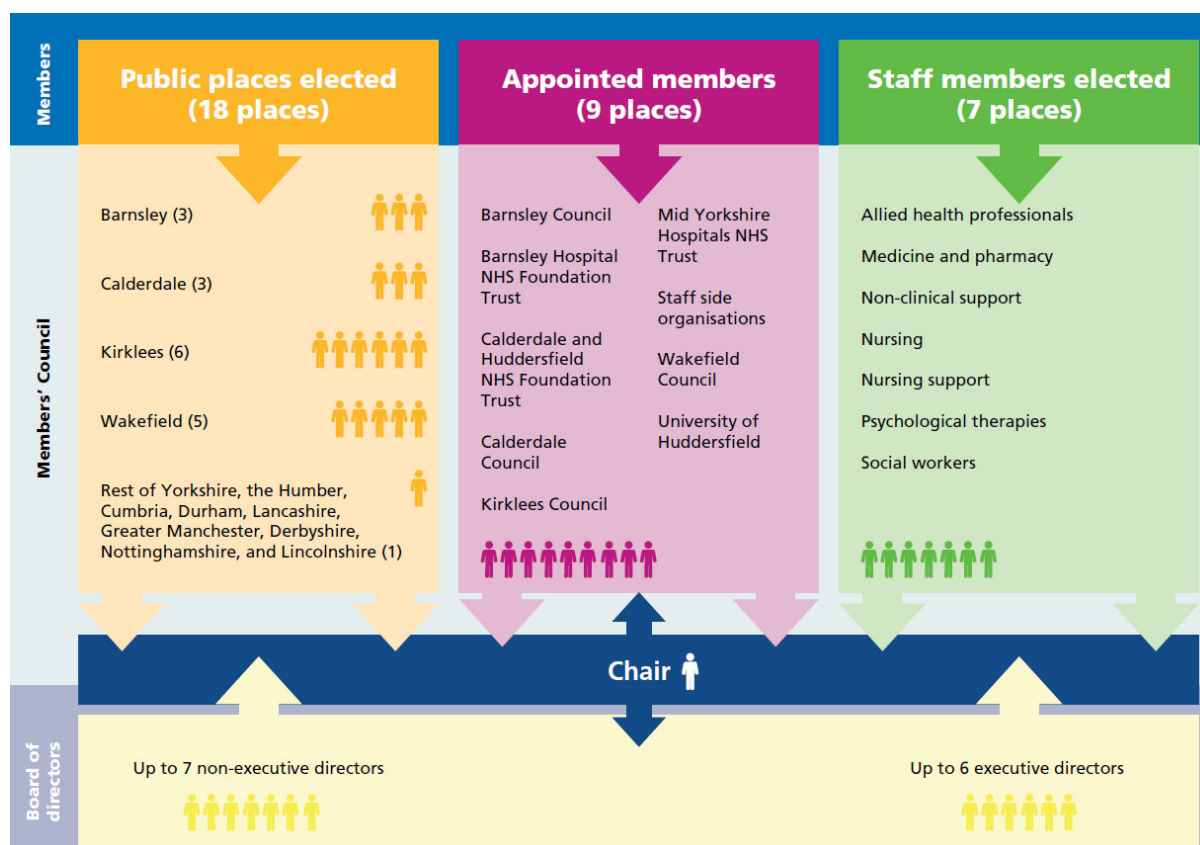
- 1.1 registered medical practitioners and registered pharmacists
- 1.2 registered nurses
- 1.3 nursing support
- 1.4 allied healthcare professionals
- 1.5 psychological therapies
- 1.6 social workers
- 1.7 non-clinical support services, including management

The minimum number of members of the above Staff Constituency is to be 4.

ANNEX 3 – COMPOSITION OF MEMBERS’ COUNCIL

(Paragraphs 11.2 and 11.3)

1. The aggregate number of Public Governors is to be more than half of the total number of members of the Members’ Council.
 2. The Members’ Council, subject to the 2006 Act, shall seek to ensure that through the composition of the Members’ Council:
 - 2.1 the interests of the community served by the Foundation Trust are appropriately represented
 - 2.2 the level of representation of the Public Constituency, the classes of the Staff Constituency and the appointing organisations strikes an appropriate balance having regard to their legitimate interest in the Foundation Trust’s affairs
- and, to this end, the Members’ Council:
- 2.3 shall at all times maintain a policy for the composition of the Members’ Council which takes account of the involving people strategy
 - 2.4 shall from time to time and not less than every three years review the policy for the composition of the Members’ Council
 - 2.5 when appropriate shall propose amendments to this constitution.



3. The Members' Council of the Foundation Trust is to comprise:
 - 3.1 Eighteen Public Governors from the Public Constituencies as follows:
 - 3.1.1 Barnsley – three Public Governors
 - 3.1.2 Calderdale – three Public Governors
 - 3.1.3 Kirklees – six Public Governors
 - 3.1.4 Wakefield – five Public Governors
 - 3.1.5 Rest of Yorkshire, the Humber, Cumbria, Durham, Lancashire, Greater Manchester, Derbyshire, Nottinghamshire, and Lincolnshire – one public Governor
 - 3.2 seven Staff Governors from the following classes;
 - 3.2.1 Registered medical practitioners and registered pharmacists – one Staff Governor
 - 3.2.2 Registered nurses – one Staff Governor
 - 3.2.3 Nursing support – one Staff Governor
 - 3.2.4 Allied healthcare professionals – one Staff Governor
 - 3.2.5 Psychological therapies – one Staff Governor
 - 3.2.6 Social workers
 - 3.2.7 Non-clinical support staff, including management – one Staff Governor
 - 3.3 four Local Authority Governors to be appointed by each of Barnsley Council, Calderdale Council, Kirklees Council and Wakefield Council;
 - 3.4 five Partnership Governors to be appointed by partnership organisations.
 - 3.5 The Members Council has the authority to stand up and stand down forums e.g. young persons, carers, voluntary sector, to support the delivery of their workplan and objectives as part of their constitution.
4. The partnership organisations which are specified for the purposes of paragraph 9(7) of Schedule 7 to the 2006 Act and may appoint a Partnership Governor are:
 - 4.1 Calderdale and Huddersfield NHS Foundation Trust;
 - 4.2 The Mid Yorkshire Hospitals NHS Trust;
 - 4.3 Barnsley Hospital NHS Foundation Trust

- 4.4 The University of Huddersfield;
- 4.5 Joint Committee of Staff Organisations (comprising British Medical Association, Chartered Society of Physiotherapists, Amicus, Royal College of Nursing of the United Kingdom, and UNISON (including BOAT))

ANNEX 4 –THE MODEL ELECTION RULES

(Paragraph 12.2)

Sponsored by the Foundation Trust Network (FTN) and endorsed by the Department of Health and Monitor, August 2014

PART 1: INTERPRETATION

1. Interpretation

PART 2: TIMETABLE FOR ELECTION

2. Timetable
3. Computation of time

PART 3: RETURNING OFFICER

4. Returning officer
5. Staff
6. Expenditure
7. Duty of co-operation

PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS

8. Notice of election
9. Nomination of candidates
10. Candidate's particulars
11. Declaration of interests
12. Declaration of eligibility
13. Signature of candidate
14. Decisions as to validity of nomination forms
15. Publication of statement of nominated candidates
16. Inspection of statement of nominated candidates and nomination forms
17. Withdrawal of candidates
18. Method of election

PART 5: CONTESTED ELECTIONS

19. Poll to be taken by ballot
20. The ballot paper
21. The declaration of identity (public and patient constituencies)

Action to be taken before the poll

22. List of eligible voters
23. Notice of poll
24. Issue of voting information by returning officer
25. Ballot paper envelope and covering envelope
26. E-voting systems

The poll

27. Eligibility to vote

- 28. Voting by persons who require assistance
- 29. Spoilt ballot papers and spoilt text message votes
- 30. Lost voting information
- 31. Issue of replacement voting information
- 32. ID declaration form for replacement ballot papers (public and patient constituencies)
- 33. Procedure for remote voting by internet
- 34. Procedure for remote voting by telephone
- 35. Procedure for remote voting by text message

Procedure for receipt of envelopes, internet votes, telephone vote and text message votes

- 36. Receipt of voting documents
- 37. Validity of votes
- 38. Declaration of identity but no ballot (public and patient constituency)
- 39. De-duplication of votes
- 40. Sealing of packets

PART 6: COUNTING THE VOTES

- STV41. Interpretation of Part 6
- 42. Arrangements for counting of the votes
- 43. The count
- STV44. Rejected ballot papers and rejected text voting records
- FPP44. Rejected ballot papers and rejected text voting records
- STV45. First stage
- STV46. The quota
- STV47. Transfer of votes
- STV48. Supplementary provisions on transfer
- STV49. Exclusion of candidates
- STV50. Filling of last vacancies
- STV51. Order of election of candidates
- FPP51. Equality of votes

PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

- FPP52. Declaration of result for contested elections
- STV52. Declaration of result for contested elections
- 53. Declaration of result for uncontested elections

PART 8: DISPOSAL OF DOCUMENTS

- 54. Sealing up of documents relating to the poll
- 55. Delivery of documents
- 56. Forwarding of documents received after close of the poll
- 57. Retention and public inspection of documents
- 58. Application for inspection of certain documents relating to election

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

- FPP59. Countermand or abandonment of poll on death of candidate
- STV59. Countermand or abandonment of poll on death of candidate

PART 10: ELECTION EXPENSES AND PUBLICITY

Expenses

- 60. Election expenses
- 61. Expenses and payments by candidates
- 62. Expenses incurred by other persons

Publicity

- 63. Publicity about election by the corporation
- 64. Information about candidates for inclusion with voting information
- 65. Meaning of “for the purposes of an election”

PART 11: QUESTIONING ELECTIONS AND IRREGULARITIES

- 66. Application to question an election

PART 12: MISCELLANEOUS

- 67. Secrecy
- 68. Prohibition of disclosure of vote
- 69. Disqualification
- 70. Delay in postal service through industrial action or unforeseen event

1. Interpretation

1.1 In these rules, unless the context otherwise requires:

“*2006 Act*” means the National Health Service Act 2006;

“*corporation*” means the public benefit corporation subject to this constitution;

“*council of governors*” means the council of governors of the corporation;

“*declaration of identity*” has the meaning set out in rule 21.1;

“*election*” means an election by a constituency, or by a class within a constituency, to fill a vacancy among one or more posts on the council of governors;

“*e-voting*” means voting using either the internet, telephone or text message;

“*e-voting information*” has the meaning set out in rule 24.2;

“*ID declaration form*” has the meaning set out in Rule 21.1; “internet voting record” has the meaning set out in rule 26.4(d);

“*internet voting system*” means such computer hardware and software, data other equipment and services as may be provided by the returning officer for the purpose of enabling voters to cast their votes using the internet;

“*lead governor*” means the governor nominated by the corporation to fulfil the role described in Appendix B to The NHS Foundation Trust Code of Governance (Monitor, December 2013) or any later version of such code.

“*list of eligible voters*” means the list referred to in rule 22.1, containing the information in rule 22.2;

“*method of polling*” means a method of casting a vote in a poll, which may be by post, internet, text message or telephone;

“*Monitor*” means the corporate body known as Monitor as provided by section 61 of the 2012 Act;

“*numerical voting code*” has the meaning set out in rule 64.2(b)

“*polling website*” has the meaning set out in rule 26.1;

“*postal voting information*” has the meaning set out in rule 24.1;

“*telephone short code*” means a short telephone number used for the purposes of submitting a vote by text message;

“*telephone voting facility*” has the meaning set out in rule 26.2;

“*telephone voting record*” has the meaning set out in rule 26.5 (d);

“*text message voting facility*” has the meaning set out in rule 26.3;

“*text voting record*” has the meaning set out in rule 26.6 (d);

“the telephone voting system” means such telephone voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by telephone;

“the text message voting system” means such text messaging voting facility as may be provided by the returning officer for the purpose of enabling voters to cast their votes by text message;

“voter ID number” means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting,

“voting information” means postal voting information and/or e-voting information

- 1.2 Other expressions used in these rules and in Schedule 7 to the NHS Act 2006 have the same meaning in these rules as in that Schedule.

PART 2: TIMETABLE FOR ELECTIONS

2. Timetable

- 2.1 The proceedings at an election shall be conducted in accordance with the following timetable:

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination forms to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated candidates	Not later than the twenty seventh day before the day of the close of the poll.
Final day for delivery of notices of withdrawals by candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.
Close of the poll	By 5.00pm on the final day of the election.

3. Computation of time

- 3.1 In computing any period of time for the purposes of the timetable:

- (a) a Saturday or Sunday;
- (b) Christmas day, Good Friday, or a bank holiday, or
- (c) a day appointed for public thanksgiving or mourning,

shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.

- 3.2 In this rule, “bank holiday” means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

4. Returning Officer

- 4.1 Subject to rule 69, the returning officer for an election is to be appointed by the corporation.
- 4.2 Where two or more elections are to be held concurrently, the same returning officer may be appointed for all those elections.

5. Staff

- 5.1 Subject to rule 69, the returning officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

6. Expenditure

- 6.1 The corporation is to pay the returning officer:
- (a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
 - (b) such remuneration and other expenses as the corporation may determine.

7. Duty of co-operation

- 7.1 The corporation is to co-operate with the returning officer in the exercise of his or her functions under these rules.

PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS

8. Notice of election

8.1 The returning officer is to publish a notice of the election stating:

- (a) the constituency, or class within a constituency, for which the election is being held,
- (b) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
- (c) the details of any nomination committee that has been established by the corporation,
- (d) the address and times at which nomination forms may be obtained;
- (e) the address for return of nomination forms (including, where the return of nomination forms in an electronic format will be permitted, the e-mail address for such return) and the date and time by which they must be received by the returning officer,
- (f) the date and time by which any notice of withdrawal must be received by the returning officer
- (g) the contact details of the returning officer
- (h) the date and time of the close of the poll in the event of a contest.

9. Nomination of candidates

9.1 Subject to rule 9.2, each candidate must nominate themselves on a single nomination form.

9.2 The returning officer:

- (a) is to supply any member of the corporation with a nomination form, and
- (b) is to prepare a nomination form for signature at the request of any member of the corporation,

but it is not necessary for a nomination to be on a form supplied by the returning officer and a nomination can, subject to rule 13, be in an electronic format.

10. Candidate's particulars

10.1 The nomination form must state the candidate's:

- (a) full name,
- (b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and
- (c) constituency, or class within a constituency, of which the candidate is a member.

11. Declaration of interests

11.1 The nomination form must state:

- (a) any financial interest that the candidate has in the corporation, and
 - (b) whether the candidate is a member of a political party, and if so, which party,
- and if the candidate has no such interests, the paper must include a statement to that effect.

12. Declaration of eligibility

12.1 The nomination form must include a declaration made by the candidate:

- (a) that he or she is not prevented from being a member of the council of governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the constitution; and,
- (b) for a member of the public or patient constituency, of the particulars of his or her qualification to vote as a member of that constituency, or class within that constituency, for which the election is being held.

13. Signature of candidate

13.1 The nomination form must be signed and dated by the candidate, in a manner prescribed by the returning officer, indicating that:

- (a) they wish to stand as a candidate,
- (b) their declaration of interests as required under rule 11, is true and correct, and
- (c) their declaration of eligibility, as required under rule 12, is true and correct.

13.2 Where the return of nomination forms in an electronic format is permitted, the returning officer shall specify the particular signature formalities (if any) that will need to be complied with by the candidate.

14. Decisions as to the validity of nomination

14.1 Where a nomination form is received by the returning officer in accordance with these rules, the candidate is deemed to stand for election unless and until the returning officer:

- (a) decides that the candidate is not eligible to stand,
- (b) decides that the nomination form is invalid,
- (c) receives satisfactory proof that the candidate has died, or
- (d) receives a written request by the candidate of their withdrawal from candidacy.

14.2 The returning officer is entitled to decide that a nomination form is invalid only on one of the following grounds:

- (a) that the paper is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election,
- (b) that the paper does not contain the candidate's particulars, as required by rule 10;
- (c) that the paper does not contain a declaration of the interests of the candidate, as required by rule 11,
- (d) that the paper does not include a declaration of eligibility as required by rule 12, or
- (e) that the paper is not signed and dated by the candidate, if required by rule 13.

14.3 The returning officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the candidate has been validly nominated.

14.4 Where the returning officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.

14.5 The returning officer is to send notice of the decision as to whether a nomination is valid or invalid to the candidate at the contact address given in the candidate's nomination form. If an e-mail address has been given in the candidate's nomination form (in addition to the candidate's postal address), the returning officer may send notice of the decision to that address.

15. Publication of statement of candidates

15.1 The returning officer is to prepare and publish a statement showing the candidates who are standing for election.

15.2 The statement must show:

- (a) the name, contact address (which shall be the candidate's postal address), and constituency or class within a constituency of each candidate standing, and
- (b) the declared interests of each candidate standing,

as given in their nomination form.

15.3 The statement must list the candidates standing for election in alphabetical order by surname.

15.4 The returning officer must send a copy of the statement of candidates and copies of the nomination forms to the corporation as soon as is practicable after publishing the statement.

16. Inspection of statement of nominated candidates and nomination forms

16.1 The corporation is to make the statement of the candidates and the nomination forms supplied by the returning officer under rule 15.4 available for inspection by members of the corporation free of charge at all reasonable times.

- 16.2 If a member of the corporation requests a copy or extract of the statement of candidates or their nomination forms, the corporation is to provide that member with the copy or extract free of charge.

17. Withdrawal of candidates

- 17.1 A candidate may withdraw from election on or before the date and time for withdrawal by candidates, by providing to the returning officer a written notice of withdrawal which is signed by the candidate and attested by a witness.

18. Method of election

- 18.1 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the council of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.
- 18.2 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the council of governors, those candidates are to be declared elected in accordance with Part 7 of these rules.
- 18.3 If the number of candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be council of governors, then:
- (a) the candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
 - (b) the returning officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the corporation.

19. Poll to be taken by ballot

- 19.1 The votes at the poll must be given by secret ballot.
- 19.2 The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.
- 19.3 The corporation may decide that voters within a constituency or class within a constituency, may, subject to rule 19.4, cast their votes at the poll using such different methods of polling in any combination as the corporation may determine.
- 19.4 The corporation may decide that voters within a constituency or class within a constituency for whom an e-mail address is included in the list of eligible voters may only cast their votes at the poll using an e-voting method of polling.
- 19.5 Before the corporation decides, in accordance with rule 19.3 that one or more e-voting methods of polling will be made available for the purposes of the poll, the corporation must satisfy itself that:
- (a) if internet voting is to be a method of polling, the internet voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system;
 - (b) if telephone voting to be a method of polling, the telephone voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate telephone voting record in respect of any voter who casts his or her vote using the telephone voting system;
 - (c) if text message voting is to be a method of polling, the text message voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate text voting record in respect of any voter who casts his or her vote using the text message voting system.

20. The ballot paper

- 20.1 The ballot of each voter (other than a voter who casts his or her ballot by an e-voting method of polling) is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.
- 20.2 Every ballot paper must specify:
- (a) the name of the corporation,

- (b) the constituency, or class within a constituency, for which the election is being held,
- (c) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
- (d) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
- (e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,
- (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
- (g) the contact details of the returning officer.

20.3 Each ballot paper must have a unique identifier.

20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21. The declaration of identity (public and patient constituencies)

21.1 The corporation shall require each voter who participates in an election for a public or patient constituency to make a declaration confirming:

- (a) that the voter is the person:
 - (i) to whom the ballot paper was addressed, and/or
 - (ii) to whom the voter ID number contained within the e-voting information was allocated,
 - (b) that he or she has not marked or returned any other voting information in the election, and
 - (c) the particulars of his or her qualification to vote as a member of the constituency or class within the constituency for which the election is being held,
- ("declaration of identity")

and the corporation shall make such arrangements as it considers appropriate to facilitate the making and the return of a declaration of identity by each voter, whether by the completion of a paper form ("ID declaration form") or the use of an electronic method.

21.2 The voter must be required to return his or her declaration of identity with his or her ballot.

21.3 The voting information shall caution the voter that if the declaration of identity is not duly returned or is returned without having been made correctly, any vote cast by the voter may be declared invalid.

Action to be taken before the poll

22. List of eligible voters

- 22.1 The corporation is to provide the returning officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by candidates from an election.
- 22.2 The list is to include, for each member:
- (a) a postal address; and,
 - (b) the member's e-mail address, if this has been provided
- to which his or her voting information may, subject to rule 22.3, be sent.
- 22.3 The corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

23. Notice of poll

- 23.1 The returning officer is to publish a notice of the poll stating:
- (a) the name of the corporation,
 - (b) the constituency, or class within a constituency, for which the election is being held,
 - (c) the number of members of the council of governors to be elected from that constituency, or class with that constituency,
 - (d) the names, contact addresses, and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
 - (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
 - (f) the methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the corporation in accordance with rule 19.3,
 - (g) the address for return of the ballot papers,
 - (h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;
 - (i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,
 - (j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,
 - (k) the date and time of the close of the poll,
 - (l) the address and final dates for applications for replacement voting information, and

(m) the contact details of the returning officer.

24. Issue of voting information by returning officer

24.1 Subject to rule 24.3, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by post to each member of the corporation named in the list of eligible voters:

- (a) a ballot paper and ballot paper envelope,
- (b) the ID declaration form (if required),
- (c) information about each candidate standing for election, pursuant to rule 61 of these rules, and
- (d) a covering envelope;

("postal voting information").

24.2 Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the returning officer is to send the following information by e-mail and/ or by post to each member of the corporation named in the list of eligible voters whom the corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-voting method of polling:

- (a) instructions on how to vote and how to make a declaration of identity (if required),
- (b) the voter's voter ID number,
- (c) information about each candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate, (d) contact details of the returning officer,

("e-voting information").

24.3 The corporation may determine that any member of the corporation shall:

- (a) only be sent postal voting information; or
- (b) only be sent e-voting information; or
- (c) be sent both postal voting information and e-voting information;

for the purposes of the poll.

24.4 If the corporation determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the returning officer shall only send that information by e-mail.

24.5 The voting information is to be sent to the postal address and/ or e-mail address for each member, as specified in the list of eligible voters.

25. Ballot paper envelope and covering envelope

- 25.1 The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.
- 25.2 The covering envelope is to have:
- (a) the address for return of the ballot paper printed on it, and
 - (b) pre-paid postage for return to that address.
- 25.3 There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the returning officer –
- (a) the completed ID declaration form if required, and
 - (b) the ballot paper envelope, with the ballot paper sealed inside it.

26. E-voting systems

- 26.1 If internet voting is a method of polling for the relevant election then the returning officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").
- 26.2 If telephone voting is a method of polling for the relevant election then the returning officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as "the telephone voting facility").
- 26.3 If text message voting is a method of polling for the relevant election then the returning officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as "the text message voting facility").
- 26.4 The returning officer shall ensure that the polling website and internet voting system provided will:
- (a) require a voter to:
 - (i) enter his or her voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;in order to be able to cast his or her vote;
 - (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,

- (iv) the names and other particulars of the candidates standing for election, with the details and order being the same as in the statement of nominated candidates,
 - (v) instructions on how to vote and how to make a declaration of identity,
 - (vi) the date and time of the close of the poll, and
 - (vii) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of-
- (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted; and
 - (iv) the date and time of the voter's vote,
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
- (f) prevent any voter from voting after the close of poll.

26.5

The returning officer shall ensure that the telephone voting facility and telephone voting system provided will:

- (a) require a voter to
 - (i) enter his or her voter ID number in order to be able to cast his or her vote; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;
- (b) specify:
 - (i) the name of the corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (iv) instructions on how to vote and how to make a declaration of identity,
 - (v) the date and time of the close of the poll, and
 - (vi) the contact details of the returning officer;
- (c) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:

- (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the candidate or candidates for whom the voter has voted; and
 - (iv) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
 - (f) prevent any voter from voting after the close of poll.

26.6 The returning officer shall ensure that the text message voting facility and text messaging voting system provided will:

- (a) require a voter to:
 - (i) provide his or her voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;
 in order to be able to cast his or her vote;
- (b) prevent a voter from voting for more candidates than he or she is entitled to at the election;
- (d) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (ii) the candidate or candidates for whom the voter has voted; and
 - (iii) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (f) prevent any voter from voting after the close of poll.

The poll

27. Eligibility to vote

27.1 An individual who becomes a member of the corporation on or before the closing date for the receipt of nominations by candidates for the election, is eligible to vote in that election.

28. Voting by persons who require assistance

28.1 The returning officer is to put in place arrangements to enable requests for assistance to vote to be made.

28.2 Where the returning officer receives a request from a voter who requires assistance to vote, the returning officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

29. Spoilt ballot papers and spoilt text message votes

- 29.1 If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a “spoilt ballot paper”), that voter may apply to the returning officer for a replacement ballot paper.
- 29.2 On receiving an application, the returning officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.
- 29.3 The returning officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she:
- (a) is satisfied as to the voter’s identity; and
 - (b) has ensured that the completed ID declaration form, if required, has not been returned.
- 29.4 After issuing a replacement ballot paper for a spoilt ballot paper, the returning officer shall enter in a list (“the list of spoilt ballot papers”):
- (a) the name of the voter, and
 - (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and
 - (c) the details of the unique identifier of the replacement ballot paper.
- 29.5 If a voter has dealt with his or her text message vote in such a manner that it cannot be accepted as a vote (referred to as a “spoilt text message vote”), that voter may apply to the returning officer for a replacement voter ID number.
- 29.6 On receiving an application, the returning officer is to obtain the details of the voter ID number on the spoilt text message vote, if he or she can obtain it.
- 29.7 The returning officer may not issue a replacement voter ID number in respect of a spoilt text message vote unless he or she is satisfied as to the voter’s identity.
- 29.8 After issuing a replacement voter ID number in respect of a spoilt text message vote, the returning officer shall enter in a list (“the list of spoilt text message votes”):
- (a) the name of the voter, and
 - (b) the details of the voter ID number on the spoilt text message vote (if that officer was able to obtain it), and
 - (c) the details of the replacement voter ID number issued to the voter.

30. Lost voting information

- 30.1 Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the returning officer for replacement voting information.

- 30.2 The returning officer may not issue replacement voting information in respect of lost voting information unless he or she:
- (a) is satisfied as to the voter's identity,
 - (b) has no reason to doubt that the voter did not receive the original voting information,
 - (c) has ensured that no declaration of identity, if required, has been returned.
- 30.3 After issuing replacement voting information in respect of lost voting information, the returning officer shall enter in a list ("the list of lost ballot documents"):
- (a) the name of the voter
 - (b) the details of the unique identifier of the replacement ballot paper, if applicable, and
 - (c) the voter ID number of the voter.

31. Issue of replacement voting information

- 31.1 If a person applies for replacement voting information under rule 29 or 30 and a declaration of identity has already been received by the returning officer in the name of that voter, the returning officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the returning officer in the name of that voter.
- 31.2 After issuing replacement voting information under this rule, the returning officer shall enter in a list ("the list of tendered voting information"):
- (a) the name of the voter,
 - (b) the unique identifier of any replacement ballot paper issued under this rule;
 - (c) the voter ID number of the voter.

32. ID declaration form for replacement ballot papers (public and patient constituencies)

- 32.1 In respect of an election for a public or patient constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity.

Polling by internet, telephone or text

33. Procedure for remote voting by internet

- 33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.
- 33.2 When prompted to do so, the voter will need to enter his or her voter ID number.

- 33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.
- 33.4 To cast his or her vote, the voter will need to key in a mark on the screen opposite the particulars of the candidate or candidates for whom he or she wishes to cast his or her vote.
- 33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

34. Voting procedure for remote voting by telephone

- 34.1 To cast his or her vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.
- 34.2 When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.
- 34.3 If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.
- 34.4 When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the candidate or candidates, for whom he or she wishes to vote.
- 34.5 The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

35. Voting procedure for remote voting by text message

- 35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.
- 35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the candidate or candidates, for whom he or she wishes to vote.
- 35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

Procedure for receipt of envelopes, internet votes, telephone votes and text message votes

36. Receipt of voting documents

- 36.1 Where the returning officer receives:
- (a) a covering envelope, or
 - (b) any other envelope containing an ID declaration form if required, a ballot paper

envelope, or a ballot paper,

before the close of the poll, that officer is to open it as soon as is practicable; and rules 37 and 38 are to apply.

36.2 The returning officer may open any covering envelope or any ballot paper envelope for the purposes of rules 37 and 38, but must make arrangements to ensure that no person obtains or communicates information as to:

- (a) the candidate for whom a voter has voted, or
- (b) the unique identifier on a ballot paper.

36.3 The returning officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

37. Validity of votes

37.1 A ballot paper shall not be taken to be duly returned unless the returning officer is satisfied that it has been received by the returning officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.

37.2 Where the returning officer is satisfied that rule 37.1 has been fulfilled, he or she is to:

- (a) put the ID declaration form if required in a separate packet, and
- (b) put the ballot paper aside for counting after the close of the poll.

37.3 Where the returning officer is not satisfied that rule 37.1 has been fulfilled, he or she is to:

- (a) mark the ballot paper “disqualified”,
- (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
- (c) record the unique identifier on the ballot paper in a list of disqualified documents (the “list of disqualified documents”); and
- (d) place the document or documents in a separate packet.

37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the returning officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the returning officer before the close of the poll, with a declaration of identity if required that has been correctly made.

37.5 Where the returning officer is satisfied that rule 37.4 has been fulfilled, he or she is to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.

37.6 Where the returning officer is not satisfied that rule 37.4 has been fulfilled, he or she is to:

- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
- (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents; and
- (c) place the document or documents in a separate packet.

38. Declaration of identity but no ballot paper (public and patient constituency)¹

38.1 Where the returning officer receives an ID declaration form if required but no ballot paper, the returning officer is to:

- (a) mark the ID declaration form “disqualified”,
- (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper, and
- (c) place the ID declaration form in a separate packet.

39. De-duplication of votes

39.1 Where different methods of polling are being used in an election, the returning officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.

39.2 If the returning officer ascertains that a voter ID number has been used more than once to cast a vote in the election he or she shall:

- (a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and
- (b) mark as “disqualified” all other votes that were cast using the relevant voter ID number

39.3 Where a ballot paper is disqualified under this rule the returning officer shall:

- (a) mark the ballot paper “disqualified”,
- (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
- (c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;
- (d) place the document or documents in a separate packet; and
- (e) disregard the ballot paper when counting the votes in accordance with these rules.

39.4 Where an internet voting record, telephone voting record or text voting record is disqualified under this rule the returning officer shall:

- (a) mark the internet voting record, telephone voting record or text voting record (as

¹ It should not be possible, technically, to make a declaration of identity electronically without also submitting a vote.

applicable) “disqualified”,

- (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents;
- (c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and
- (d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

40. Sealing of packets

40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the returning officer is to seal the packets containing:

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the ID declaration forms, if required,
- (c) the list of spoilt ballot papers and the list of spoilt text message votes,
- (d) the list of lost ballot documents,
- (e) the list of eligible voters, and
- (f) the list of tendered voting information

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

STV41. Interpretation of Part 6

STV41.1 In Part 6 of these rules:

“ballot document” means a ballot paper, internet voting record, telephone voting record or text voting record.

“continuing candidate” means any candidate not deemed to be elected, and not excluded,

“count” means all the operations involved in counting of the first preferences recorded for candidates, the transfer of the surpluses of elected candidates, and the transfer of the votes of the excluded candidates,

“deemed to be elected” means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

“mark” means a figure, an identifiable written word, or a mark such as “X”,

“non-transferable vote” means a ballot document:

(a) on which no second or subsequent preference is recorded for a continuing candidate,

or

(b) which is excluded by the returning officer under rule STV49,

“preference” as used in the following contexts has the meaning assigned below:

(a) *“first preference”* means the figure “1” or any mark or word which clearly indicates a first (or only) preference,

(b) *“next available preference”* means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing candidate (any candidate who is deemed to be elected or is excluded thereby being ignored); and

(c) in this context, a *“second preference”* is shown by the figure “2” or any mark or word which clearly indicates a second preference, and a third preference by the figure “3” or any mark or word which clearly indicates a third preference, and so on,

“quota” means the number calculated in accordance with rule STV46,

“surplus” means the number of votes by which the total number of votes for any candidate (whether first preference or transferred votes, or a combination of both) exceeds the quota; but references in these rules to the transfer of the surplus means the transfer (at a transfer value) of all transferable ballot documents from the candidate who has the surplus,

“stage of the count” means:

- (a) the determination of the first preference vote of each candidate,
- (b) the transfer of a surplus of a candidate deemed to be elected, or
- (c) the exclusion of one or more candidates at any given time,

“transferable vote” means a ballot document on which, following a first preference, a second or subsequent preference is recorded in consecutive numerical order for a continuing candidate,

“transferred vote” means a vote derived from a ballot document on which a second or subsequent preference is recorded for the candidate to whom that ballot document has been transferred, and

“transfer value” means the value of a transferred vote calculated in accordance with rules STV47.4 or STV47.7.

42. Arrangements for counting of the votes

42.1 The returning officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

42.2 The returning officer may make arrangements for any votes to be counted using vote counting software where:

- (a) the board of directors and the council of governors of the corporation have approved:
 - (i) the use of such software for the purpose of counting votes in the relevant election, and
 - (ii) a policy governing the use of such software, and
- (b) the corporation and the returning officer are satisfied that the use of such software will produce an accurate result.

43. The count

43.1 The returning officer is to:

- (a) count and record the number of:
 - (iii) ballot papers that have been returned; and
 - (iv) the number of internet voting records, telephone voting records and/or text voting records that have been created, and
- (b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.

43.2 The returning officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records and counting the votes, must make arrangements to ensure that no person obtains or

communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.

43.3 The returning officer is to proceed continuously with counting the votes as far as is practicable.

STV44. Rejected ballot papers and rejected text voting records

STV44.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the ballot paper shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.2 The returning officer is to endorse the word “rejected” on any ballot paper which under this rule is not to be counted.

STV44.3 Any text voting record:

- (a) on which the figure “1” standing alone is not placed so as to indicate a first preference for any candidate,
- (b) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (c) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the text voting record shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in the opinion of the returning officer, the word or mark clearly indicates a preference or preferences.

STV44.4 The returning officer is to endorse the word “rejected” on any text voting record which under this rule is not to be counted.

STV44.5 The returning officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by him or her under each of the subparagraphs (a) to (c) of rule STV44.3.

FPP44. Rejected ballot papers and rejected text voting records

FPP44.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which votes are given for more candidates than the voter is entitled to vote,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.2 and FPP44.3, be rejected and not counted.

FPP44.2 Where the voter is entitled to vote for more than one candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.3 A ballot paper on which a vote is marked:

- (a) elsewhere than in the proper place,
- (b) otherwise than by means of a clear mark,
- (c) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP44.4 The returning officer is to:

- (a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and
- (b) in the case of a ballot paper on which any vote is counted under rules FPP44.2 and FPP 44.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

FPP44.5 The returning officer is to draw up a statement showing the number of rejected ballot papers under the following headings:

- (a) does not bear proper features that have been incorporated into the ballot paper,
- (b) voting for more candidates than the voter is entitled to,
- (c) writing or mark by which voter could be identified, and
- (d) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of ballot papers rejected in part.

- FPP44.6 Any text voting record:
- (a) on which votes are given for more candidates than the voter is entitled to vote,
 - (b) on which anything is written or marked by which the voter can be identified except the voter ID number, or
 - (c) which is unmarked or rejected because of uncertainty,
- shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.
- FPP44.7 Where the voter is entitled to vote for more than one candidate, a text voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.
- FPP44.8 A text voting record on which a vote is marked:
- (a) otherwise than by means of a clear mark,
 - (b) by more than one mark,
- is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the candidates clearly appears, and the way the text voting record is marked does not itself identify the voter and it is not shown that he or she can be identified by it.
- FPP44.9 The returning officer is to:
- (a) endorse the word “rejected” on any text voting record which under this rule is not to be counted, and
 - (b) in the case of a text voting record on which any vote is counted under rules FPP44.7 and FPP 44.8, endorse the words “rejected in part” on the text voting record and indicate which vote or votes have been counted.
- FPP44.10 The returning officer is to draw up a statement showing the number of rejected text voting records under the following headings:
- (a) voting for more candidates than the voter is entitled to,
 - (b) writing or mark by which voter could be identified, and
 - (c) unmarked or rejected because of uncertainty,
- and, where applicable, each heading must record the number of text voting records rejected in part.

STV45. First stage

- STV45.1 The returning officer is to sort the ballot documents into parcels according to the candidates for whom the first preference votes are given.
- STV45.2 The returning officer is to then count the number of first preference votes given on ballot documents for each candidate, and is to record those numbers.

STV45.3 The returning officer is to also ascertain and record the number of valid ballot documents.

STV46. The quota

STV46.1 The returning officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.

STV46.2 The result, increased by one, of the division under rule STV46.1 (any fraction being disregarded) shall be the number of votes sufficient to secure the election of a candidate (in these rules referred to as “the quota”).

STV46.3 At any stage of the count a candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.

STV47. Transfer of votes

STV47.1 Where the number of first preference votes for any candidate exceeds the quota, the returning officer is to sort all the ballot documents on which first preference votes are given for that candidate into sub- parcels so that they are grouped:

- (a) according to next available preference given on those ballot documents for any continuing candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

STV47.2 The returning officer is to count the number of ballot documents in each parcel referred to in rule STV47.1.

STV47.3 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.1(a) to the candidate for whom the next available preference is given on those ballot documents.

STV47.4 The vote on each ballot document transferred under rule STV47.3 shall be at a value (“the transfer value”) which:

- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
- (b) is calculated by dividing the surplus of the candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

STV47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any candidate exceeds the quota, the returning officer is to sort the ballot documents in the sub-parcel of transferred votes which was last received by that candidate into separate sub-parcels so that they are grouped:

- (a) according to the next available preference given on those ballot documents for any continuing candidate, or
 - (b) where no such preference is given, as the sub-parcel of non-transferable votes.
- STV47.6 The returning officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.5(a) to the candidate for whom the next available preference is given on those ballot documents.
- STV47.7 The vote on each ballot document transferred under rule STV47.6 shall be at:
 - (a) a transfer value calculated as set out in rule STV47.4(b), or
 - (b) at the value at which that vote was received by the candidate from whom it is now being transferred,

whichever is the less.
- STV47.8 Each transfer of a surplus constitutes a stage in the count.
- STV47.9 Subject to rule STV47.10, the returning officer shall proceed to transfer transferable ballot documents until no candidate who is deemed to be elected has a surplus or all the vacancies have been filled.
- STV47.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:
 - (a) less than the difference between the total vote then credited to the continuing candidate with the lowest recorded vote and the vote of the candidate with the next lowest recorded vote, or
 - (b) less than the difference between the total votes of the two or more continuing candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the candidate next above such candidates.
- STV47.11 This rule does not apply at an election where there is only one vacancy.

STV48. Supplementary provisions on transfer

- STV48.1 If, at any stage of the count, two or more candidates have surpluses, the transferable ballot documents of the candidate with the highest surplus shall be transferred first, and if:
 - (a) The surpluses determined in respect of two or more candidates are equal, the transferable ballot documents of the candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and
 - (b) the votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between those candidates by lot, and the transferable ballot documents of the candidate on whom the lot falls shall be transferred first.

STV48.2 The returning officer shall, on each transfer of transferable ballot documents under rule STV47:

- (a) record the total value of the votes transferred to each candidate,
- (b) add that value to the previous total of votes recorded for each candidate and record the new total,
- (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
- (d) compare:
 - (i) the total number of votes then recorded for all of the candidates, together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.

STV48.3 All ballot documents transferred under rule STV47 or STV49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.

STV48.4 Where a ballot document is so marked that it is unclear to the returning officer at any stage of the count under rule STV47 or STV49 for which candidate the next preference is recorded, the returning officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more candidates (whether continuing candidates or not) are so marked that, in the opinion of the returning officer, the same order of preference is indicated or the numerical sequence is broken.

STV49. Exclusion of candidates

STV49.1 If:

- (a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule STV50, one or more vacancies remain to be filled,

the returning officer shall exclude from the election at that stage the candidate with the then lowest vote (or, where rule STV49.12 applies, the candidates with the then lowest votes).

STV9.2 The returning officer shall sort all the ballot documents on which first preference votes are given for the candidate or candidates excluded under rule STV49.1 into two sub-parcels so that they are grouped as:

- (a) ballot documents on which a next available preference is given, and
- (b) ballot documents on which no such preference is given (thereby including ballot documents on which preferences are given only for candidates who are deemed to be elected or are excluded).

- STV49.3 The returning officer shall, in accordance with this rule and rule STV48, transfer each sub-parcel of ballot documents referred to in rule STV49.2 to the candidate for whom the next available preference is given on those ballot documents.
- STV49.4 The exclusion of a candidate, or of two or more candidates together, constitutes a further stage of the count.
- STV49.5 If, subject to rule STV50, one or more vacancies still remain to be filled, the returning officer shall then sort the transferable ballot documents, if any, which had been transferred to any candidate excluded under rule STV49.1 into sub- parcels according to their transfer value.
- STV49.6 The returning officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing candidates in accordance with the next available preferences given on those ballot documents (thereby passing over candidates who are deemed to be elected or are excluded).
- STV49.7 The vote on each transferable ballot document transferred under rule STV49.6 shall be at the value at which that vote was received by the candidate excluded under rule STV49.1.
- STV9.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.
- STV49.9 After the returning officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until he has dealt with each sub-parcel of a candidate excluded under rule STV49.1.
- STV49.10 The returning officer shall after each stage of the count completed under this rule:
- (a) record:
 - (i) the total value of votes, or
 - (ii) the total transfer value of votes transferred to each candidate,
 - (b) add that total to the previous total of votes recorded for each candidate and record the new total,
 - (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
 - (d) compare:
 - (i) the total number of votes then recorded for each candidate together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.
- STV49.11 If after a transfer of votes under any provision of this rule, a candidate has a surplus, that surplus shall be dealt with in accordance with rules STV47.5 to STV47.10 and rule STV48.

STV49.12 Where the total of the votes of the two or more lowest candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest candidate, the returning officer shall in one operation exclude such two or more candidates.

STV49.13 If when a candidate has to be excluded under this rule, two or more candidates each have the same number of votes and are lowest:

- (a) regard shall be had to the total number of votes credited to those candidates at the earliest stage of the count at which they had an unequal number of votes and the candidate with the lowest number of votes at that stage shall be excluded, and
- (b) where the number of votes credited to those candidates was equal at all stages, the returning officer shall decide between the candidates by lot and the candidate on whom the lot falls shall be excluded.

STV50. Filling of last vacancies

STV50.1 Where the number of continuing candidates is equal to the number of vacancies remaining unfilled the continuing candidates shall thereupon be deemed to be elected.

STV50.2 Where only one vacancy remains unfilled and the votes of any one continuing candidate are equal to or greater than the total of votes credited to other continuing candidates together with any surplus not transferred, the candidate shall thereupon be deemed to be elected.

STV50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

STV51. Order of election of candidates

STV51.1 The order in which candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule STV47.10.

STV51.2 A candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.

STV51.3 Where the surpluses of two or more candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the candidate who had the greatest number of votes at that stage shall be deemed to be the largest.

STV51.4 Where the number of votes credited to two or more candidates were equal at all stages of the count, the returning officer shall decide between them by lot and the candidate on whom the lot falls shall be deemed to have been elected first.

FPP51. Equality of votes

- FPP51.1 Where, after the counting of votes is completed, an equality of votes is found to exist between any candidates and the addition of a vote would entitle any of those candidates to be declared elected, the returning officer is to decide between those candidates by a lot, and proceed as if the candidate on whom the lot falls had received an additional vote.

PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

FPP52. Declaration of result for contested elections

FPP52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

- (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the council of governors from the constituency, or class within a constituency, for which the election is being held to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected:
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or
 - (ii) in any other case, to the chairman of the corporation; and
- (c) give public notice of the name of each candidate whom he or she has declared elected.

FPP52.2 The returning officer is to make:

- (a) the total number of votes given for each candidate (whether elected or not), and
- (b) the number of rejected ballot papers under each of the headings in rule FPP44.5,
- (c) the number of rejected text voting records under each of the headings in rule FPP44.10,

available on request.

STV52. Declaration of result for contested elections

STV52.1 In a contested election, when the result of the poll has been ascertained, the returning officer is to:

- (a) declare the candidates who are deemed to be elected under Part 6 of these rules as elected,
- (b) give notice of the name of each candidate who he or she has declared elected –
 - (i) where the election is held under a proposed constitution pursuant to powers conferred on the [insert name] NHS Trust by section 33(4) of the 2006 Act, to the chairman of the NHS Trust, or
 - (ii) in any other case, to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

STV52.2 The returning officer is to make:

- (a) the number of first preference votes for each candidate whether elected or not,
- (b) any transfer of votes,
- (c) the total number of votes for each candidate at each stage of the count at which such transfer took place,
- (d) the order in which the successful candidates were elected, and
- (e) the number of rejected ballot papers under each of the headings in rule STV44.1,
- (f) the number of rejected text voting records under each of the headings in rule STV44.3,

available on request.

53. Declaration of result for uncontested elections

53.1 In an uncontested election, the returning officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by candidates from the election:

- (a) declare the candidate or candidates remaining validly nominated to be elected,
- (b) give notice of the name of each candidate who he or she has declared elected to the chairman of the corporation, and
- (c) give public notice of the name of each candidate who he or she has declared elected.

54. Sealing up of documents relating to the poll

54.1 On completion of the counting at a contested election, the returning officer is to seal up the following documents in separate packets:

- (a) the counted ballot papers, internet voting records, telephone voting records and text voting records,
- (b) the ballot papers and text voting records endorsed with “rejected in part”,
- (c) the rejected ballot papers and text voting records, and
- (d) the statement of rejected ballot papers and the statement of rejected text voting records,

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

54.2 The returning officer must not open the sealed packets of:

- (a) the disqualified documents, with the list of disqualified documents inside it,
- (b) the list of spoilt ballot papers and the list of spoilt text message votes,
- (c) the list of lost ballot documents, and
- (d) the list of eligible voters,

or access the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage.

54.3 The returning officer must endorse on each packet a description of:

- (a) its contents,
- (b) the date of the publication of notice of the election,
- (c) the name of the corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

55. Delivery of documents

55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 56, the returning officer is to forward them to the chair of the corporation.

56. Forwarding of documents received after close of the poll

56.1 Where:

- (a) any voting documents are received by the returning officer after the close of the

poll, or

- (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
- (c) any applications for replacement voting information are made too late to enable new voting information to be issued,

the returning officer is to put them in a separate packet, seal it up, and endorse and forward it to the chairman of the corporation.

57. Retention and public inspection of documents

57.1 The corporation is to retain the documents relating to an election that are forwarded to the chair by the returning officer under these rules for one year, and then, unless otherwise directed by the board of directors of the corporation, cause them to be destroyed.

57.2 With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the corporation shall be available for inspection by members of the public at all reasonable times.

57.3 A person may request a copy or extract from the documents relating to an election that are held by the corporation, and the corporation is to provide it, and may impose a reasonable charge for doing so.

58. Application for inspection of certain documents relating to an election

58.1 The corporation may not allow:

- (a) the inspection of, or the opening of any sealed packet containing –
 - (i) any rejected ballot papers, including ballot papers rejected in part,
 - (ii) any rejected text voting records, including text voting records rejected in part,
 - (iii) any disqualified documents, or the list of disqualified documents,
 - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
 - (v) the list of eligible voters, or
- (b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,

by any person without the consent of the board of directors of the corporation.

58.2 A person may apply to the board of directors of the corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the corporation may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

58.3 The board of directors of the corporation's consent may be on any terms or conditions

that it thinks necessary, including conditions as to –

- (a) persons,
- (b) time,
- (c) place and mode of inspection,
- (d) production or opening,

and the corporation must only make the documents available for inspection in accordance with those terms and conditions.

58.4 On an application to inspect any of the documents listed in rule 58.1 the board of directors of the corporation must:

- (a) in giving its consent, and
- (b) in making the documents available for inspection

ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –

- (i) that his or her vote was given, and
- (ii) that NHS England has declared that the vote was invalid.

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

FPP59. Countermand or abandonment of poll on death of candidate

- FPP59.1 If at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:
- (a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and
 - (b) order a new election, on a date to be appointed by him or her in consultation with the corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.
- FPP59.2 Where a new election is ordered under rule FPP59.1, no fresh nomination is necessary for any candidate who was validly nominated for the election where the poll was countermanded or abandoned but further candidates shall be invited for that constituency or class.
- FPP59.3 Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.
- FPP59.4 The returning officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.
- FPP59.5 The returning officer is to:
- (a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,
 - (b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and
- ensure that complete electronic copies of the internet voting records telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.
- FPP59.6 The returning officer is to endorse on each packet a description of:
- (a) its contents,
 - (b) the date of the publication of notice of the election,
 - (c) the name of the corporation to which the election relates, and
 - (d) the constituency, or class within a constituency, to which the election relates.
- FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to

rules FPP59.4 to FPP59.6, the returning officer is to deliver them to the chairman of the corporation, and rules 57 and 58 are to apply.

STV59. Countermand or abandonment of poll on death of candidate

STV59.1 If, at a contested election, proof is given to the returning officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a candidate has died, then the returning officer is to:

- (a) publish a notice stating that the candidate has died, and
- (b) proceed with the counting of the votes as if that candidate had been excluded from the count so that –
 - (i) ballot documents which only have a first preference recorded for the candidate that has died, and no preferences for any other candidates, are not to be counted, and
 - (ii) ballot documents which have preferences recorded for other candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the candidate who has died.

STV59.2 The ballot documents which have preferences recorded for the candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

Election expenses

60. Election expenses

- 60.1 Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application made to NHS England under Part 11 of these rules.

61. Expenses and payments by candidates

- 61.1 A candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:
- (a) personal expenses,
 - (b) travelling expenses, and expenses incurred while living away from home, and
 - (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

62. Election expenses incurred by other persons

- 62.1 No person may:
- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a candidate's election, whether on that candidate's behalf or otherwise, or
 - (b) give a candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the candidate for the purposes of an election.
- 62.2 Nothing in this rule is to prevent the corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 63 and 64.

Publicity

63. Publicity about election by the corporation

- 63.1 The corporation may:
- (a) compile and distribute such information about the candidates, and
 - (b) organise and hold such meetings to enable the candidates to speak and respond to questions,
- as it considers necessary.
- 63.2 Any information provided by the corporation about the candidates, including information compiled by the corporation under rule 64, must be:
- (a) objective, balanced and fair,

- (b) equivalent in size and content for all candidates,
- (c) compiled and distributed in consultation with all of the candidates standing for election, and
- (d) must not seek to promote or procure the election of a specific candidate or candidates, at the expense of the electoral prospects of one or more other candidates.

63.3 Where the corporation proposes to hold a meeting to enable the candidates to speak, the corporation must ensure that all of the candidates are invited to attend, and in organising and holding such a meeting, the corporation must not seek to promote or procure the election of a specific candidate or candidates at the expense of the electoral prospects of one or more other candidates.

64. Information about candidates for inclusion with voting information

64.1 The corporation must compile information about the candidates standing for election, to be distributed by the returning officer pursuant to rule 24 of these rules.

64.2 The information must consist of:

- (a) a statement submitted by the candidate of no more than 250 words,
- (b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the returning officer to each candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility (“numerical voting code”), and
- (c) a photograph of the candidate.

65. Meaning of “for the purposes of an election”

65.1 In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a candidate’s election, including the prejudicing of another candidate’s electoral prospects; and the phrase “for the purposes of a candidate’s election” is to be construed accordingly.

65.2 The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

PART 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES

66. Application to question an election

- 66.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to NHS England for the purpose of seeking a referral to the independent election arbitration panel (IEAP).
- 66.2 An application may only be made once the outcome of the election has been declared by the returning officer.
- 66.3 An application may only be made to NHS England by:
- (a) a person who voted at the election or who claimed to have had the right to vote, or
 - (b) a candidate, or a person claiming to have had a right to be elected at the election.
- 66.4 The application must:
- (a) describe the alleged breach of the rules or electoral irregularity, and
 - (b) be in such a form as the independent panel may require.
- 66.5 The application must be presented in writing within 21 days of the declaration of the result of the election. NHS England will refer the application to the independent election arbitration panel appointed by Monitor.
- 66.6 If the independent election arbitration panel requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- 66.7 NHS England shall delegate the determination of an application to a person or panel of persons to be nominated for the purpose.
- 66.8 The determination by the IEAP shall be binding on and shall be given effect by the corporation, the applicant and the members of the constituency (or class within a constituency) including all the candidates for the election to which the application relates.
- 66.9 The IEAP may prescribe rules of procedure for the determination of an application including costs.

67. Secrecy

67.1 The following persons:

- (a) the returning officer,
- (b) the returning officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to:

- (i) the name of any member of the corporation who has or has not been given voting information or who has or has not voted,
- (ii) the unique identifier on any ballot paper,
- (iii) the voter ID number allocated to any voter,
- (iv) the candidate(s) for whom any member has voted.

67.2 No person may obtain or attempt to obtain information as to the candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter or the voter ID number allocated to a voter.

67.3 The returning officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

68. Prohibition of disclosure of vote

68.1 No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

69. Disqualification

69.1 A person may not be appointed as a returning officer, or as staff of the returning officer pursuant to these rules, if that person is:

- (a) a member of the corporation,
- (b) an employee of the corporation,
- (c) a director of the corporation, or
- (d) employed by or on behalf of a person who has been nominated for election.

70. Delay in postal service through industrial action or unforeseen event

70.1 If industrial action, or some other unforeseen event, results in a delay in:

- (a) the delivery of the documents in rule 24, or
- (b) the return of the ballot papers,

the returning officer may extend the time between the publication of the notice of the poll and the close of the poll by such period as he or she considers appropriate.

ANNEX 5 – ADDITIONAL PROVISIONS – MEMBERS’ COUNCIL

(Paragraphs 13.4, 13.5, 14.3, 15.1 and 22)

Elected Governors

1. A member of the Public Constituency may not vote at an election for a Public Governor unless within twenty-one days before they vote they have made a declaration in the form specified by the Secretary that they are qualified to vote as a member of the relevant Public Constituency. It is an offence to knowingly or recklessly make such a declaration which is false in a material particular.

Appointed Governors

2. The Secretary, having consulted Barnsley Council, Calderdale Council, Kirklees Council and Wakefield Council is to adopt a process for agreeing the appointment of Local Authority Governors with those local authorities.
3. The Partnership Governors are to be appointed by the partnership organisations, in accordance with a process agreed with the Secretary.

Appointment of Lead Governor / Deputy Lead Governor

4. A Lead Governor / Deputy Lead Governor is to be appointed for the Members’ Council using the following procedure.
5. Publicly elected Governors will be invited to self-nominate supported by a brief written explanation of why they are putting themselves forward and evidencing how they would be able to fulfil the role.
6. The Nominations Committee will shortlist the self-nominations and invite shortlisted candidates to make a brief presentation and answer questions based on their ‘application’.
7. The Nominations Committee will then make a recommendation to the full Members’ Council.

Deputising arrangements for the Chair

8. The Deputy Chair of the Trust Board will chair the Members’ Council in the absence of the Chair.
9. If the person chairing the meeting has a conflict of interest in relation to the business being discussed, the Lead Governor (or the Deputy Lead Governor in their absence) will preside over that part of the meeting.

Tenure for appointed Governors

10. An appointed Governor:
 - 10.1 shall normally hold office for a period of three calendar years

- 10.2 shall be eligible for re-appointment at the end of his term
- 10.3 may not hold office for longer than nine years in total, and shall not be eligible for re-appointment if he has already held office for more than six consecutive years.
- 11. An appointed Governor shall cease to hold office if the appointing organisation which appointed him terminates the appointment.

Further provisions as to eligibility to be a Governor

- 12. A person may not become a Governor of the Foundation Trust, and if already holding such office will immediately cease to do so, if:
 - 12.1 they are a Director of the Foundation Trust or a Governor or director of an NHS body (unless they are appointed by an appointing organisation which is an NHS body)
 - 12.2 they are the spouse, partner, parent or child of a member of the Board of Directors of the Foundation Trust
 - 12.3 they are a member of a local authority's Scrutiny Committee covering health matters
 - 12.4 they have been previously removed as a Governor pursuant to paragraph 14 of this Annex 5
 - 12.5 being a member of one of the Public Constituencies, they refuse to sign a declaration in the form specified by the Secretary of particulars of their qualification to vote as a member of the Foundation Trust, and that they are not prevented from being a member of the Members Council
 - 12.6 they are subject to a sex offender order
 - 12.7 they have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS body
 - 12.8 they are a person whose tenure of office as the Chair or as a member or director of an NHS body has been terminated on the grounds that their appointment is not in the interests of the health service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest.
- 13. A person holding office as a Governor shall immediately cease to do so if:
 - 13.1 they resign by notice of one month in writing to the Chair of the Trust
 - 13.2 they fail to attend three consecutive meetings of the Members' Council, unless the other Governors are satisfied that:
 - 13.2.1 the absences were due to reasonable causes

- 13.2.2 they will be able to start attending meetings of the Members' Council again within such a period as the other Governors consider reasonable;
- 13.3 they have refused without reasonable cause to undertake any training which the Members' Council requires all Governors to undertake;
- 13.4 they have failed to sign and deliver to the Secretary a statement in the form required by the Secretary confirming acceptance of the code of conduct for Governors; (see Annex 6)
- 13.5 they are removed from the Members' Council under the following provisions.
- 14. A Governor may be removed from the Members' Council by a resolution approved by not less than two thirds of the remaining Governors present and voting on the grounds that:
 - 14.1 they have committed a serious breach of the code of conduct
 - 14.2 they have acted in a manner detrimental to the interests of the Foundation Trust
 - 14.3 the Members' Council consider that it is not in the best interests of the Foundation Trust for them to continue as a Governor.

Vacancies amongst Governors

- 15. Where a vacancy arises on the Members' Council for any reason other than expiry of term of office, the following provisions will apply.
- 16. Where the vacancy arises amongst the appointed Governors, the Secretary shall request that the appointing organisation appoints a replacement to hold office for the remainder of the term of office.
- 17. Where the vacancy arises amongst the elected Governors, the Members' Council shall be at liberty either:
 - 17.1 to call an election within three months to fill the seat for the remainder of that term of office
 - 17.2 to invite the next highest polling candidate for that seat at the most recent election, who is willing to take office, to fill the seat until the next annual election, at which time the seat will fall vacant and subject to election for any unexpired period of the term of office
 - 17.3 if the unexpired period of the term of office is less than nine months, to leave the seat vacant until the next elections are held.

ANNEX 6 – CODE OF CONDUCT FOR GOVERNORS

(Annex 5, 13.4 and Annex 10 4.1.1)

1. Introduction

The Code of Conduct seeks to outline the appropriate conduct for Governors of this Trust. It addresses both the requirements of office and of personal behaviour. Ideally, any penalties for non-compliance would not need to be applied; however, it is considered an essential guide for Governors, particularly those who are newly elected.

As a member representative dealing with difficult and confidential issues, Governors are required to act with discretion and care in the performance of their role. Governors are required to maintain confidentiality with regard to information gained through their involvement in the Trust.

This Code seeks to expand on and complements the Constitution of the Trust. Copies of the Constitution will be provided to all Governors on election or appointment.

Governors, once elected or appointed, will be required by the Chair of the Trust to sign a declaration to confirm they will comply with this Code of Conduct in all respects and that, in particular, they support the mission, vision, values and goals of the Trust.

2. Qualification for Office

Governors must continue to comply with the qualifications required to hold elected office throughout their period of tenure as defined in the Constitution. The Head of Corporate Governance (Company Secretary) should be advised of any changes in circumstances that might or do disqualify the Governor from continuing in office.

All Governors will be expected to understand, agree and promote the Trust's Equality, Involvement, Communication and Membership Strategy in every aspect of their work. There are also a number of other policies to which Governors will be expected to adhere which are all referenced in the Governor handbook and copies of which will be provided on request from the Corporate Governance team.

One of the key objectives of the Members' Council will be to promote local accountability for all communities throughout its work. As such, the development and delivery of initiatives should not prejudice any part of the community on the grounds of age, disability, race, religion or belief, maternity and pregnancy, marriage and civil partnership, sex (gender), gender reassignment, sexual orientation or being a carer. The promotion of any personal or political view that undermines this prime objective is grounds for dismissal from the Member's Council.

3. Role and function of the Members' Council

Governors are expected to:

- a) Actively support the mission, vision, values and goals of the Trust in developing a successful NHS Foundation Trust.
- b) Act in the best interests of the Trust at all times.
- c) Communicate with members and act as a bridge between local communities and Trust Board.
- d) Foundation trust governors should canvass the opinion of the trust's members and the public, and for appointed governors the body they represent, on the NHS foundation trust's forward plan, including its objectives, priorities and strategy, and their views should be communicated to the board of directors. The annual report should contain a statement as to how this requirement has been undertaken and satisfied.
- e) Contribute to the Members' Council in order for it to fulfil its role and functions as defined in the Constitution.
- f) Recognise that the Members' Council exercises collective decision making in the meeting room, which is recorded in the minutes. Outside the meeting room a Governor has no more rights and privileges than any other member.
- g) Recognise that the Members' Council has no managerial role within the Trust.
- h) Value and treat with respect colleagues on the Members' Council and all members of staff with whom the Governor has contact.
- i) Attend meetings of the Members' Council and training events on a regular basis in order to carry out the role of Governor.
- j) Conduct themselves in a manner that enables them to act as an ambassador for the Trust.
- k) Abide by the policies and procedures of the Trust.

4. Conflicts of Interest

Governors should act with the utmost integrity and objectivity and in the best interests of the Trust in performing their duties. They should not use their position for personal advantage or seek to gain preferential treatment.

Any Governor who has a material interest in a matter as defined in the Constitution, should declare such interest to the Members' Council for it to be recorded in the Register of Interests for the Members' Council, and will not be present, except with the permission of the Members' Council, in any discussion of the matter and shall not vote on the issue.

If in any doubt they should seek advice from the Chair of the Trust. It is important that conflicts of interest are addressed and are seen to be actioned in the interests of the Trust and all individuals concerned.

Any Governor who fails to disclose any interest required to be disclosed under the preceding paragraph must permanently vacate their office if required to do so by a majority of the remaining Governors.

Information on the Declaration of Interests process is contained in the Governors' information pack.

5. Members' Council meetings

Governors have a responsibility to attend meetings of the Members' Council. When this is not possible they should submit an apology to the Chair of Trust in advance of the meeting.

In accordance with the Constitution, absence from the Members' Council meetings without good reason established to the satisfaction of the Chair and/or the Deputy Chair is grounds for disqualification. Absence from three consecutive meetings, unless the Chair and/or Deputy Chair are satisfied that the absences were due to reasonable causes and they will start attending meetings again within a reasonable period of time, will result in the Governor being deemed to have resigned their position.

Governors should attend the whole of the meeting.

6. Personal Conduct

Governors are required to adhere to the highest standard of conduct in the performance of their duties. In respect to their interaction with others, they are required to agree and adhere to the following statements:

- I acknowledge that the Trust is an apolitical organisation.
- If I am a member of any trade union, political party or other organisation, I recognise that, should I be elected or appointed, I will not be representing those organisations (or the views of those organisations) but will be representing the constituency (public or staff) that elected me or organisation who nominated me.
- I will be honest and act with integrity and probity at all times.
- I will respect and treat with dignity and fairness the public, service users and carers, relatives, NHS staff and partners in other agencies.
- I will seek to ensure that my fellow Governors are valued as colleagues and that judgements about colleagues are consistent, fair and unbiased and are properly founded.
- I will not use language or behaviour that others might find offensive.
- I agree to abide by the directions of the Chair of the meeting.
- I will accept responsibility for my actions.
- I will show my commitment to working as a team member by working with my colleagues in the NHS and wider community.
- I will seek to ensure that the membership of the constituency I represent is properly informed and able to influence services.
- I will seek to ensure that no-one is discriminated against because of their age, disability, race, religion or belief, maternity and pregnancy, marriage and civil partnership, sex (gender), gender reassignment, sexual orientation or being a carer.
- I will, at all times, comply with the Standing Orders and Standing Financial Instructions of the Trust.
- I will respect the confidentiality of individual service users and comply with the confidentiality policies of the Trust.

- I will not make, permit or knowingly allow to be made any untrue or misleading statement relating to my own duties or the functions of the Trust.
- I will seek to ensure that the best interests of the public, service users, carers and staff are upheld in decision-making and the decisions are not improperly influenced by gifts or inducements.
- I will support and assist the Accounting Officer of the Trust (the Chief Executive) in his/her responsibility to answer to the Independent Regulator, Commissioners and the public in terms of fully faithfully declaring and explaining the use of resources and the performance of the total NHS in putting national policy into practice and delivering targets;
- I will uphold the seven principles of public life as defined by the Nolan Committee.

The Members' Council and Trust Board will follow the principles set out by the Committee on Standards in Public Life (the Nolan Committee, now the Wicks Committee). The Members' Council will, therefore, also be expected to adhere to the following principles.

Selflessness

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

Integrity

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

Objectivity

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

Accountability

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

Openness

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

Honesty

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

Leadership

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

All Governors are required to respect the confidentiality of the information received in the role as Governor and act with integrity and objectivity in the best interests of the Trust, without any expectation of personal benefit. Any disclosure of confidential information could result in dismissal from the Members' Council.

7. Confidentiality

As a member representative dealing with difficult and confidential issues, Governors are required to act with discretion and care in the performance of their role. Governors are required to maintain confidentiality with regard to information gained through their involvement in the Trust and disclosure of confidential information is likely to result in dismissal from the Members' Council.

8. Training and development

Training and development are essential for Governors to ensure they have the necessary skills and competencies to fulfil their role and there is an obligation on Governors to attend training relevant to their needs.

9. Reimbursement of expenses

Governors will not receive payment for their role; however, they will receive reimbursement of any out of pocket expenses incurred whilst carrying out their duties as a Governor of the Trust. Guidelines are contained in the Governors' information pack. The expenses of Governors will be published in the annual report.

10. Visits to SWYPFT premises

Requests to make formal visits to any Trust service should be made through the Corporate Governance team. This does not apply to personal visits to Trust premises.

11. Non-compliance with the Code of Conduct

Non-compliance with the Code may result in the following action:

- a) Where misconduct takes place, the Chair shall be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.
- b) Where such misconduct is alleged, it shall be open to the Members' Council to decide, by simple majority of those in attendance, to lay a formal charge of misconduct.
- c) Notifying the Governor in writing of the charge/s, detailing the specific behaviour, which is considered to be detrimental to the Trust, and inviting and considering their response within a defined timescale.
- d) Inviting the Governor to address the Members' Council in person if the matter cannot be resolved satisfactorily through correspondence.
- e) Deciding, by simple majority of those present and voting, whether to uphold the charge of conduct detrimental to the Trust.
- f) Imposing such sanctions as shall be deemed appropriate. Such sanctions will range from the issuing of a written warning as to the Governor's future conduct and consequences, non-payment of expenses to the removal of the Governor from office.

A Governor may be removed from the Members' Council by a resolution approved by not less than two-thirds of the remaining Governors present and voting at a

General Meeting of the Council of Members.

This Code of Conduct does not limit or invalidate the right of the Governor or the Trust to act under the Constitution.

ANNEX 7 – ADDITIONAL PROVISIONS – TRUST BOARD

(Paragraphs 25.3, 26.3, and 29)

Appointment and Removal of Chair and other Non-Executive directors, including Associate Non-Executive Directors

1. Non-Executive Directors are to be appointed by the Members' Council using the following procedure.
 - 1.1 The Members' Council will maintain a policy for the composition of the Non-Executive Directors which takes account of the membership strategy, and which they shall review from time to time and not less than every three years.
 - 1.2 The Trust Board may work with an external organisation recognised as expert at appointments to identify candidates with appropriate skills and experience required for Non-Executive Directors vacancies.
 - 1.3 (An) appropriate candidate(s) will be identified by a Nominations Committee through a process of open competition, which takes account of the policy maintained by the Members' Council and the skills and experience required.
 - 1.4 The Nominations Committee will comprise the Chair of the Foundation Trust (or, when a Chair is being appointed, another non-executive Director), the Chief Executive and at least two Governors selected by the Members' Council. Best practice is that the selection panel for a post should include at least one external assessor from NHS England and/or a representative from a relevant ICB, and the foundation trust should engage with NHS England to agree the approach.
2. The removal of the Chair or another Non-Executive Director shall be in accordance with the following procedures.
 - 2.1 Any proposal for removal must be proposed by a Governor and seconded by not less than three-quarters of the Members' Council of whom at least two must be elected Governors and two must be appointed Governors.
 - 2.2 Written reasons for the proposal shall be provided to the Non-Executive Director in question, who shall be given the opportunity to respond to such reasons.
 - 2.3 In making any decision to remove a Non-Executive Director, the Members' Council shall take into account the annual appraisal carried out by the Chair.
 - 2.4 If any proposal to remove a Non-Executive Director is not approved at a meeting of the Members' Council, no further proposal can be put forward to remove such Non-Executive Director based upon the same reasons within 12 months of the meeting.

Further provisions as to disqualification of Directors

3. A person may not become or continue as a Director of the Foundation Trust if:
 - 3.1 they are a member of the Members' Council or, except with the permission of the Trust Board, a governor or director of an NHS body
 - 3.2 they are the spouse, partner, parent or child of a member of the Trust Board of the Foundation Trust
 - 3.3 they are a member of a local authority's Scrutiny Committee covering health matters
 - 3.4 they are the subject of a disqualification order made under the Company Directors Disqualification Act 1986
 - 3.5 they are a person whose tenure of office as a Chair or as a member or director of an NHS body has been terminated on the grounds that their appointment is not in the interests of the health service, for non attendance at meetings, or for non-disclosure of a pecuniary interest
 - 3.6 they have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with an NHS body
 - 3.7 in the case of a Non-Executive Director they have refused without reasonable cause to fulfil any training requirement established by the Trust Board
 - 3.8 in the case of a Non-Executive Director or Associate Non-Executive Director they are currently employed as a member of staff with the Trust
 - 3.9 in the case of a Non-Executive Director or Associate Non-Executive Director they are not a member of the Trust.
 - 3.10 they have refused to sign and deliver to the Secretary a statement in the form required by the Trust Board confirming acceptance of the declaration and register of fit and proper persons, interests and independence for Directors. (see Annex 8)

Expenses

4. The Foundation Trust may reimburse Non-Executive Directors and Associate Non-Executive Director travelling and other costs and expenses incurred in carrying out their duties at such rates as the remuneration committee of Non-Executive Directors decides. These are to be disclosed in the annual report.

5. The remuneration, allowances and other terms of office of the Non-Executive Directors are determined by the Members' Council as set out in paragraph 33.1 of the constitution.
6. The remuneration and allowances for Directors are to be disclosed in bands in the annual report.

ANNEX 8 - TRUST BOARD DECLARATION AND REGISTER OF FIT AND PROPER PERSONS, INTERESTS AND INDEPENDENCE (Annex 7, 3.10)

1. Introduction and background

In accordance with the Constitution of the Trust, the National Health Service Act 2006 (as amended by the Health and Social Care Act 2012 and Health and Social Care Act 2022) and Monitor's (referred to as 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 and the UK Corporate Governance Code produced by the Financial Reporting Council, the Trust is required to maintain a Register of Interests of Directors. The Trust is also required, under the new fundamental standard regulations set out in the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014, to ensure its Directors meet fit and proper person requirements, which came into force on 1 October 2014.

2. Policy development

The Trust has had a policy in place in relation to Directors' declarations of interests since its inception in April 2002. This Policy was updated in May 2009 when the Trust was authorised as a Foundation Trust.

In September 2011, the Policy was subsequently 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. 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 Director 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 December 2013, a further revision was made to reflect the changes to the Trust's Constitution as a result of the provisions in the Health and Social Care Act 2012 relating to Directors' interests.

In March 2015, a further revision was made to incorporate the fit and proper person requirement for directors set out in the new fundamental standard regulations in the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014, which came into force on 1 April 2015. Within the new regulations, the duty of candour and the fit and proper person requirements for Directors came into force earlier for NHS bodies on 1 October 2014.

In March 2018, a further revision was made to align the Policy with the Trust's Standards of Conduct in Public Service Policy (conflicts of interest policy) which addresses the requirements of the NHS England guidance and model policy for the NHS organisations on managing staff conflicts of interests.

In September 2023, a further revision to the Constitution and policy was agreed to incorporate the changes as a result of the Kark Review (2019) which was commissioned by the government in July 2018 to review the scope, operation and

purpose of the fit and proper person test (FPPT) as it applies under the current regulation 5 of the health and social Care Act 2008 (Regulated Activities) regulations 2014.

NHS organisations are expected to use it for all new board level appointments or promotions and for annual assessments for all board members going forward from 30 September 2023. It should be read alongside the NHS Constitution, NHS People Plan, People Promise and forthcoming NHS Leadership Competency Framework.

The Framework has introduced a requirement for and means of retaining certain information relating to testing the requirements of the FPPT for board members, a set of core elements for the FPPT assessment of all board members, and a new way of completing references.

The purpose of the new Framework is to strengthen individual accountability and transparency for board members, thereby enhancing the quality of leadership within the NHS.

It is a core element of a broader programme of board development, effective appraisals and values-based (as well as competency-based) appointments – all of which are part of the good practice required to build a ‘healthy’ board.

The Framework will help board members build a portfolio to support and provide assurance that they are fit and proper, while demonstrably unfit board members will be prevented from moving between NHS organisations.

The Framework applies to executive and non-executive directors of integrated care boards (ICBs), NHS trusts and foundation trusts, NHS England and the CQC, interim as well as permanent appointments where greater than six weeks and those who are called “directors” within Regulation 5.

The framework has been updated as follows:

- Updates in the NHS Electronic Staff Record (ESR) to record the testing of relevant information about board members’ qualifications and career history.
- A new standard board member reference template for references for all new appointments. For board members who leave their position, organisations must complete and retain locally the new board member reference, whether or not a reference has been requested by a prospective employer.
- An NHS Leadership Competency Framework will provide guidance for the competence categories against which a board member should be appointed, developed and appraised.
- The annual assessment needs to be in line with the FPPT checklist which is set out at appendix 7 of the framework (attached) so organisations should ensure they are familiar with this document.

The duty to store information relevant to the annual assessment (as set out in the checklist) will apply to existing directors (as they will have to comply with the assessment each year) and not only new appointees/promotions.

This Policy applies to all directors and 'equivalents', which, for this Trust, includes both Non-Executive and Executive Directors of the Trust, and other Directors forming the Executive Management Team.

3. Fit and proper person requirement for directors

The fit and proper person requirement for directors states that individuals who have authority in organisations that deliver care are responsible for the overall quality and safety of that care and, as such, can be held accountable if standards of care do not meet legal requirements. It applies to all directors and 'equivalents', which, for this Trust, includes both Non-Executive and Executive Directors of the Trust, and other Directors forming the Executive Management Team. It is the responsibility of the Chair to ensure that all Directors meet the fitness test and do not meet any of the 'unfit' criteria.

In addition to the usual requirements of good character, health, qualifications, skills and experience, the regulation bars individuals who are prevented from holding the office (for example, under a director's disqualification order) and excludes from office people who:

"have been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity, or discharging any functions relating to any office or employment with a service provider."

The Care Quality Commission (CQC) is the body that will decide whether a person is not fit to be a director on the basis of any previous misconduct or incompetence in a previous role for a service provider. This would be the case even if the individual was working in a more junior capacity at that time, or working outside England.

The regulation requires the Chair to:

- Confirm to the CQC that the fitness of all new directors has been assessed in line with the regulations.
- Declare to the CQC in writing that they are satisfied that they are fit and proper individuals for that role.

A notification is required following a new director-level appointment. The CQC will cross-check notifications about new directors against other information they hold or have access to, to decide whether it wants to look further into the individual's fitness. The CQC will also have regard to any other information they hold or obtain about directors in line with current legislation on when convictions, bankruptcies or similar matters are to be considered 'spent'.

Where a director is associated with serious misconduct or responsibility for failure in a previous role, the CQC will have regard to the seriousness of the failure, how it was managed, and the individual's role within that. There is no time limit for considering such misconduct or responsibility. Where any concerns about an existing director come to the attention of the CQC, it may also ask the Trust to provide the same assurances.

Should the CQC use its enforcement powers to ensure all directors are fit and proper for their role, it will do so by imposing conditions on the provider's registration to ensure the provider takes appropriate action to remove the director.

4. Fit and proper person requirement – Trust duties

To meet the requirements of the fit and proper person test, the Trust must carry out all necessary checks to confirm that persons who are appointed to the role of director in the Trust are:

- Of good character (Schedule 4, Part 2 of the regulations).
Have the appropriate qualifications, are competent and skilled (including that they show a caring and compassionate nature and appropriate aptitude).
- Have the relevant experience and ability (including an appropriate level of physical and mental health, taking account of any reasonable adjustments).
- Exhibit appropriate personal behaviour and business practices.

In addition, persons appointed to these roles must not have been responsible for, or known, contributed to or facilitated any serious misconduct or mismanagement in carrying on a regulated activity.

The Trust will ensure it has procedures in place to assess an individual against the fit and person requirements for new Director appointments prior to that appointment. The Head of Corporate Governance (Company Secretary) is responsible for ensuring procedures are in place and implemented for Non-Executive Director appointments and the Director of Human Resources and Organisational Development for Executive and 'other' Director appointments.

The CQC does recognise that the Trust may not have access to all relevant information about a person, or that false or misleading information may be supplied to it; however, the CQC does expect the Trust to demonstrate due diligence in carrying out checks and that it has made every reasonable effort to assure itself about an individual by all means available to it.

If the Trust decides to appoint a director, or continues to employ or appoint a Director, who does not meet the 'fit and proper person' test, it will need a strong rationale for doing so, which is defensible by the Chair both to the CQC and to NHS England / Improvement. Currently, the only outcome if the CQC decides an individual is not a 'fit and proper person' is removal.

5. Fit and proper person requirement – individual responsibilities

Although the obligation is on the Trust to ensure it meets the regulation particularly in relation to new appointments, Trust Board agreed in September 2014 that Directors have a responsibility to continue to make a declaration that they meet the fit and proper person requirement as part of the annual declaration of interests process and should their circumstances change.

The criteria for a 'fit and proper person' are as follows.

- The individual is of good character.

- The individual has the qualifications, competence, skills and experience which are necessary for the relevant office or position or the work for which they are employed or appointed.
- The individual is able by reason of their health, after reasonable adjustments are made, of properly performing tasks which are intrinsic to the office or position for which they are appointed or to the work for which they are employed.
- The individual has not been responsible for, been privy to, contributed to or facilitated any serious misconduct or mismanagement (whether unlawful or not) in the course of carrying on a regulated activity or providing a service elsewhere which, if provided in England, would be a regulated activity.
- None of the grounds for unfitness specified in Part 1 of Schedule 4 apply to the individual (see below):

Schedule 4 criteria

Fit and proper

1. The person is an undischarged bankrupt or a person whose estate has had sequestration awarded in respect of it and who has not been discharged.
2. The person is the subject of a bankruptcy restrictions order or an interim bankruptcy restrictions order or an order to like effect made in Scotland or Northern Ireland.
3. The person is a person to whom a moratorium period under a debt relief order applies under Part VIIA (debt relief orders) of the Insolvency Act 1986.
4. The person has made a composition or arrangement with, or granted a trust deed for, creditors and not been discharged in respect of it.
5. The person is included in the children's barred list or the adults' barred list maintained under section 2 of the Safeguarding Vulnerable Groups Act 2006, or in any corresponding list maintained under an equivalent enactment in force in Scotland or Northern Ireland.
6. The person is prohibited from holding the relevant office or position, or in the case of an individual from carrying on the regulated activity, by or under any enactment.

And for good character

7. Whether the person has been convicted in the United Kingdom of any offence or been convicted elsewhere of any offence which, if committed in any part of the United Kingdom, would constitute an offence.
8. Whether the person has been erased, removed or struck-off a register of professionals maintained by a regulator of health care or social work professionals.

6. Conflicts of interest – duties of Directors

Meeting the fit and proper person requirement as set out above does not remove the responsibility of Directors of the Trust to adhere to the duties of a Director of the Trust, as set out in the Trust's Constitution, which include the following.

1. A duty to avoid any situation where a Director has (or could have) a direct or indirect interest that conflicts (or may possibly conflict) with the interests of the Trust. This duty is not infringed if the situation cannot reasonably be regarded as likely to give rise to a conflict of interest or the matter has been authorised in accordance with the Constitution.

2. A duty not to accept a benefit from a third party because they are a Director or doing (or not doing) anything in this capacity. This duty is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest. (A “third party” means a person other than the Trust or a person acting on its behalf.)

The Trust’s *Standards of Conduct in Public Service Policy* (conflicts of interest policy), which addresses the requirements of the NHS England guidance and model policy for the NHS organisations on managing staff conflicts of interests, applies to Directors of the Trust as ‘decision making staff’. The policy describes the requirements for declaring interests including gifts, hospitality, outside employment, shareholdings and other ownership issues, patents, loyalty interest, donations, sponsored events, sponsored research, sponsored posts, and clinical private practice. Further to this, Directors 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.

If a Director of the Trust has a direct or indirect interest in a proposed transaction or arrangement with the Trust, the Director must declare the nature and extent of that interest to Trust Board. If a declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. Any declaration must be made before the Trust enters into the transaction or arrangement.

If the Director is not aware of an interest, or where the Director is not aware of the transaction or arrangement in question, no declaration is required.

A Director need not declare an interest:

- a) If it cannot reasonably be regarded as likely to give rise to a conflict of interest.
- b) If, or to the extent that, the Directors are already aware of it.
- c) If, or to the extent that, it concerns terms of the Director’s appointment that have been or are to be considered either by a meeting of the Board of Directors or by a committee of the Directors appointed for the purpose under the Constitution.

All declarations will be entered into the Trust’s Register of Interests maintained by the Head of Corporate Governance (Company Secretary).

7. Declaration of interest – duties of Directors

In a spirit of openness and transparency, Directors are also encouraged to declare all relevant and material interests. These apply to the Director as well as the husband / wife, partner, parent, child or sibling of the Director 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 shareholdings 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 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.

If Directors 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 Directors as outlined below.

8. Declaration of interest – conduct at meetings

Any Director who fails to disclose any interest required to be disclosed under the Constitution and as set out in this Policy may be removed from office in accordance with the process for removing a Director as set out in the Trust's Constitution.

Any Director who has an interest in a matter to be considered by Trust Board that needs to be declared should declare such interest to Trust Board and:

1. Withdraw from the meeting and play no part in the relevant discussion or decision.
2. Not vote on the issue (and, if by inadvertence, they do remain and vote, their vote shall not be counted).

At the time an interest is declared, it should be recorded in Trust Board meeting minutes. Any changes in interests should be officially declared at the next Trust Board meeting following the change occurring. The Trust should be informed in writing within four weeks of becoming aware of the existence of, or a change to, an interest. The Register of Interests will be amended on receipt within seven working days and the interest notified to the next relevant meeting.

During the course of a Trust Board meeting, if a conflict of interest is established, the Director(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.

9. Register of interests

Details of any interests declared by Directors will be recorded in the Register of Interests of the Directors.

The details of Directors' 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 Trust Board on an annual basis (usually in March each year). As part of this process, Trust Board 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 Directors to declare interests during the year and is a standing item on each public Trust Board 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.

10. Determination of independence

Monitor's (NHS England / Improvement) Code of Governance also requires the Board to identify in the Trust's annual report those Non-Executive Directors it considers to be independent in character and judgement and whether there are any relationships or circumstances likely to affect, or could appear to affect, the Director's judgement. In addition to the above fit and proper person requirements and declaration of interests, Non-Executive Directors are also asked to declare whether he / she:

- a) Has been an employee of the Trust within the last five years.
- b) Has, or has had within the last three years, a material business relationship with the Trust either directly or as a partner, shareholder, director or senior employee of a body that has such a relationship with the Trust.
- c) Has received or receives additional remuneration from the Trust apart from the Non-Executive Directors' fee, participates in the Trust's performance related pay scheme, or is a member of the Trust's pension scheme.
- d) Has close family ties with any of the Trust's advisers, Directors or senior employees.
- e) Holds cross-directorships or has significant links with other Directors through involvement in other companies or bodies.

- f) Has served on the Trust Board for more than nine years from the date of their first appointment.

Non-Executive Directors have a responsibility to continue to make a declaration of independence as part of the annual declaration of interests process and should their circumstances change.

11. Appendices

- Fit and proper person declaration by the Chair and Directors of the Trust form.
- Declaration of interests by the Chair and Directors of the Trust form.
- Declaration of independence by the Chair and Non-Executive Directors of the Trust form.

ANNEX 9 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE MEMBERS' COUNCIL

(Paragraph 18)

1. Calling Meetings

- 1.1 The Members' Council is to meet at least four times in each financial year (excluding the Annual Members' Meeting) at such times and places as the Council may determine.
- 1.2 Meetings of the Members' Council may be called by the Secretary, or by the Chair, or by ten Governors including at least two elected Governors and two appointed Governors who give written notice to the Secretary specifying the business to be carried out.

2. Admission of the Public

- 2.1 All meetings of the Members' Council are to be General Meetings open to members of the public unless the Members' Council decides otherwise in relation to all or part of a meeting for reasons of commercial confidentiality or on other proper grounds. The Chair may exclude any member of the public from a meeting of the Members' Council if they are interfering with or preventing the proper conduct of the meeting.

3. Notice of Meetings

- 3.1 Save in the case of emergencies or the need to conduct urgent business, the Secretary will give at least seven days' notice of the date and place of every meeting of the Members' Council to all Governors. Notice will also be published on the Trust's website.
- 3.2 After the receipt of a request to call a meeting the Secretary shall send notice to all Governors, specifying the business to be carried out, as soon as possible after the receipt of such a request. The Secretary shall call a meeting on at least 14 but not more than 28 days' notice to discuss the specified business. If the Secretary fails to call such a meeting then the Chair or 10 Governors, whichever is the case, shall call such a meeting.
- 3.3 The notice of the meeting specifying the business proposed to be transacted at it shall be delivered to every Governor, so as to be available to him / her at least five clear days before the meeting.
- 3.4 Lack of service of the notice shall not affect the validity of a meeting.
- 3.5 In the case of a meeting called by the Chair or the Governors in default of the Secretary, the Chair or those Governors shall sign the notice and no business shall be transacted at the meeting other than that specified in the notice.

- 3.6 In such a case, failure to serve such a notice on more than 20 Governors will invalidate the meeting.

4. Setting the Agenda

- 4.1 The Foundation Trust may determine that certain matters shall appear on every agenda for a meeting of the Council and shall be addressed prior to any other business being conducted.
- 4.2 In accordance with the Constitution every agenda for meetings of the Members' Council will draw to the attention of Governors the declaration they are required to make in clause 9.1 stating that they are qualified to vote as a member of the Trust and that they are not prevented from being a member of the Members' Council. An elected Governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Members' Council.
- 4.3 Any Governor wishing to submit an agenda item must notify the Secretary in writing at least ten clear days prior to the meeting at which it is to be considered. Requests made less than ten clear days before a meeting may be included on the agenda at the discretion of the Chair.

5. Chair of the Meeting

- 5.1 The Chair of the Trust or, in their absence, the Deputy Chair is to preside at meetings of the Members' Council.
- 5.2 If the Chair has a conflict of interest in relation to the business being discussed, the Deputy Chair will chair that part of the meeting.
- 5.3 If the person chairing the meeting has a conflict of interest in relation to the business being discussed, the Lead Governor (Deputy Lead Governor in their absence) will preside over that part of the meeting.
- 5.4 If a vote concerns matters relating to the Chair and / or Non-Executive Directors, neither the Chair of the Trust nor any other Non-Executive Director should preside over the meeting. In this instance the Lead Governor (Deputy Lead Governor in their absence) should preside over that part of the meeting and have the casting vote.

6. Annual Members' Meeting

- 6.1 The Foundation Trust will publicise and hold an Annual Members' Meeting in accordance with the Constitution.

7. Motions

- 7.1 Motions may only be submitted by a Governor and must be received by the Secretary in writing at least one week prior to the meeting at which they are to be considered.

- 7.2 Emergency motions may only be submitted by a Governor and must be received by the Secretary before the commencement of the meeting. Acceptance of such motions for inclusion on the Agenda will be at the discretion of the Chair.
- 7.3 Any other business should be notified to the Chair at the commencement of the meeting. Acceptance of such items of business for inclusion on the agenda will be at the discretion of the Chair.
- 7.4 Notice of a motion to rescind a previous Minute must be received by the Secretary at least 21 days before the meeting and must be signed by a majority of members. Such a motion should not be taken until at least 30 minutes after the start of the meeting.
- 7.5 An amendment that does not directly negate a resolution may be moved by any member. No further amendments may be moved until the first amendment is disposed of. If an amendment is passed it shall become part of the substantive motion and subject to further amendment.

8. Chair's Ruling

- 8.1 Statements of Governors made at meetings of the Members' Council shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

9. Voting

- 9.1 An elected Governor may not vote at a meeting of the Members' Council unless, before attending the meeting, they have made a declaration in the form specified by the Members' Council of particulars of their qualification to vote as a member of the Trust, and that they are not prevented from being a member of the Members' Council. An elected Governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Members' Council, and every agenda for meetings of the Members' Council will draw this to the attention of elected Governors.
- 9.2 Subject to the Constitution questions arising at a meeting shall be determined by a majority of the votes of the Governors present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second or casting vote.
- 9.3 All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.
- 9.4 In accordance with the Constitution the appointment of the Chair and any Non-Executive Director of the Trust is subject to the approval of a majority of the votes of the Governors present.

- 9.5 In accordance with the Constitution the removal of the Chair and any Non-Executive Director of the Trust is subject to a three-quarters majority of all the members of the Council of Members, voting at the meeting, of which at least two must be elected and two appointed.
- 9.6 In accordance with the Constitution the appointment of the Chief Executive is subject to the approval of a majority of the members of the Council of Members present and voting at a meeting.
- 9.7 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.
- 9.8 Subject to the Constitution, and subject to clause 9.5, questions arising at a meeting of the Members' Council shall be decided by a majority of votes.
- 9.9 No resolution of the Members' Council shall be passed if all the Public Governors present unanimously oppose it.
- 9.10 All decisions taken in good faith at a meeting of the Members' Council or of any committee shall be valid even if it is discovered subsequently that there was a defect in the calling of the meeting, or the appointment of the Governors attending the meeting.

10. Attendance

- 10.1 Governors who are unable to attend the Members' Council meeting should advise the Secretary in advance of the meeting so that their apologies may be submitted.
- 10.2 The Members' Council may agree that its members can participate in its meetings by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute the presence of the person at the meeting.
- 10.3 The Members' Council may invite the Chief Executive or any other member or members of the Trust Board, or a representative of the Trust's auditors or other advisors to attend a meeting of the Members' Council.

11. Minutes

- 11.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting. The person presiding at that meeting will sign them.
- 11.2 No discussion shall take place upon the Minutes except upon their accuracy or where the Chair considers discussion appropriate (for example, consideration of matters arising). Any amendment to the Minutes shall be agreed and recorded at the next meeting.
- 11.3 Minutes shall be circulated in accordance with the Governors' wishes. Where

providing a record of a public meeting the Minutes shall be made available to the public.

12. Record of Attendance

- 12.1 The names of the Governors present at the meeting shall be recorded in the minutes.

13. Suspension of Standing Orders

- 13.1 Except where this would contravene the Constitution or any statutory provision, any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council are present, and that a majority of those present vote in favour of suspension.
- 13.2 A decision to suspend Standing Orders shall be recorded in the minutes of the Meeting.
- 13.3 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Governors.
- 13.4 No formal business may be transacted while Standing Orders are suspended.

14. Variation and Amendment of Standing Orders

- 14.1 These Standing Orders may only be amended in accordance with paragraph 44 of this constitution. A motion to change the Standing Orders must be submitted to the Secretary in writing at least 21 days before the meeting.

15. Quorum

- 15.1 The quorum for the Members' Council will be one-third of the membership of the Council provided that a minimum of half of this one-third are publicly elected Governors.
- 15.2 Any Governor who has been disqualified from participating in the discussion on any matter and / or from voting on any resolution by reason of the declaration of a conflict of interest shall no longer count towards the quorum. If a quorum is then not available for the discussion and / or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.
- 15.3 In accordance with the Constitution if at any meeting there is no quorum within 30 minutes of the time fixed for the start of the meeting, the meeting shall stand adjourned for seven days and upon reconvening, those present shall constitute a quorum.

16. Committees

- 16.1 The Members' Council may not delegate any of its powers to a committee or sub-committee, but it may appoint committees consisting of its members, Directors, and other persons to assist the Members' Council in carrying out its functions. The Members' Council may, through the Secretary, request that advisors assist them or any committee they appoint in carrying out its duties.

ANNEX 10 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE TRUST BOARD

(Paragraph 31)

To be read in conjunction with the Standing Financial Instructions, Reservation of Powers to the Board and Scheme of Delegation.

1. INTERPRETATION AND DEFINITIONS FOR STANDING ORDERS AND STANDING FINANCIAL INSTRUCTIONS

Save as otherwise permitted by law, at any meeting the Chair of the Trust shall be the final authority on the interpretation of Standing Orders (on which they should be advised by the Chief Executive or Secretary to the Board).

Any expression to which a meaning is given in the National Health Service Act 1977, National Health Service and Community Care Act 1990, the National Health Service Act 2006, the Health and Social Care Act 2012 and other Acts relating to the National Health Service or in the Financial Regulations made under the Acts shall have the same meaning in these Standing Orders and Standing Financial Instructions and in addition:

"Accounting Officer" refers to the Chief Executive who is responsible and accountable to Parliament for ensuring the proper stewardship of public funds and assets.

"Associate Non-Executive Director" - means a non-voting director of the Trust who is not an employee of the Trust

"Trust" means the South West Yorkshire Partnership NHS Foundation Trust.

"Trust Board" means the Chair, executive and non-executive directors of the Trust collectively as a body.

"Constitution" means the Constitution of the Trust and all annexes to it.

"Budget" means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of the Trust.

"Budget holder" means the director or employee with delegated authority to manage finances (Income and Expenditure) for a specific area of the organisation.

"Chair of the Board" (or Trust)" is the person appointed by the Members' Council to lead the Board and to ensure that it successfully discharges its overall responsibility for the Trust as a whole. The expression "the Chair of the Trust" shall be deemed to include the Deputy Chair of the Trust if the Chair is absent from the meeting or is otherwise unavailable.

"Chief Executive" means the chief officer of the Trust, who is also the Accounting Officer.

"Commissioning" means the process for determining the need for and for obtaining the supply of healthcare and related services within available resources.

"Committee" means a committee or sub-committee created and appointed by the Trust.

"Committee members" means persons formally appointed by the Board to sit on or to chair specific committees.

"Contracting and procuring" means the systems for obtaining the supply of goods, materials, manufactured items, services, building and engineering services, works of construction and maintenance and for disposal of surplus and obsolete assets.

"Governor" means a person elected or appointed to serve on the Members' Council.

"Deputy Chair" means the non-executive director appointed by the Members' Council to take on the Chair's duties if the Chair is absent for any reason.

"Director of Finance and Resources" means the Chief Financial Officer of the Trust.

"Executive Director" means a director of the Trust who is an employee of the Trust.

"Funds held on trust" shall mean those funds which the Trust holds on date of incorporation, receives on distribution by statutory instrument or chooses subsequently to accept under powers derived under S.90 of the NHS Act 1977, as amended. Such funds may or may not be charitable.

"Members' Council" is the body established according to the constitution to represent the interests of stakeholders.

"Monitor" (or successor organisation) is the Regulator appointed under the National Health Service Act 2006.

"Nominated officer" means an officer charged with the responsibility for discharging specific tasks within Standing Orders and Standing Financial Instructions.

"Non-Executive Director" means a director of the Trust who is not an employee of the Trust.

"Officer" means employee of the Trust or any other person holding a paid appointment or office with the Trust.

"Secretary" means a person appointed to act independently of the Board to provide advice on corporate governance issues to the Board and the Chair and monitor the Trust's compliance with the law, Standing Orders, and guidance issued by the Department of Health and NHS England.

"SFIs" means Standing Financial Instructions.

"SOs" means Standing Orders.

"Trust Board member" means an executive or non-executive director of the Board as the context permits.

2. INTRODUCTION

2.1 Statutory Framework

South West Yorkshire Partnership NHS Foundation Trust is a public benefit corporation established in accordance with the provisions of the National Health Service Act 2006 and was authorised on 1 May 2009. The Standing Orders of the Trust are designed to facilitate effective working of the Trust Board and to reflect the standards for business conduct and probity that are set out in the NHS England Code of Governance for NHS Provider Trusts (October 2022), effective from 1 April 2023.

- 2.1.1 The Trust is a specialist [NHS foundation trust providing community, mental health, learning disability and autism services to the people of Barnsley, Calderdale, Kirklees, and Wakefield. We also provide adult secure services for West and South Yorkshire, and we provide CAMHS services in Wetherby Youth Offending Institute \(YOI\) and Adel Beck Secure Children's Home.](#)

[We are the coordinating provider for the West Yorkshire adult secure services provider collaborative and the lead for the South Yorkshire and Bassetlaw adult secure services provider collaborative. We are the coordinating provider across Yorkshire and Humber for community forensic child and adolescent mental health services \(CAMHS\).](#)

The headquarters of the Trust is Fieldhead Hospital, Ouchthorpe Lane, Wakefield, WF1 3SP.

- 2.1.2 NHS Foundation Trusts are governed mainly by the National Health Service Act 2006, the Health and Social Care Act 2012 and the Health and Social Care Act 2022, and are subject to regulation by NHS England.

- 2.1.3 The functions of the Trust are conferred by this legislation.

- 2.1.4 The Trust must comply with each provision of the revised Code of Governance (October 2022) with effect from 1 April 2023, or, where appropriate, explain in each case why the trust has departed from the code.

- 2.1.4 As a statutory body, the Trust has specified powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable as well as to the Secretary of State for Health.

The Trust is required to adopt Standing Orders for the regulation of its proceedings and business. The Trust must also adopt Standing Financial Instructions (SFIs) setting out the responsibilities of individuals. The Trust is additionally required to draw up a schedule of decisions that are reserved for the Board and to ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior executives (a scheme of delegation). The documents setting out the Reservation of Powers to the Board and Scheme of Delegation, and the Standing Financial Instructions have effect as if incorporated into the Standing Orders.

The Trust is also bound by such other statutes and legal provisions which govern the conduct of its affairs. In addition to the statutory requirements, the Secretary of State through the Department of Health issues further directions and guidance. These are normally issued under cover of a circular or letter.

2.2 Dissemination of the Trust Board standing orders

The Chief Executive is responsible for ensuring all existing directors and staff and all new appointees to the Trust Board are notified of and understand their responsibilities within Standing Orders, Standing Financial Instructions and the Scheme of Delegation.

2.3 Changes to Standing Orders

Changes to the Standing Orders are subject to the following conditions.

- A notice of motion under SO 4.4 has been given.
- The amendment has been approved in accordance with paragraph 45 of the constitution.

2.4 Review of standing orders

These standing orders will be reviewed biannually by the Trust Board or when required. This review will include all documents having the effect as if incorporated into Standing Orders.

3. THE TRUST BOARD: COMPOSITION AND THE ROLE AND TERMS OF OFFICE OF DIRECTORS

3.1 Role of Directors

The Board will function as a unitary board. Executive and Non-Executive Directors will be full and equal members of the Board which will act as the corporate decision body. Their role as members of the Trust Board will be to consider the key strategic, risk and governance issues facing the Trust in carrying out its statutory and other functions.

3.2 Chair

The Chair should promote a culture of honesty, openness, trust and debate by facilitating the effective contribution of non-executive (section 46 Code of governance for NHS provider trusts Provision Requirement) directors in

particular and ensuring a constructive relationship between executive and non-executive directors.

The Chair shall be responsible for the operation of the Trust Board and chair all meetings of the Trust Board and the Members' Council when present. The Chair must comply with the terms of appointment and with these Standing Orders.

The Chair shall work in close harmony with the Chief Executive and shall ensure that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.

The Chair will meet at least four times per year with the Non-Executives without the Executive Directors present.

3.3 Non-Executive Directors

The Non-Executive Directors shall not be granted, nor shall they seek to exercise any individual executive powers on behalf of the Trust. They may however, exercise collective authority when acting as members of or when chairing a committee of the Trust which has delegated powers.

3.3.1 Associate Non-Executive Directors

The Associate non-executive directors shall not be granted, nor shall they seek, individual or collective executive powers or authority when in attendance at Trust committees and Board. Associate non-executives do not have voting rights at Board or its sub committees.

3.4 Executive Directors

Executive Directors shall exercise their authority within the terms of these Standing Orders and Standing Financial Instructions and the Scheme of Delegation.

3.5 Chief Executive

The Chief Executive is the Accounting Officer for the Trust and is responsible for ensuring the discharge of obligations under Financial Directions and in line with the requirements of the Accounting Officer Memorandum for NHS Foundation Trust Chief Executives.

3.6 Director of Finance and Resources

The Director of Finance and Resources is responsible for the provision of financial advice to the Trust and to its members and for the supervision of financial control and accounting systems. He / she shall be responsible along with the Chief Executive for ensuring the discharge of obligations under relevant Financial Directions.

3.7 Composition of the Trust Board

In accordance with the constitution the composition of the Trust Board shall be:

- (1) the Chair of the Trust (appointed by the Members' Council);
- (2) up to six non-executive directors (appointed by the Members' Council);
- (3) up to six executive directors including:
 - the Chief Executive who is the accounting officer;
 - the Director of Finance and Resources
 - the Director of HR and OD
 - a registered medical practitioner
 - a registered nurse

There will be at least one more non-executive director than executive directors, including the Chair of the Trust.

3.8 Appointment of Chair and Non-Executive Directors of the Trust

Provisions covering the appointment and removal of the Chair and Non-Executive Directors of the Trust Board are set out in paragraphs 26 of the constitution and Annex 7 of the constitution: Additional Provisions. 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. The Chair may be re-appointed for a further three years (up to a maximum of nine years in total) subject to the approval of the members' Council. ~~Appointment of~~ Non-Executive directors may be re-appointed for a further three years (up to a maximum of nine years in total), 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.~~

The Code of Governance for NHS Provider Trusts states at section C 4.3: Chairs or NEDs should not remain in post beyond nine years from the date of their first appointment to the board of directors and any decision to extend a term beyond six years should be subject to rigorous review. To facilitate effective succession planning and the development of a diverse board, this period of nine years can be extended for a limited time, particularly where on appointment a chair was an existing non-executive director. The need for all extensions should be clearly explained and should have been agreed with NHS England. A NED becoming chair after a three-year term as a non-executive director would not trigger a review after three years in post as chair.

On appointment the Chair must meet the 'independence' criteria set out in the NHS England Code of Governance for NHS Provider Trusts (October 2022), effective from 1 April 2023.

The Members' Council will be responsible for agreeing the remuneration of the Chair and Non-Executive Directors.

The senior independent director will meet annually with the Non-Executive Directors to review the Chair's performance. Any further arrangements for appraisal of the chair will be agreed with the Members' Council.

3.9 Appointment of Chief Executive and Executive Directors

The Chief Executive will be appointed by a Committee of the Trust Board, consisting of the Chair, other Non-Executive Directors, and a representative from the Members' Council. The Committee shall be advised by an independent assessor, who will have no formal role in making an appointment. Appointment of the Chief Executive will be subject to approval by the Members' Council at the first general meeting after appointment.

Executive Directors of the Trust Board will be appointed by a Committee of the Trust Board consisting of Chair, the Chief Executive and other non-executive directors.

3.10 Appointment and Powers of Deputy Chair

The Members' Council will appoint a Non-Executive Director to be the Deputy Chair for a period of three years or for the remainder of their term as a member of the Trust Board (if less than three years) or for any other period determined by the Members' Council.

Any member so appointed may at any time resign from the office of Deputy Chair by giving notice in writing to the Chair. The Members' Council may thereupon appoint another member as Deputy Chair.

Where the Chair of the Trust has died or has ceased to hold office, or where they have been unable to perform their duties as Chair owing to illness or any other cause, the Deputy Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be; and references to the Chair in these Standing Orders shall, so long as there is no Chair able to perform those duties, be taken to include references to the Deputy Chair.

3.11 Appointment of a Senior Independent Director

The Trust Board shall appoint one of the independent non-executive directors to act as the Senior Independent Director. This will be done in consultation with the Members' Council. The Senior Independent Director may be, but need not necessarily be, the Deputy Chair.

The Senior Independent Director will be available to directors and Governors if they have concerns which they cannot resolve with the Chair, Chief Executive or Director of Finance, Estates and Resources.

3.12 Company Secretary

The Trust Board shall appoint a senior member of staff to carry out the functions of a Company Secretary to provide advice on corporate governance issues to the Chair, the Trust Board and the Members' Council and monitor the Trust's compliance with these standing orders, the Constitution, the terms of authorisation, statutory provisions and guidance and directions given by NHSE. The Secretary will ensure good information flows between the Trust Board, its committees and the Members' Council.

3.13 Corporate role of the Board

- (1) All business shall be conducted in the name of the Trust.
- (2) All funds received in trust shall be held in the name of the Trust as corporate trustee.

3.14 Schedule of Matters reserved to the Board and Scheme of Delegation

The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the 'Schedule of Matters Reserved to the Board' and shall have effect as if incorporated into the Standing Orders. Those powers which it has delegated to officers and other bodies are contained in the Scheme of Delegation.

3.15 Lead Roles for Board Members

The Chair will ensure that the designation of lead roles or appointments of Board members as required by commissioners or as set out in any statutory or other relevant guidance will be made in accordance with that guidance or statutory requirement (e.g. appointing a Lead Board Member with responsibilities for Infection Control or Child Protection Services etc.).

3.16 Indemnity for Directors

Directors may, at the Trust's expense, seek external advice or appoint an external advisor on any material matter of concern provided the decision to do so is a collective decision by the majority of directors.

A director who acts honestly and in good faith will not have to meet out of his / her personal resources any personal civil liability incurred in the execution of the functions of the Trust Board, save where he has acted recklessly. Any costs arising from a director acting honestly and in good faith will be met by the Trust. The Board of Directors may make any arrangements it considers appropriate for the provision of indemnity insurance to meet any liabilities which are properly the liability of the trust.

4. MEETINGS OF THE TRUST

4.1 Calling meetings

- 4.1.1 Ordinary meetings of the Board shall be held sufficiently regularly to enable the Board to discharge its duties effectively at such times and places as the Board may determine subject to the conditions set out in Annex 7 of the constitution (Additional provisions for the Trust Board).
- 4.1.2 The Chair of the Trust may call a meeting of the Board at any time.
- 4.1.3 Meetings of the Trust Board may be called by the Secretary or the Chair or by four directors who give notice to the Secretary specifying the business to be carried out. The Secretary will send notice to all directors as soon as possible after receipt of such a request. The Secretary will call a meeting at least 14 days but not more than 28 days after receipt of such a notice to

discuss the specified business. If the Secretary fails to do so, then the Chair or the directors may call such a meeting.

4.2 Notice of Meetings and the Business to be transacted

- 4.2.1 At least 14 days notice of the date, time and place of meetings will be given except in an emergency.
- 4.2.2 In the case of a meeting called by directors in default of the Chair calling the meeting, the notice shall be signed by those directors.
- 4.2.3 No business shall be transacted at the meeting other than that specified on the agenda, or emergency motions allowed under Standing Order 4.5.
- 4.2.4 A director desiring a matter to be included on an agenda shall make his / her request in writing to the Chair at least 10 clear days before the meeting. The request should state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than 10 days before a meeting may be included on the agenda at the discretion of the Chair.
- 4.2.5 Before each public meeting of the Board notice of the time and place of the meeting, and the public part of the agenda, shall be displayed on the Trust's website at least three clear days before the meeting

4.3 Agenda and Supporting Papers

The agenda will be sent to Trust Board directors at least six clear days before the meeting and supporting papers, whenever possible, will accompany the agenda, unless there are exceptional circumstances and the Chair and Secretary have agreed to one or more papers being circulated later. Failure to serve such a notice on any director shall not affect the validity of a meeting.

4.4 Notice of Motion

- 4.4.1 Subject to the provision of Standing Orders 4.6 'Motions: Procedure at and during a meeting' and 4.7 'Motions to rescind a resolution', a member of the Board wishing to move a motion shall send a written notice to the Secretary who will ensure that it is brought to the immediate attention of the Chair.
- 4.4.2 The notice shall be delivered at least 10 clear days before the meeting. The Secretary shall include in the agenda for the meeting all notices so received that are in order and permissible under governing regulations. This Standing Order shall not prevent any motion being withdrawn or moved without notice on any business mentioned on the agenda for the meeting.

4.5 Emergency Motions

Subject to the agreement of the Chair, and subject also to the provision of Standing Order 4.6 'Motions: Procedure at and during a meeting', a director of the Board may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice shall state the grounds of urgency. If in order, it shall

be declared to the Trust Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item shall be final.

4.6 Motions: Procedure at and during a meeting

4.6.1 Who may propose?

A motion may be proposed by the Chair of the meeting or any director present. It must also be seconded by another director.

4.6.2 Contents of motions

The Chair may exclude from the debate at their discretion any motion not included in the notice summoning the meeting except motions relating to:

- the receipt of a report
- consideration of any item of business before the Trust Board
- the accuracy of minutes
- that the Board proceed to next business
- that the Board adjourn
- that the question be now put.

4.6.3 Amendments to motions

A motion for amendment shall not be discussed unless it has been proposed and seconded.

Amendments to motions shall be moved relevant to the motion and shall not have the effect of negating the motion before the Board.

If there are a number of amendments, they shall be considered one at a time. When a motion has been amended, the amended motion shall become the substantive motion before the meeting, upon which any further amendment may be moved.

4.6.4 Rights of reply to motions

a) Amendments

The mover of an amendment may reply to the debate on their amendment immediately prior to the mover of the original motion, who shall have the right of reply at the close of debate on the amendment but may not otherwise speak on it.

b) Substantive / original motion

The director who proposed the substantive motion shall have a right of reply at the close of any debate on the motion.

4.6.5 Withdrawing a motion

A motion, or an amendment to a motion, may be withdrawn.

4.6.6 Motions once under debate

When a motion is under debate, no motion may be moved other than:

- an amendment to the motion

- the adjournment of the discussion, or the meeting
- that the meeting proceeds to the next business
- that the question should be now put
- referral of the matter to a committee of the Trust Board
- that a director be not further heard
- a motion resolving to exclude the public (see Standing Order 4.17).

In those cases where the motion is either that the meeting proceeds to the 'next business' or 'that the question be now put' in the interests of objectivity these should only be put forward by a director of the Board who has not taken part in the debate and who is eligible to vote.

If a motion to proceed to the next business or that the question be now put, is carried, the Chair should give the mover of the substantive motion under debate a right of reply, if not already exercised. The matter should then be put to the vote. No resolution will be passed if it is opposed by all of the Non-Executive Directors or all of the Executive Directors.

4.7 Motion to Rescind a Resolution

- 4.7.1 Notice of motion to rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall bear the signature of the director who gives it and also the signature of three other directors, and before considering any such motion of which notice shall have been given, the Trust Board may refer the matter to any appropriate Committee or the Chief Executive for recommendation.
- 4.7.2 When any such motion has been dealt with by the Trust Board it shall not be competent for any director other than the Chair to propose a motion to the same effect within six months. This Standing Order shall not apply to motions moved in pursuance of a report or recommendations of a Committee or the Chief Executive.

4.8 Chair of meeting

At any meeting of the Trust Board the Chair, if present, shall preside. If the Chair is absent from the meeting, the Deputy Chair, if present, shall preside.

4.9 Chair's ruling

The decision of the Chair of the meeting on questions of order, relevancy and regularity (including procedure on handling motions) and their interpretation of the Standing Orders and Standing Financial Instructions, at the meeting, shall be final.

4.10 Quorum

- 4.10.1 One third of the whole number of directors, including not less than one executive director (one of whom must be the Chief Executive, or another executive director nominated by the Chief Executive) and not less than two non-executive directors (one of whom must be the Chair or deputy Chair of the Trust Board) shall form a quorum.

The Trust Board may agree that its members can participate in its meeting by telephone, video or computer link. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

An officer in attendance for an Executive Director but without formal acting up status may not count towards the quorum.

If the Chair or director has been disqualified from participating in the discussion on any matter and / or from voting on any resolution by reason of a declaration of a conflict of interest (see SO No.8) that person shall no longer count towards the quorum. If a quorum is then not available for the discussion and / or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

4.11 Voting

4.11.1 The following Directors are entitled to vote as per the composition of the Trust Board:

- a non-executive Chair
- up to six other non-executive directors
- up to six executive directors including:
 - one of the executive directors shall be the Chief Executive.
 - one of the executive directors shall be the finance and resources director.
 - one of the executive directors is to be a registered medical practitioner.
 - one of the executive directors is to be a registered nurse.
- up to two other Executive Directors may be eligible for voting rights at the discretion of the Chair and Chief Executive to a maximum of six Executive Directors being able to vote as there will be at least one more non-executive director than executive directors voting, including the Chair of the Trust.

4.11.2 Except for the provisions made in Standing Orders 4.13 - Suspension of Standing Orders and 4.14 - Variation and Amendment of Standing Orders), every question put to a vote at a meeting shall be determined by a majority of the votes of directors present and voting on the question. In the case of an equal vote, the person presiding (i.e. the Chair of the meeting) shall have the casting vote.

4.11.3 At the discretion of the Chair all questions put to the vote shall be determined by oral expression or by a show of hands, unless the Chair directs otherwise, or it is proposed, seconded and carried that a vote be taken by paper ballot.

4.11.4 If at least one third of the directors present so request, the voting on any question may be recorded so as to show how each director present voted or did not vote (except when conducted by paper ballot).

- 4.11.5 If a director so requests, their vote shall be recorded by name.
- 4.11.6 In no circumstances may an absent director vote by proxy. Absence is defined as being absent at the time of the vote.
- 4.11.7 A manager who has been formally appointed to act up for an Executive Director during a period of incapacity or temporarily to fill an Executive Director vacancy shall be entitled to exercise the voting rights of the Director.
- 4.11.8 A manager attending the Trust Board meeting to represent an Executive Director during a period of incapacity or temporary absence without formal acting up status may not exercise the voting rights of the Executive Director. The status of people when attending a meeting will be recorded in the minutes.
- 4.11.9 Where the office of a director of the Board is shared jointly by more than one person, either or both of those persons may attend or take part in meetings of the Board:
- if both are present at a meeting, they should cast one vote if they agree;
 - in the case of disagreements, no vote should be cast;
 - the presence of either or both of those persons should count as the presence of one person for the purposes of Standing Order 4.10 - Quorum.
- 4.11.10 No resolution of the Trust Board shall be passed if it is opposed by all of the Non-Executive Director's present or by all of the Executive Directors present.

4.12 Disputes

Where directors have issues that cannot be resolved about the running of the NHS Foundation Trust or a proposed action, this should be recorded in the minutes. The Chief Executive, as Accounting Officer, should follow the procedure set out by NHS England in the Accounting Officer's memorandum for advising the Trust Board and Members' Council and for recording and submitting objections to decisions on matters of propriety or regularity or on the wider responsibilities of the Accounting Officer

4.13 Suspension of Standing Orders

- 4.13.1 Except where this would contravene any statutory provision or the rules relating to the Quorum (SO 4.10), any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the whole number of the directors of the Board are present (including at least one director who is a Non-Executive Director and one of whom is an Executive Director of the Trust) and that at least two-thirds of those directors present signify their agreement to such suspension. The reason for the suspension shall be recorded in the Trust Board's minutes.

4.13.2 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and directors of the Trust.

4.13.3 No formal business may be transacted while Standing Orders are suspended.

4.13.4 The Audit Committee shall review every decision to suspend Standing Orders.

4.14 Variation and amendment of Standing Orders

No amendment shall be made to these Standing Orders unless:

- notice of motion has been given in accordance with Standing Order 4.4;
- the amendment has been approved in accordance with paragraph 46 of the constitution.

4.15 Record of Attendance

The names of the Chair and Directors present at the meeting shall be recorded. Where a director arrives late or leaves before the end of the meeting, this will be reflected in the minutes. A record of each director's attendance at meetings of the trust Board and Committees of the Board will be kept and reported to the Members' Council on request.

4.16 Minutes

The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it.

No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendments to the minutes will be agreed and recorded prior to being signed as a true record.

Minutes will be circulated in accordance with the wishes of the Chair and, where the minutes provide a record of a public meeting, will be made available to the public as required by the Code of Practice on Openness in the NHS, the Freedom of Information Act and the NHS England Code of Governance for NHS Provider Trusts (October 2022), effective from 1 April 2023.

4.17 Admission of public and the press

4.17.1 Admission and exclusion on grounds of confidentiality of business to be transacted

Meetings of the Trust Board shall be open to members of the public. Members of the public may be excluded from a meeting of the Trust Board for special reasons, which shall include, but not be limited to, the following reasons.

- Discussion of matter which contains confidential personally identifiable information relating to a member of staff or a service user or carer.
- Discussion of any matter which contains commercially sensitive information relating to the Trust or a third party.
- In the interests of public order, in accordance with Standing Order 4.17.2 below.

4.17.2 General disturbances

The Chair or the person presiding over the meeting shall give such directions as he / she thinks fit with regard to the arrangements for meetings and accommodation of the public and representatives of the press such as to ensure that the Trust's business shall be conducted without interruption and disruption and, without prejudice to the power to exclude on grounds of the confidential nature of the business to be transacted, the public will be required to withdraw upon the Trust Board resolving as follows:

- "That, in the interests of public order, the meeting adjourns for (the period to be specified) to enable the Trust Board to complete its business without the presence of the public".

4.17.3 Business proposed to be transacted when the press and public have been excluded from a meeting

Matters to be dealt with by the Trust Board following the exclusion of representatives of the press, and other members of the public, as provided in 4.17.1 and 4.17.2 above, shall be confidential to the members of the Board.

Directors and Officers or any employee of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Board meeting which may take place on such reports or papers.

4.17.4 Use of Mechanical or Electrical Equipment for Recording or Transmission of Meetings

Nothing in these Standing Orders shall be construed as permitting the introduction by the public, or press representatives, of recording, transmitting, video or similar apparatus into meetings of the Trust or Committee thereof. Such permission shall be granted only upon resolution of the Trust.

Use of recording devices may be permitted, in agreement with the Chair, to support disability requirements and if recordings are to be for personal use only and will not be shared in line with Trust policies. If a recording device is to be used, it will be declared at the beginning of a meeting.

4.18 Observers at Trust meetings

The Trust will decide what arrangements and terms and conditions it feels are appropriate to offer in extending an invitation to observers to attend and

address any of the Trust Board's meetings and may change, alter or vary these terms and conditions as it deems fit.

5. APPOINTMENT OF COMMITTEES AND SUB-COMMITTEES

5.1 Appointment of Committees

Subject to the constitution, Terms of Authorisation, statutory provision and directions given by NHS England, (or successor organisation), the Trust Board may appoint committees of the Trust made up of Directors of the Trust.

The Trust shall determine the membership and terms of reference of committees and sub-committees and shall if it requires to, receive and consider reports of such committees.

Committees of the Board may appoint sub-committees consisting wholly or partly of members of the committee, whether or not they include directors, or wholly of persons who are not members of the committee, whether or not they include Directors.

Each committee or sub-committee will have terms of reference and powers approved by the Trust Board, which will have the effect of being incorporated into the Standing Orders.

5.3 Applicability of Standing Orders and Standing Financial Instructions to Committees

The Standing Orders and Standing Financial Instructions of the Trust, as far as they are applicable, shall as appropriate apply to meetings and any committees established by the Trust. In which case the term "Chair" applies to the Chair of the committee, and the term "member" is to be read as a reference to a member of the committee. There is no requirement to hold meetings of committees established by the Trust in public.

5.4 Terms of Reference

Each committee will have terms of reference and powers and will be subject to conditions, such as a requirement to report to the Trust Board, which will be determined by the Trust Board. The terms of reference will have effect as if incorporated into the Standing Orders.

5.5 Delegation of powers by Committees to Sub-Committees

Where committees are authorised to establish sub-committees, they may not delegate executive powers to the sub-committee unless expressly authorised by the Trust Board.

5.6 Approval of Appointments to Committees

The Trust Board will approve the appointments to each of the committees which it has formally constituted. The Board will define the powers of such appointees and will agree allowances, including reimbursement for loss of earnings, and / or expenses in accordance where appropriate with national guidance.

5.7 Appointments for Statutory functions

Where the Trust Board is required to appoint persons to a committee and / or to undertake statutory functions, and where such appointments are to operate independently of the Board such appointment shall be made in accordance with the regulations and / or directions made by Monitor.

5.8 Committees established by the Trust Board

Without prejudicing the formation of other committees or sub-committees as are considered necessary by the trust, the major committees are:

5.8.1 Audit Committee

The Audit Committee provides the Trust Board with an independent and objective view on its systems of control, including the adequacy of the governance arrangements and the systems for financial control and financial reporting. At least one of the Non-Executive directors on the Audit Committee must have relevant financial experience. The purpose of the committee is defined in its terms of reference.

5.8.2 ~~Clinical Governance and Clinical~~Quality and Safety Committee

The ~~Clinical Governance and Clinical~~Quality and Safety Committee provides assurance to the Trust Board on matters of service quality and the effectiveness of clinical risk management, practice effectiveness and standards of clinical and professional practice. The purpose of the committee is defined in its terms of reference.

5.8.3 Equality, Inclusion, and Involvement Committee

The Equality, Inclusion and Involvement Committee's role is to ensure the Trust improves the diversity of its workforce and embeds diversity and inclusion in everything it does. The purpose of the committee is defined in its terms of reference.

5.8.4 Finance, Investment and Performance Committee

The Finance, Investment and Performance Committee's role is to provide oversight and challenge of the Trust's financial performance and financial plans to ensure the Trust and the services it provides remain financially sustainable. The purpose of the committee is defined in its terms of reference,

5.8.5 Mental Health Act Committee

The Mental Health Act Committee is responsible for ensuring the organisation operates within the legal requirements of the Mental Health Act and Mental Capacity Act. The purpose of the committee is defined in its terms of reference.

5.8.6 People and Remuneration Committee

The People and Remuneration Committee will be made up of at least three Non-Executive Directors, all of whom must meet the independence criteria set out in the NHS England Code of Governance for NHS Provider Trusts

(October 2022), effective from 1 April 2023. The purpose of the committee is defined in its terms of reference.

5.8.7 **Collaborative Commissioning Committee**

The Collaborative Commissioning Committee's role is to ensure delineation between provision and commissioning responsibilities (finance, contracting, planning and quality assurance) of the West Yorkshire Adult Secure Provider Collaborative and other specialised mental health provider collaboratives as appropriate and to provide oversight and assurance of the Trust's commissioning responsibilities as a Lead Provider.

5.8.8 **Other Committees**

The Trust Board may also establish such other committees or sub committees as required to discharge the Trust's responsibilities. The Trust Board will determine those duties that can be delegated to committees or sub-committees.

5.8.8.1 **Nominations Committee**

The Nominations Committee is a committee of the Members' Council and is responsible for overseeing the appointment of Non-Executive Directors. Its membership will include the Chair of the Trust Board, at least two members of the Members' Council. The Chief Executive is in attendance as an advisor to the committee. The purpose of the committee is defined in its terms of reference.

5.8.8.2 **Charitable Funds Committee**

In line with its role as a corporate trustee for any funds held in trust, either as charitable or non charitable funds, the Trust Board has established a Charitable Funds Committee of the Corporate Trustee to administer those funds in accordance with any statutory or other legal requirements or directions set out by the Charity Commission. The purpose of the committee is defined in its terms of reference.

5.8.8.3 **West Yorkshire Mental Health Services Collaborative (WYMHSC) Committee in Common**

The WYMHSC Committee in Common is responsible for overseeing a comprehensive system wide collaborative programme to deliver the objective of a more collaborative model of care for acute and specialist mental health services in West Yorkshire. Membership of the committee includes the Trust Chair and Chief Executive. The purpose of the WYMHSC and the committee is defined in the Memorandum of Understanding, which includes the terms of reference.

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.

6. ARRANGEMENTS FOR THE EXERCISE OF TRUST FUNCTIONS BY DELEGATION

6.1 Delegation of Functions to Committees and Officers or other bodies

- 6.1.1 Subject to paragraph 3 of the constitution, the Board may make arrangements for any of its functions to be carried out on its behalf by a committee, Executive Team or Executive Director, subject to approval by the Trust Board and to restrictions and conditions which will be agreed by the Board.

6.2 Emergency Powers and urgent decisions

The powers which the Board has reserved to itself within these Standing Orders (see Standing Order 3.14) may in emergency or for an urgent decision be exercised by the Chief Executive and the Chair after having consulted at least two non-executive directors. The exercise of such powers by the Chief Executive and Chair shall be reported to the next formal meeting of the Trust Board in public session for formal ratification.

6.3 Delegation to Committees

- 6.3.1 The Board shall agree from time to time to the delegation of executive powers to be exercised by other committees, or sub-committees, which it has formally constituted. The constitution and terms of reference of these committees, or sub-committees, and their specific executive powers shall be approved by the Board in respect of its sub-committees.

6.4 Delegation to Executive Directors

- 6.4.1 Those functions of the Trust which have not been retained as reserved by the Board or delegated to other committee or sub-committee shall be exercised on behalf of the Trust by the Chief Executive. The Chief Executive shall determine which functions he / she will perform personally and shall nominate officers to undertake the remaining functions for which he / she will still retain accountability to the Trust.
- 6.4.2 The Chief Executive shall prepare a Scheme of Delegation identifying decision making rights and accountability. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board.
- 6.4.3 Nothing in the Scheme of Delegation shall impair the discharge of the direct accountability of the Director of Finance and Resources to the Trust Board to provide information and advise the Board in accordance with statutory duties. Outside these statutory requirements the roles of the Director of Finance and Resources shall be accountable to the Chief Executive for operational matters.

6.5 Schedule of Matters Reserved to the Trust and Scheme of Delegation of powers

- 6.5.1 The arrangements made by the Board as set out in the "Schedule of Matters Reserved to the Board" and "Scheme of Delegation" of powers shall have effect as if incorporated in these Standing Orders.

6.6 Duty to report non-compliance with Standing Orders and Standing Financial Instructions

If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action (which may include disciplinary action) or ratification. All members of the Trust Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Chief Executive as soon as possible.

6.7 Confidentiality

A member of a committee will not disclose a matter dealt with by or brought before the committee without its permission until the committee has reported to the Board or has otherwise concluded on the matter.

A Director of the Trust or a member of a committee will not disclose any matter reported to the Trust Board or otherwise dealt with by the committee, whether or not it has been reported to the Trust Board, if the Trust Board or the Committee resolve that it should remain confidential.

7. OVERLAP WITH OTHER TRUST POLICY STATEMENTS/PROCEDURES, REGULATIONS AND THE STANDING FINANCIAL INSTRUCTIONS

7.1 Policy statements: general principles

The Trust Board will from time to time agree and approve Policy statements which will apply to all, or specific groups of staff employed by South West Yorkshire Partnership NHS Foundation Trust. The decisions to approve such policies and procedures will be recorded in an appropriate Trust Board minute and will be deemed where appropriate to be an integral part of the Trust's Standing Orders and Standing Financial Instructions.

7.2 Specific Policy statements

Notwithstanding the application of SO 7.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following Policy statements:

- the Standards of Business Conduct in Public Service Policy (including Declarations of Interests) for South West Yorkshire Partnership NHS Foundation Trust staff
- the staff disciplinary and appeals procedures adopted by the Trust.

7.3 Standing Financial Instructions

Standing Financial Instructions adopted by the Trust Board in accordance with the Financial Regulations shall have effect as if incorporated in these Standing Orders.

7.4 Specific guidance

Notwithstanding the application of SO 7.1 above, these Standing Orders and Standing Financial Instructions must be read in conjunction with the following guidance and any other issued by the Secretary of State for Health:

- Caldicott Guardian 1997
- Human Rights Act 1998
- Freedom of Information Act 2000.

8. DUTIES AND OBLIGATIONS OF BOARD MEMBERS/DIRECTORS AND SENIOR MANAGERS UNDER THESE STANDING ORDERS

8.1 Declaration of Interests

Trust Board directors are required to comply with the provisions set out in paragraph 32 of the constitution.

Directors should declare any interests required to be declared by paragraph 32 of the constitution in writing to the Secretary as soon as practicable. Declarations of interest should be made on appointment to the Trust Board or as soon as the Director becomes aware of the interest.

Any changes in interests should be declared at the next Trust Board meeting following the change occurring and recorded in the minutes of that meeting.

Declared interests of Board members should be published in the Trust's annual report. The information should be kept up to date for inclusion in succeeding annual reports.

8.2 Register of Interests

The Chief Executive will ensure that a Register of Interests of the Directors is established to record formally declarations of interests of Board members. The Register will include details of any directorships held by any of the Directors and any interests declared pursuant to paragraph 34 of the constitution by any Executive Director or Non-Executive Director of the Trust Board. The Register will be available to the public.

8.3 Standards of Business Conduct

All Trust staff and members of the Trust Board must comply with the Trust's Standards of Business Conduct in Public Service Policy and the national guidance contained in HSG (93)5 on 'Standards of Business Conduct for NHS staff'.

8.3.1 Interest of Officers in Contracts

- i) Any officer or employee of the Trust who comes to know that the Trust has entered into or proposes to enter into a contract in which he / she has any pecuniary interest, direct or indirect, the Officer shall declare their interest by giving notice in writing of such fact to the Chief Executive or Trust's Company Secretary as soon as practicable. In the case of spouses or persons cohabiting as partners, the interest of one spouse or partner shall, if known to the other, be deemed to be also the interest of the other.
- ii) An Officer should also declare to the Chief Executive any other employment or business or other relationship of his / her, or of a cohabiting spouse or partner, that conflicts, or might reasonably be predicted could conflict with the interests of the Trust.
- iii) The Trust will require interests, employment or relationships so declared to be entered in a register of interests of staff.

8.3.2 Canvassing of and Recommendations by Directors in Relation to Appointments

- i) Canvassing of directors of the Trust or of any Committee of the Trust directly or indirectly for any appointment under the Trust shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Order shall be included in application forms or otherwise brought to the attention of candidates.
- ii) Directors of the Trust shall not solicit for any person any appointment under the Trust or recommend any person for such appointment; but this paragraph of this Standing Order shall not preclude a director from giving written testimonial of a candidate's ability, experience or character for submission to the Trust.

8.3.3 Relatives of Directors or Officers

- i) Candidates for any staff appointment under the Trust shall, when making an application, disclose in writing to the Trust whether they are related to any director or the holder of any office under the Trust. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him liable to instant dismissal.
- ii) The Chair and every director and officer of the Trust shall disclose to the Trust Board any relationship between himself and a candidate of whose candidature that director or officer is aware. It is the duty of the Chief Executive to report to the Trust Board any such disclosure made.
- iii) On appointment, directors (and prior to acceptance of an appointment in the case of Executive Directors) should disclose to the Trust whether

they are related to any other member or holder of any office under the Trust.

- iii) Where the relationship to a director of the Trust is disclosed, that director will have no part in the appointment process.

9. RESOLUTION OF DISPUTES WITH THE MEMBERS' COUNCIL

In the event of a dispute between the Trust Board and the Members' Council which cannot be resolved by the Chair, the Chair may at his / her discretion seek to bring in independent facilitation or mediation.

On satisfactory completion of the disputes process, the Board of Directors will implement the agreed changes.

On unsatisfactory completion of the process, the view of the Board of Directors will prevail.

The Members' Council will not be prevented from informing NHS England that the Board of Directors has not responded constructively to the concerns of the Members' Council or reporting a failure of the Trust to meet the terms of its Authorisation.

10. CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS

10.1 Custody of Seal

The common seal of the Trust shall be kept by the Chief Executive or a nominated Manager by him / her in a secure place.

10.2 Sealing of Documents

The Seal of the Trust will not be fixed to any documents unless the sealing has been authorised by a resolution of the Trust Board or a committee of the Board or where the Trust Board has delegated its powers.

Where it is necessary that a document be sealed, the seal shall be affixed in the presence of the Chief Executive (or his / her nominated deputy) and witnessed by the company secretary. Before any building, engineering, property or capital document is sealed, it must be approved and signed by the Director of Finance, Estates and Resources or an officer nominated by him and authorised and countersigned by the Chief Executive or an officer nominated by him, who will not be from the originating directorate.

The form of attestation of documents will be 'The Common Seal of South West Yorkshire Partnership NHS Partnership Foundation Trust was hereto affixed in the presence of....'.

10.3 Register of Sealing

An entry of every sealing will be made and numbered consecutively in a register provided for that purpose and will be signed by the person who approved and authorised the document and those who attested the seal. A report of each sealing will be made quarterly to the Trust Board.

10.4 Signature of documents

Where any document will be a necessary step in legal proceedings on behalf of the Trust, it shall, unless any enactment otherwise requires or authorises, be signed by the Chief Executive or any Executive Director.

The Chief Executive or nominated officers will be authorised by resolution of the Trust Board to sign on behalf of the Trust any agreement or other document not required to be executed as a deed, the subject matter of which has been approved by the Trust Board or committee or sub-committee to which the Trust Board has delegated authority.

ANNEX 11 – ADDITIONAL PROVISIONS – MEMBERSHIP

(Paragraphs 5, and 10.2)

1. DISQUALIFICATION FROM MEMBERSHIP

1.1 An individual may not become a member of the Foundation Trust if:

- 1.1.1 they are under 11 years of age; or
- 1.1.2 within the last five years they have been involved as a perpetrator in a serious incident of violence at any of the Foundation Trust's hospitals or facilities or against any of the Foundation Trust's employees or other persons who exercise functions for the purposes of the Foundation Trust, or against any registered volunteer.

2. TERMINATION OF MEMBERSHIP

2.1 A member shall cease to be a member if:

- 2.1.1 they resign by notice to the Secretary
- 2.1.2 they die
- 2.1.3 they are expelled from membership under this constitution
- 2.1.4 they cease to be entitled under this constitution to be a member of the Public Constituency or of any of the classes of the Staff Constituency
- 2.1.5 it appears to the Secretary that they no longer wish to be a member of the Foundation Trust, and after enquiries made in accordance with a process approved by the Members' Council, they fail to demonstrate that they wish to continue to be a member of the Foundation Trust
- 2.1.6 they behave in a way that is incompatible with the Code of Conduct for members.

2.2 A member may be expelled by a resolution approved by not less than two-thirds of the Governors present and voting at a General Meeting. The following procedure is to be adopted.

- 2.2.1 Any member may complain to the Secretary that another member has acted in a way detrimental to the interests of the Foundation Trust.
- 2.2.2 If a complaint is made, the Members' Council may itself consider the complaint having taken such steps as it

considers appropriate to ensure that each member's point of view is heard and may either:

2.2.2.1 dismiss the complaint and take no further action

2.2.2.2 for a period not exceeding twelve months suspend the rights of the member complained of to attend members meetings and vote under this constitution

2.2.2.3 arrange for a resolution to expel the member complained of to be considered at the next General Meeting of the Members' Council.

2.2.3 If a resolution to expel a member is to be considered at a General Meeting of the Members' Council, details of the complaint must be sent to the member complained of not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting.

2.2.4 At the meeting the Members' Council will consider evidence in support of the complaint and such evidence as the member complained of may wish to place before them.

2.2.5 If the member complained of fails to attend the meeting without due cause the meeting may proceed in their absence.

2.3 A person expelled from membership will cease to be a member upon the declaration by the Chair of the meeting that the resolution to expel them is carried.

2.4 No person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of two-thirds of the Members' Council present and voting at a General Meeting.

3. MEMBERS' MEETINGS

3.1 The Foundation Trust shall hold its Annual Members' Meeting within nine months of the end of each financial year.

3.2 All members' meetings, other than Annual Members' Meeting, are called special members' meetings.

3.3 The Annual Members' Meeting is open to the public, all members of the Foundation Trust, Governors and Directors, and representatives of the auditor.

3.4 Special Members' Meetings are open to all members of the Foundation Trust, Governors and Directors, but not to members of the public unless the Trust Board decides otherwise.

- 3.5 The Trust Board may invite representatives of the media and any experts or advisors whose attendance they consider to be in the best interests of the Foundation Trust to attend a Members' Meeting whether Annual or Special.
- 3.6 All members' meetings are to be convened by the Secretary by order of the Trust Board.
- 3.7 The Trust Board may decide where a members' meeting is to be held and may also for the benefit of members:
 - 3.7.1 arrange for the annual members' meeting to be held in different venues each year:
 - 3.7.2 make provisions for a members' meeting to be held at different venues simultaneously or at different times. In making such provision the Trust Board shall also fix an appropriate quorum for each venue, provided that the aggregate of the quorum requirements shall not be less than the quorum set out below.
- 3.8 At the annual members' meeting:
 - 3.8.1 the Trust Board shall present to the members:
 - 3.8.1.1 the annual accounts
 - 3.8.1.2 any report of the auditor
 - 3.8.1.3 a copy of the annual report
 and
 - 3.8.1.4 forward planning information for the next Financial Year
 - 3.8.2 the Members' Council shall present to the members a report on:
 - 3.8.2.1 steps taken to secure that (taken as a whole) the actual membership of the Public Constituency and of the classes of the Staff Constituency is representative of those eligible for such membership
 - 3.8.2.2 the progress of the membership strategy
 - 3.8.2.3 any proposed changes to the policy for the composition of the Members' Council and of the non-executive Directors
- 3.9 Notice of a members meeting is to be given:

- 3.9.1 by notice to all members
 - 3.9.2 by notice prominently displayed at the head office and at all of the Foundation Trust's places of business
 - 3.9.3 by notice on the Foundation Trust's website
- at least 14 clear days before the date of the meeting. The notice must:
- 3.9.4 be given to the Members' Council and the Trust Board, and to the auditor
 - 3.9.5 state whether the meeting is an annual or special members' meeting
 - 3.9.6 give the time, date and place of the meeting
 - 3.9.7 indicate the business to be dealt with at the meeting.
- 3.10 Before a members' meeting can do business there must be a quorum present. A quorum is at least two Governors' present from the Foundation Trust's public constituencies, and one staff Governor, and one appointed Governor.
- 3.11 The Foundation Trust may make arrangements for members to vote by post, or by using electronic communications.
- 3.12 It is the responsibility of the Trust Board, the Chair of the meeting and the Secretary to ensure that at any members' meeting:
- 3.12.1 the issues to be decided are clearly explained
 - 3.12.2 sufficient information is provided to members to enable rational discussion to take place.
- 3.13 The Chair of the Foundation Trust, or, in their absence, the Deputy Chair of the Trust Board, shall act as chair at all members' meetings of the Foundation Trust. If neither the Chair nor the Deputy Chair of the Trust Board is present, the members of the Members' Council present shall elect one of their number to be Chair and if there is only one Governor present and willing to act, they shall be Chair.
- 3.14 If no quorum is present within half an hour of the time fixed for the start of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trust Board determine. If a quorum is not present within half an hour of the time fixed for the start of the adjourned meeting, the number of members present during the meeting is to be a quorum.
- 3.15 A resolution put to the vote at a members' meeting shall be decided upon by a show of hands unless a poll is requested by the Chair of the meeting.

- 3.16 Every member present and every member who has voted by post or using electronic communications is to have one vote. In the case of an equality of votes the Chair of the meeting is to have a second and casting vote.
- 3.17 The result of any vote will be declared by the Chair and recorded in the minutes.

ANNEX 12 – FURTHER PROVISIONS

(Paragraphs 38.3, 40.6 and 41.1)

1. COMMITMENTS

- 1.1 The Foundation Trust shall exercise its functions effectively, efficiently and economically.

Representative membership

- 1.2 The Foundation Trust shall at all times strive to ensure that taken as a whole its actual membership is representative of those eligible for membership. To this end:

1.2.1 the Foundation Trust shall at all times have in place and pursue a membership strategy which shall be approved by the Members' Council, and shall be reviewed by them from time to time, and at least every three years

1.2.2 the Members' Council shall present to each annual members' meeting a report on:

1.2.2.1 steps taken to secure that (taken as a whole) the actual membership of the Public Constituency and of the classes of the Staff Constituency is representative of those eligible for such membership

1.2.2.2 the progress of the membership strategy;

1.2.2.3 any changes to the membership strategy.

Co-operation with NHS bodies and local authorities

- 1.3 In exercising its functions, the Foundation Trust shall co-operate with NHS bodies and local authorities.

Openness

- 1.4 In conducting its affairs, the Foundation Trust shall have regard to the need to provide information to members and conduct its affairs in an open and accessible way.

Prohibiting distribution

- 1.5 The profits or surpluses of the Foundation Trust are not to be distributed either directly or indirectly in any way at all among members of the Foundation Trust.

2. FRAMEWORK

- 2.1 The affairs of the Foundation Trust are to be conducted by the Board of Directors, the Members' Council and the members in accordance with this constitution and the Foundation Trust's authorisation. The members, the Members' Council and the Trust Board are to have the roles and responsibilities set out in this constitution.

Members

- 2.2 Members may attend and participate at members' meetings, vote in elections to, and stand for election to, the Members' Council, and take such other part in the affairs of the Foundation Trust as is provided in this constitution.

Members' Council

- 2.3 The roles and responsibilities of the Members' Council, which are to be carried out in accordance with this constitution and the Foundation Trust's terms of Authorisation, are:

2.3.1 at a General Meeting:

- 2.3.1.1 to appoint or remove the Chair and the other non-executive Directors
- 2.3.1.2 to approve an appointment (by the non-executive Directors) of the Chief Executive
- 2.3.1.3 to decide the remuneration and allowances, and the other terms and conditions of office, of the non-executive Directors
- 2.3.1.4 to appoint or remove the Foundation Trust's auditor
- 2.3.1.5 to be presented with the annual accounts, any report of the auditor on them and the annual report
- 2.3.2 to provide their views to the Trust Board when the Trust Board is preparing the document containing information about the Foundation Trust's forward planning;
- 2.3.3 to respond as appropriate when consulted by the Trust Board in accordance with this constitution
- 2.3.4 to undertake such functions as the Trust Board shall from time-to-time request
- 2.3.5 to prepare and from time to time review the Foundation Trust's membership strategy and its policy for the

composition of the Members' Council and of the non-executive Directors and when appropriate to make recommendations for the revision of this constitution.

Board of Directors

- 2.4 The business of the Foundation Trust is to be managed by the Trust Board, who shall exercise all the powers of the Foundation Trust, subject to any contrary provisions of the 2006 Act as given effect by this constitution.

3. SECRETARY

- 3.1 The Foundation Trust shall have a Secretary who may be an employee. The Secretary may not be a Governor, or the Chief Executive or the Finance Director. The Secretary's functions shall include:

- 3.1.1 acting as Secretary to the Members' Council and the Trust Board, and any committees
- 3.1.2 summoning and attending all members' meetings, meetings of the Members' Council and the Trust Board, and keeping the minutes of those meetings
- 3.1.3 keeping the register of members and other registers and books required by this constitution to be kept
- 3.1.4 having charge of the Foundation Trust's seal
- 3.1.5 publishing to members in an appropriate form information which they should have about the Foundation Trust's affairs
- 3.1.6 preparing and sending to NHS England and any other statutory body all returns which are required to be made.

- 3.2 Minutes of every members' meeting, of every meeting of the Members' Council and of every meeting of the Trust Board are to be kept. Minutes of meetings will be read at the next meeting and signed by the Chair of that meeting. The signed minutes will be conclusive evidence of the events of the meeting.
- 3.3 The Secretary is to be appointed and removed by the Trust Board, in consultation with the Members' Council.
- 3.4 The Board of Directors of the applicant NHS Trust shall appoint the first Secretary of the Foundation Trust.

4. FURTHER PROVISIONS AS TO AUDITOR

- 4.1 A person may only be appointed as the auditor if they (or in the case of a firm each of its members) are a member of one or more of the bodies referred to in paragraph 23 (4) of Schedule 7 to the 2006 Act.
- 4.2 The auditor is to carry out their duties in accordance with Schedule 10 to the 2006 Act and in accordance with any directions given by NHS England and / or the Department of Health on behalf of the Secretary of State on standards, procedures and techniques to be adopted.

5. FURTHER PROVISIONS AS TO ACCOUNTS

- 5.1 The following documents will be made available to the Comptroller and Auditor General for examination at his request:
 - 5.1.1 the accounts
 - 5.1.2 any records relating to them
 - 5.1.3 any report of the auditor on them.
- 5.2 In preparing its annual accounts, the Accounting Officer shall cause the Foundation Trust to comply with any directions given by NHS England and / or the Department of Health on behalf of the Secretary of State with the approval of the Treasury as to:
 - 5.2.1 the methods and principles according to which the accounts are to be prepared
 - 5.2.2 the information to be given in the accountsand shall be responsible for the functions of the Foundation Trust as set out in paragraph 25 of Schedule 7 to the 2006 Act.
- 5.3 The Accounting Officer shall cause the Foundation Trust to:
 - 5.3.1 lay a copy of the annual accounts, and any report of the auditor on them, before Parliament
 - 5.3.2 once it has done so, send copies of those documents to NHS England or the Secretary of State (as required by the 2006 Act, from time to time) within such period as NHS England may direct.

6. FURTHER PROVISIONS AS TO ANNUAL REPORTS

- 6.1 The annual reports are to give:
 - 6.1.1 information on any steps taken by the Foundation Trust to secure that (taken as a whole) the actual membership of the Public Constituency and of the classes of the Staff

Constituency is representative of those eligible for such membership

6.1.2 any other information NHS England and/or the Department of Health requires.

6.2 The Foundation Trust is to comply with any decision NHS England and/or the Department of Health makes as to:

6.2.1 the form of the reports

6.2.2 when the reports are to be sent to it

6.2.3 the periods to which the reports are to relate.

7. INDEMNITY

Members of the Members' Council and the Trust Board and the Secretary who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their functions, save where they have acted recklessly. Any costs arising in this way will be met by the Foundation Trust. The Foundation Trust may purchase and maintain insurance against this liability for its own benefit and for the benefit of members of the Members' Council and the Trust Board and the Secretary.

8. DISPUTE RESOLUTION PROCEDURES

8.1 Every unresolved dispute which arises out of this constitution between the Foundation Trust and:

8.1.1 a member

8.1.2 any person aggrieved who has ceased to be a member within the six months prior to the date of the dispute

8.1.3 any person bringing a claim under this constitution

8.1.4 an office-holder of the Foundation Trust

will be determined by the Chair of the Trust, whose decision will be final and binding except in the case of manifest error. If a dispute is brought by or against the Chair of the Trust, the dispute will be determined by the Trust Board (excluding the Chair) whose decision will be final and binding except in the case of manifest error. In the event that the dispute is referred to the Chair (or the Trust Board if it is by or against the Chair) and the Chair considers that he / she has a perceived or real interest in the outcome of the dispute (or the Trust Board considers it has a perceived or real interest in the outcome of the dispute) and / or that the dispute would be better resolved externally, then the Chair may refer the dispute for resolution under the Rules of the Chartered Institute for Arbitrators.

- 8.2 Any person bringing a dispute must, if required to do so, deposit with the Foundation Trust a reasonable sum (not exceeding £250) to be determined by the Members' Council and approved by the Secretary. The arbitrator will decide how the costs of the arbitration will be paid and what should be done with the deposit.

9. DISSOLUTION

The Foundation Trust may not be dissolved except by order of the Secretary of State for Health, in accordance with the 2006 Act.

10. HEAD OFFICE

The Foundation Trust's head office is at Fieldhead, Ouchthorpe Lane, Wakefield, WF1 3SP or such other place as the Trust Board shall decide.

11. NOTICES

- 11.1 Any notice required by this constitution to be given shall be given in writing or shall be given using electronic communications to an address for the time being notified for that purpose. "Address" in relation to electronic communications includes any number or address used for the purposes of such communications.
- 11.2 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be treated as delivered 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after it was sent.

Standing Financial Instructions

January 2025

Foreword

The Code of Accountability requires NHS Foundation Trusts to adopt:

- Standing Financial Instructions (SFIs)
- Standing Orders (SOs)
- Reservation of Powers to the Board and Delegation of Powers

These documents provide a regulatory framework for the proceedings and the business of the Trust.

They fulfil the dual roles of protecting the Trust's interests and protecting staff from any possible accusation that they have acted less than properly.

All executive and non-executive directors and all members of staff and governors, including staff seconded into the Trust and contractors working for the Trust, should be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions.

These Standing Financial Instructions (SFIs) have been adopted by the Trust Board and are therefore mandatory for all parties identified above. Non compliance will be reported to the Trust Audit Committee and could lead to disciplinary proceedings.

Contents

Foreword	2
1.Introduction.....	5
1.1 Financial Framework.....	5
1.2 Authority and Compliance.....	5
2 Definitions and Terminology	6
3 Responsibilities and Delegation.....	7
3.1 Responsibilities of the Trust Board	7
3.2 Responsibilities of the Chief Executive	8
3.3 Responsibilities of the Director of Finance, Estates and Resources.....	8
3.4 Responsibilities of all Directors and employees.....	9
4 Audit	9
4.1 Audit Committee	9
4.2 Fraud and corruption	10
4.3 Bribery Act / Corruption	11
4.4 Role of the Director of Finance, Estates and Resources	11
4.5 Role of Internal Audit	12
4.6 Role of External Audit	13
5 Business Planning, Budgets, Budgetary Control and Monitoring.....	13
5.1 Preparation and approval of business plans and budgets	13
5.2 Budgetary delegation	14
5.3 Budgetary Control and Reporting	15
5.4 Capital Expenditure	16
5.5 Monitoring Returns	16
6 Annual Accounts and Report	16
7 Bank and Government Banking Service (GBS) Accounts	17
7.1 General.....	17
7.2 Bank and GBS Accounts	17
7.3 Banking Procedures	17
7.4 Tendering and review of banking arrangements.....	18
8 Income, Fees and Charges and Security of Cash, Cheques and Other Negotiable Instruments	19
8.1 Income Systems	19
8.2 Fees and charges	19
8.3 Debt Recovery	20
8.4 Security of cash, cheques and other negotiable instruments.....	20

9	Contracting for Provision of Services	21
10	Terms of Service and Payment to Directors and Employees	21
10.1	People And Remuneration Committee	21
10.2	Funded establishment	22
10.3	Staff appointments	22
10.4	Processing of payroll	22
10.5	Contracts of Employment	24
11	Non Pay Expenditure	24
11.1	Delegation of authority	24
11.2	Choice, requisitioning, ordering, receipt and payment for goods and services	25
12	Tendering and Contract Procedures	29
13	External Borrowing	34
14	Investments	34
15	Financial Framework	34
16	Capital Investment, Private Finance, Fixed Assets and Security of Assets	35
16.1	Capital investment	35
16.2	Private finance	36
16.3	Asset registers	37
16.4	Security of assets	38
17	Stores and Receipt of Goods	39
17.1	Stores	39
17.2	Receipt of goods	40
18	Disposals and Condemnations, Losses and Special Payments	40
18.1	Disposals and condemnations	40
18.2	Losses and special payments	41
19	Information Technology as regards Financial Systems	41
20	Service User Property	43
21	NHS Charitable Funds	44
22	Retention of Documents	49
23	Risk Management and Insurance	49

1. Introduction

1.1 The Financial Framework

- 1.1.1 These Standing Financial Instructions (SFIs), together with the Trust's Standing Orders and Scheme of Delegation, provide a business and financial framework and set the rules that Directors and officers of the Trust, including employees of third parties contracted to the Trust, shall be expected to work within. Together they cover all aspects of financial management and control and set out the responsibilities of individuals, including the levels of responsibility clearly delegated to Executives and other senior officers.
- 1.1.2 These documents protect the interests of the Trust, explain financial responsibilities and regulate the conduct of the Trust, its directors, officers and agents in relation to all financial matters, and provide the financial framework to enable staff to be confident they are acting properly.

1.2 Authority and Compliance

- 1.2.1 These SFIs shall have effect as if incorporated in the Trust Board Standing Orders and, as a result, are part of the Trust's Constitution. As the Trust Board approves SFIs, they may only be overridden with the express authority of Trust Board in accordance with **SO 4.13** (Suspension of Standing Orders) relating to suspension of Standing Orders.
- 1.2.2 These SFIs document the financial responsibilities and instructions adopted by the Trust. They are designed to ensure that its financial transactions are carried out in accordance with the law, Government policy and the requirements of the Independent Regulator to achieve probity, accuracy, economy, efficiency, and effectiveness. They should be used in conjunction with the Scheme of Delegation for the Trust which includes a list of the Decisions Reserved to Trust Board.
- 1.2.3 These SFIs identify the financial responsibilities that apply to everyone working for the Trust and its constituency organisations, including trading units, any shared services centre and any South and West Yorkshire Provider Collaboratives that the Trust leads on. They do not provide any detailed procedural advice. These statements should therefore be read in conjunction with the detailed departmental and financial procedure notes. All financial procedures must be approved by the Director of Finance, Estates and Resources.
- 1.2.4 Should any difficulties arise regarding the interpretation or application of any of the SFIs then the advice of the Director of Finance, Estates and Resources **must be sought before acting**. The user of the SFIs should also be familiar and comply with the provisions of the Trust's Standing Orders. Failure to comply with the Trust's Standing Orders or SFIs is a disciplinary matter which could result in disciplinary action. Non-compliance must be reported to the Director of Finance, Estates and Resources.

2 Definitions and Terminology

- 2.1.1 Any expression, to which a meaning is given in Health Service Acts or in the Financial Directions made under the Acts or in the 2012 Act or regulations made under it, shall have the same meanings in these instructions. In particular:
- a) **“Board”** means Board of the Trust and is regarded as synonymous with “The Trust”;
 - b) **“Trust”** means South West Yorkshire Partnership NHS Foundation Trust and is to be regarded as synonymous with Trust Board.
 - c) **“Chair”** is the person appointed by the Members’ Council to lead the Trust Board and to ensure that it successfully discharges its overall responsibility to the Trust as a whole;
 - d) **“Chief Executive”** means the chief officer of the Trust;
 - e) **‘Accountable Officer’** means the NHS Officer responsible and accountable for funds entrusted to the Trust. They shall be responsible for ensuring the proper stewardship of public funds and assets. For this Trust it shall be the Chief Executive.
 - f) **“Director of Finance, Estates and Resources”** means the Chief Financial Officer of the Trust;
 - g) **“Budget”** means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specified period, any or all of the functions of the Trust;
 - h) **“Budget Holder”** means the Director or employee with delegated authority to manage the finances (income and expenditure) for a specific area of the organisation;
 - i) **“Constitution”** means the Constitution of the Trust
 - j) **“Members’ Council”** means the Members’ Council of the Trust as constituted by the Constitution;
 - k) **“Virement”** means the process of transferring an approved budgetary provision from one operating cost item to another

- 2.1.2 Wherever the title of Chief Executive, Director of Finance, Estates and Resources or other nominated officer is used in these instructions, it shall be deemed to include such other director or employees who have been duly authorised to represent them.
- 2.1.3 Wherever the term “employee” is used and where the context permits, it shall be deemed to include employees of third parties contracted to the Trust when acting on behalf of the Trust.

3 Responsibilities and Delegation

3.1 Responsibilities of the Trust Board

- 3.1.1 The Board exercises financial supervision and control by:
- a) formulating the financial strategy;
 - b) requiring the submission and approval of budgets within approved allocations / overall income;
 - c) setting limits on expenditure that may be committed without Board approval
 - d) defining and approving essential features in respect of important procedures and financial systems (including the need to obtain value for money); and
 - e) defining specific responsibilities placed on directors and employees as indicated in the Scheme of Delegation document;

- 3.1.2 The Board has resolved that certain powers and decisions may only be exercised by the Board in formal session. These are set out in the 'Reservation of Powers to the Board' document. The Board will delegate responsibility for the performance of its functions in accordance with the Scheme of Delegation document adopted by the Trust.

3.2 Responsibilities of the Chief Executive

- 3.2.1 Within the SFIs, it is acknowledged that the Chief Executive is ultimately accountable to the Board, and as accounting officer, to Parliament for ensuring that the Board meets its obligation to perform its functions within the available financial resources. The Chief Executive has overall executive responsibility for the Trust's activities, is responsible to the Board for ensuring that its financial obligations and targets are met and has overall responsibility for the Trust's system of internal control.
- 3.2.2 The Chief Executive and Director of Finance, Estates and Resources will, as far as possible, delegate their detailed responsibilities but they remain accountable for financial control.
- 3.2.3 It is a duty of the Chief Executive to ensure that existing directors and employees and all new appointees are notified of and understand their responsibilities within these Instructions.

3.3 Responsibilities of the Director of Finance, Estates and Resources

- 3.3.1 The Director of Finance, Estates and Resources is responsible for:
- a) implementing the Trust's financial policies and for co-ordinating any corrective action necessary to further these policies;
 - b) maintaining an effective system of internal financial control including ensuring that detailed financial procedures and systems incorporating the principles of separation of duties and internal checks are prepared, documented and maintained to supplement these instructions;
 - c) ensuring that sufficient records are maintained to show and explain the Trust's transactions, in order to disclose, with reasonable accuracy, the financial position of the Trust at any time;
 - d) the provision of financial advice to the Trust and its directors and employees;
 - e) the design, implementation and supervision of systems of internal financial control;
 - f) the preparation and maintenance of such accounts, certificates, estimates, records and reports as the Trust may require for the purpose of carrying out its statutory duties.

- g) leading the Trust Board in the development of the financial strategy of the Trust

3.4 Responsibilities of all Directors and employees

3.4.1 All directors and employees, severally and collectively, are responsible for:

- a) the security of the property of the Trust;
- b) avoiding loss;
- c) exercising economy and efficiency in the use of resources; and
- d) conforming to the requirements of Standing Orders, Standing Financial Instructions, Financial Procedures and the Scheme of Delegation.

3.4.2 Any agent, 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, shall be covered by these instructions. It is the responsibility of the Chief Executive to ensure that such persons are made aware of this.

For any and all directors and employees who carry out a financial function, the form in which financial records are kept and the manner in which directors and employees discharge their duties must be to the satisfaction of the Director of Finance, Estates and Resources.

4 Audit

4.1 Audit Committee

4.1.1 In accordance with Standing Orders and the Audit Code for Foundation Trusts the Board shall formally establish an Audit Committee, with clearly defined terms of reference and following guidance from the NHS Audit Committee Handbook (2024), which will provide an independent and objective view of internal control by:

- a) overseeing Internal and External Audit services;
- b) reviewing financial and information systems and monitoring the integrity of the financial statements and reviewing significant financial reporting judgements including the Trust's Annual Report and Accounts;
- c) monitoring compliance with Standing Orders and Standing Financial Instructions;
- d) reviewing schedules of losses and compensations and making recommendations to the Board;
- e) reviewing the information prepared to support the assurance statements prepared on behalf of the Board and advising the Board accordingly; and
- f) receive the annual report of the Local Counter Fraud Specialist (LCFS).

- 4.1.2 The Board shall satisfy itself that at least one member of the Audit Committee has recent and relevant financial experience.
- 4.1.3 Where the Audit Committee feel there is evidence of ultra vires transactions, evidence of improper acts, or if there are other important matters that the Committee wish to raise, the chairman of the Audit Committee should raise the matter at a full meeting of the Board. In exceptional circumstances the matter may need to be referred to the Independent Regulator. The Audit Committee should comply with Counter Fraud guidance on the reporting of potential or actual fraudulent actions.
- 4.1.4 It is the responsibility of the Director of Finance, Estates and Resources to ensure an adequate internal audit service is provided and the Audit Committee shall be involved in the selection process when an internal audit service provider is changed.

4.2 Fraud and corruption

- 4.2.1 Fraud is defined as any person who dishonestly makes a false representation to make a gain for themselves or another, or who dishonestly fails to disclose to another person information which he is under a legal duty to disclose, or commits fraud by abuse of position including any offence as defined in the Fraud Act 2006.
- 4.2.2 In line with prevailing requirements as to their responsibilities, the Trust Chief Executive and Director of Finance, Estates and Resources shall monitor and ensure compliance with the Government Counter Fraud Standard (GovS 013) and any relevant guidance or best practice advice issued by the NHS Counter Fraud Authority, Independent Regulator, or HM Government on fraud and corruption.
- 4.2.3 The Trust shall nominate a suitable person to carry out the duties of the Local Counter Fraud Specialist (LCFS) as specified within Government Counter Fraud Standard (GovS 013).
- 4.2.4 The LCFS shall report to the Trust Director of Finance, Estates and Resources on matters relating to fraud, bribery and corruption. All work completed by the LCFS will be in line with the Government Counter Fraud Standard (GovS 013).
- 4.2.5 The LCFS will provide regular progress reports to the Director of Finance, Estates and Resources and Audit Committee detailing work undertaken against the Trust's counter fraud plan. In addition the LCFS will work with the Trust to ensure an annual submission is made to NHS Counter Fraud Authority (NHSCFA) via the return of the Counter Fraud Functional Standard Return (CFFSR). The return will detail work undertaken by the Trust and the LCFS in ensuring compliance against Government Counter Fraud Standard (GovS 013). The LCFS will submit an annual report to the Audit Committee which will include the completed CFFSR. The Director of Finance, Estates and Resources will be responsible for determining when to report to the police matters of suspected fraud or corruption and will seek advice from the LCFS and where appropriate NHSCFA.

- 4.2.6 Where the Audit Committee feel there is evidence of ultra vires transactions, evidence of improper acts, or if there are other important matters that the Committee wish to raise, the chairman of the Audit Committee should raise the matter at a full meeting of the Board. In exceptional circumstances the matter may need to be referred to the Independent Regulator. The Audit Committee should comply with Counter Fraud guidance on the reporting of potential or actual fraudulent actions.
- 4.2.7 It is the responsibility of the Director of Finance, Estates and Resources to ensure an adequate internal audit service is provided and the Audit Committee shall be involved in the selection process when an internal audit service provider is changed.

4.3 Bribery Act / Corruption

- 4.3.1 Bribery as defined by the Bribery Act 2010 is the giving or receiving a financial or other advantage in connection with the "improper performance" of a position of trust, or a function that is expected to be performed impartially or in good faith. Where the organisation is engaged in commercial activity, it could be considered guilty of a corporate bribery offence, if an employee, agent, subsidiary or any other person acting on its behalf bribes another person, intending to obtain or retain business or an advantage in the conduct of business for the organisation, and it cannot demonstrate that it has adequate procedures in place to prevent such.
- 4.3.2 The Trust's Standards of Business Conduct and Anti-Fraud Bribery and Corruption Policy defines the standards of conduct expected of employees, contractors etc. in the course of the Trust's business. The policies also instruct in what gifts, hospitality and other interests should be declared and how to report suspicions and bribery and other financial irregularities.

4.4 Role of the Director of Finance, Estates and Resources

- 4.4.1 The Director of Finance, Estates and Resources is responsible for:
- a) ensuring there are arrangements to review, evaluate and report on the effectiveness of internal financial control including the establishment of an effective internal audit function;
 - b) ensuring that the internal audit is adequate and meets NHS mandatory audit standards;
 - c) deciding at what stage to involve the police in cases of misappropriation, and other irregularities;
 - d) ensuring that an annual internal audit report is prepared for the consideration of the Audit Committee and the Board. The report must cover:
 - i) a clear statement on the effectiveness of internal control,
 - ii) major internal control weaknesses discovered,
 - iii) progress on the implementation of internal audit recommendations,
 - iv) progress against plan over the previous year,

- e) Ensure, in conjunction with internal audit, that there is a strategic audit plan covering the coming three years with a detailed plan for the coming year.

4.4.2 The Director of Finance, Estates and Resources or designated auditors are entitled, without necessarily giving prior notice, to require and receive:

- a) access to all records, documents and correspondence relating to any financial or other relevant transactions, including documents of a confidential nature;
- b) access at all reasonable times to any land, premises or employee of the Trust;
- c) the production of any cash, stores or other property of the Trust under an employee's control; and
- d) explanations concerning any matter under investigation.

4.5 Role of Internal Audit

4.5.1 Internal Audit will review, appraise and report upon:

- a) the extent of compliance with, and the financial effect of, relevant established policies, plans and procedures;
- b) the adequacy and application of financial and other related management controls;
- c) the suitability of financial and other related management data;
- d) the extent to which the Trust's assets and interests are accounted for and safeguarded from loss of any kind, arising from:
 - i) fraud and other offences,
 - ii) waste, extravagance, inefficient administration,
 - iii) poor value for money or other causes.

- 4.5.2 Whenever any matter arises which involves, or is thought to involve, irregularities concerning cash, stores, or other property or any suspected irregularity in the exercise of any function of a pecuniary nature, the Director of Finance, Estates and Resources must be notified immediately.
- 4.5.3 The Head of Internal Audit will normally attend Audit Committee meetings and has a right of access to all Audit Committee members, the Chairman and Chief Executive of the Trust.
- 4.5.4 The Head of Internal Audit shall be accountable to the Director of Finance, Estates and Resources. The reporting system for internal audit shall be agreed between the Director of Finance, Estates and Resources, the Audit Committee and the Head of Internal Audit.
- 4.5.5 The agreement shall be in writing and shall comply with the best practice guidance on reporting contained in the NHS Internal Audit Manual. The reporting system shall be reviewed at least every 3 years.

4.6 Role of External Audit

- 4.6.1 The external auditor is appointed by the Members' Council and paid for by the Trust. The auditor must fulfil the requirements as set out in the Local Audit and Accountability Act 2014.
- 4.6.2 The External Auditors are required to work in accordance with the Audit Code for NHS Foundation Trusts.
- 4.6.3 The Head of Internal Audit shall work closely with External Audit and conduct joint planning audit coverage in order to minimise duplication of work and to provide the Trust with the best value for money.
- 4.6.4 The Audit Committee will be responsible for ensuring the External Auditor's work presents value for money.

5 Business Planning, Budgets, Budgetary Control and Monitoring

5.1 Preparation and approval of business plans and budgets

- 5.1.1 The Chief Executive will compile and submit to the Board an annual business plan, or more frequently if required, which takes into account financial targets and forecast available resources. The annual business plan will contain:
 - a) a statement of the significant assumptions on which the plan is based; and
 - b) details of major changes in workload, delivery of services or resources required to achieve the plan.
- 5.1.2 Prior to the start of the financial year the Director of Finance, Estates and Resources will, on behalf of the Chief Executive, prepare and submit budgets for approval by the Board. Such budgets will:

- a) be in accordance with the aims and objectives set out in the annual business plan;
 - b) accord with workload and manpower plans;
 - c) be produced following discussion with appropriate budget holders;
 - d) be prepared within the limits of available funds; and
 - e) identify potential risks.
- 5.1.3 The Director of Finance, Estates and Resources shall monitor financial performance against budget and business plan, periodically review them, and report to the Board.
- 5.1.4 All budget holders must provide information as required by the Director of Finance, Estates and Resources to enable budgets to be compiled.
- 5.1.5 The Director of Finance, Estates and Resources has a responsibility to ensure that adequate training is delivered on an on-going basis to budget holders to help them manage their budgets effectively.

5.2 Budgetary delegation

- 5.2.1 The Chief Executive may delegate the management of a budget to permit the performance of a defined range of activities. This delegation must be in writing, accepted by the budget holder and be accompanied by a clear definition of:
- a) the amount of the budget;
 - b) the purpose(s) of each budget heading;
 - c) individual and group responsibilities;
 - d) authority to exercise virement or transfer;
 - e) services to be delivered through the delegated budget; and
 - f) the provision of regular reports.

- 5.2.2 The Chief Executive and delegated budget holders must not exceed the budgetary total or virement or transfer limits set by the Board. Any requirement to overspend must first be explained and agreed with the Director of Finance, Estates and Resources and formal approval must then be sought from EMT. The Director of Finance, Estates and Resources must then communicate any such changes to the Trust Board.
- 5.2.3 Any budgeted funds not required for their designated purpose(s) revert to the immediate control of the Chief Executive, subject to any authorised use of virement or transfer. Non-recurrent sources of funding should not be used to finance recurring expenditure without Executive Management Team approval.

5.3 Budgetary Control and Reporting

- 5.3.1 The Director of Finance, Estates and Resources will devise and maintain systems of budgetary control. These will include:
- a) monthly financial reports to the Board in a form approved by the Board containing:
 - i) income and expenditure to date showing trends and forecast year-end position;
 - ii) movements in working capital
 - iii) capital project spend and projected outturn against plan
 - iv) cash-flow and rolling cash-flow forecast
 - v) balance sheet
 - vi) explanations of any material variances from plan;
 - vii) details of any corrective action where necessary and the Chief Executive's and/or Director of Finance, Estates and Resources' view of whether such actions are sufficient to correct the situation;
 - b) the issue of timely, accurate and comprehensible advice and financial reports to each budget holder, covering the areas for which they are responsible;
 - c) investigation and reporting of variances from financial and staff budgets
 - d) monitoring of management action to correct variances; and
 - e) arrangements for the authorisation of budget virements and transfers.
- 5.3.2 Each Budget Holder is responsible for ensuring that:
- a) any likely overspending or reduction of income which cannot be met by authorised virement is not incurred without the prior consent of the Executive Management

Team (EMT) or if necessary the Board, or the Chief Executive within his delegated limits;

- b) any reduction in income in excess of £250,000 which cannot be met by corresponding cost saving should be reported to the Board;

(a) and (b) above may be replaced at the discretion of the Chief Executive with required contribution targets for defined care groups and service lines;

- c) the amount provided in the approved budget is not used in whole or in part for any purpose other than that specifically authorised subject to the rules of transfer and virement;
- d) no permanent employees are appointed without the approval of the Chief Executive other than those provided for in the budgeted establishment as approved by the Executive Management Team;
- e) that the use of contractors, agency staff, locums, or non-contractual payments to employees, such as overtime, is not used to circumvent the budgeted establishment; and;
- f) they provide all information as requested by the Director of Finance, Estates and Resources to enable them to discharge their duties.

5.3.3 The Chief Executive is responsible for identifying and implementing cost improvements and income generation initiatives in accordance with the requirements of the Annual Business Plan and a budget which achieves the target surplus.

5.4 Capital Expenditure

5.4.1 The general rules applying to delegation and reporting shall also apply to capital expenditure. (The particular applications relating to capital are contained in Section 16)

5.5 Monitoring Returns

5.5.1 The Chief Executive is responsible for ensuring that the appropriate monitoring forms are submitted to the Independent Regulator.

6 Annual Accounts and Report

6.1.1 The Director of Finance, Estates and Resources, on behalf of the Trust, will:

- a) prepare financial returns in accordance with the accounting policies and guidance given by the Independent Regulator and the Treasury, the Trust's accounting policies, and International Financial Reporting Standards (IFRS) and/or generally accepted accounting practice;
- b) prepare and submit periodic and annual financial reports in accordance with prevailing guidelines and requirements;

- c) submit financial returns for each financial year in accordance with the guidelines and timetable prescribed by the Independent Regulator.
 - d) Provide regular reports on the financial performance of the Trust to the Members' Council.
- 6.1.2 The Trust's audited (by an auditor appointed by the Members' Council) annual accounts and auditor's report must be presented to a general meeting of the Member's Council.
- 6.1.3 The Trust will publish an annual report, in accordance with the prevailing requirements of the Independent Regulator and present it at a public meeting.

7 Bank and Government Banking Service (GBS) Accounts

7.1 General

- 7.1.1 The Director of Finance, Estates and Resources is responsible for managing the Trust's banking arrangements and for advising the Trust on the provision of banking services and operation of accounts. This advice will take into account guidance / directions issued from time to time by the Independent Regulator. The Audit Committee shall approve the banking arrangements on behalf of the Trust Board

7.2 Bank and GBS Accounts

- 7.2.1 The Director of Finance, Estates and Resources is responsible for:
- a) bank accounts and Government Banking Service (GBS) accounts;
 - b) establishing separate bank accounts for the Trust's non-exchequer funds;
 - 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
 - d) reporting to the Board all arrangements made with the Trust's bankers for accounts to be overdrawn.

7.3 Banking Procedures

- 7.3.1 The Director of Finance, Estates and Resources will prepare detailed instructions on the operation of bank and GBS accounts which must include:
- a) the conditions under which each bank and GBS account is to be operated;
 - b) the limit to be applied to any overdraft;
 - c) those authorised to sign cheques or other orders drawn on the Trust's accounts.

d) those authorised to approve electronic banking transfers.

7.3.2 The Director of Finance, Estates and Resources must advise the Trust's bankers in writing of the conditions under which each account will be operated; the limits to be applied to any overdraft and the limitation on single signatory payments and any changes that may be required by resolution of the Board of Directors as may be necessary from time to time. In addition, the Director of Finance, Estates and Resources shall advise the bankers in writing, of the officer(s) and / or Director(s) authorised to release money from, and draw cheques on, each bank account of the Trust and shall notify promptly the cancellation of any such authorisation.

7.4 Tendering and review of banking arrangements

- 7.4.1 The Director of Finance, Estates and Resources will review the banking arrangements of the Trust at regular intervals to ensure they reflect best practice and represent best value for money by periodically seeking competitive tenders for the Trust's banking business.
- 7.4.2 Competitive tenders should be sought when needed. If active arrangements are in place this should be reviewed every 5 years as a minimum. The results of the tendering exercise should be reported to the Board. This exercise is not necessary for GBS accounts.

8 Income, Fees and Charges and Security of Cash, Cheques and Other Negotiable Instruments

8.1 Income Systems

- 8.1.1 The Director of Finance, Estates and Resources is responsible for designing, maintaining and ensuring compliance with systems for the proper recording, invoicing, collection and coding of all monies due. The Director of Finance, Estates and Resources is also responsible for the prompt banking of all monies received.

8.2 Fees and charges

- 8.2.1 The Director of Finance, Estates and Resources is responsible for approving and regularly reviewing the level of all fees and charges other than those determined by the Department of Health or by Statute. Independent professional advice on matters of valuation shall be taken as necessary.
- 8.2.2 All employees must inform the Director of Finance, Estates and Resources promptly of money due arising from transactions which they initiate / deal with, including all contracts, leases, tenancy agreements, private patient undertakings and other transactions.
- 8.2.3 Any income generated from the activities of staff working in their employment hours, and/or utilising any of the Trust's facilities shall be declared as Trust Exchequer Income and dealt with in line with the Trust's official income systems and controls and any relevant aspects of an employee's terms and conditions of employment.
- 8.2.4 All income generation activities shall be approved, before they are undertaken, by the appropriate budget holder / manager, and comprehensive and detailed records retained for audit. Such approval shall only be granted where the scheme generates a minimum of break even after taking account of all overheads and after further approval of prices by the Director of Finance, Estates and Resources. Any exceptions to this will be agreed by the Finance, Investment and Performance Committee. Income generation activities must be approved in line with the Scheme of Delegation.

Area	Healthcare Contract (annual value)	Other income (secondments, SLA)	Notes
Trust Board	£2m +	£2m +	Following FIP recommendation
Finance, Investment & Performance Committee (FIP)	£1m - £2m	£1m - £2m	Business Case. Oversight of EMT decision
Executive Management Team (EMT)	£250k - £2m	£250k - £2m	Supported by decision tree
Director	Up to £100k	Up to £100k	Supported by decision tree
Operational Director / Deputy Director	Up to £50k	Up to £50k	Supported by decision tree

8.3 Debt Recovery

- 8.3.1 The Director of Finance, Estates and Resources is responsible for ensuring appropriate recovery action on all outstanding debts. Income not received should be dealt with in accordance with the losses procedures. Overpayments should be detected (or preferably prevented) and recovery initiated.

8.4 Security of cash, cheques and other negotiable instruments

- 8.4.1 The Director of Finance, Estates and Resources is responsible for:
- a) approving the form of all receipt books, agreement forms, or other means of officially acknowledging or recording monies received or receivable;
 - b) ordering and securely controlling any such stationery;
 - c) the provision of adequate facilities and systems for employees whose duties include collecting and holding cash, including the provision of safes or lockable cash boxes, the procedures for keys, and for coin operated machines; and
 - d) prescribing systems and procedures for handling cash and negotiable securities on behalf of the Trust.
- 8.4.2 Official money shall not under any circumstances be used for the encashment of neither private cheques nor IOU's.
- 8.4.3 All cheques, postal orders, cash etc., shall be banked intact. Disbursements shall not be made from cash received, except under arrangements approved by the Director of Finance, Estates and Resources.
- 8.4.4 Official money shall not under any circumstances be used for the encashment of neither private cheques nor IOU's.
- 8.4.5 Official money shall not under any circumstances be used for the encashment of neither private cheques nor IOU's.
- 8.4.6 All cheques, postal orders, cash etc., shall be banked intact. Disbursements shall not be made from cash received, except under arrangements approved by the Director of Finance, Estates and Resources.
- 8.4.7 The holders of safe keys shall not accept unofficial funds for depositing in their safes unless such deposits are in special sealed envelopes or locked containers. It shall be made clear to the depositors that the Trust is not to be held liable for any loss, and written indemnities must be obtained from the organisation or individuals absolving the Trust from responsibility for any loss.

9 Contracting for Provision of Services

- 9.1.1 The Chief Executive is responsible for negotiating contracts for the provision of healthcare services in accordance with the business plan, and for establishing the arrangements for extra-contractual services. In discharging this responsibility, the Chief Executive shall take into account:
- a) the standards of service quality expected;
 - b) costing and pricing of services;
 - c) payment terms and conditions;
 - d) amendments to contracts and extra-contractual arrangements
- 9.1.2 Contracts should be so devised as to ensure a measured balance between risk and opportunity and should be made with the long-term interests of the Trust in mind.
- 9.1.3 The Director of Finance, Estates and Resources shall produce regular reports detailing actual and forecast contract income with a detailed assessment of the impact of any variable elements of that income. This shall include any partnership arrangements the Trust enters into for the provision of healthcare related services.

10 Terms of Service and Payment to Directors and Employees

10.1 People And Remuneration Committee

- 10.1.1 In accordance with Standing Orders the Board shall establish a People And Remuneration Committee, with clearly defined terms of reference, specifying which posts fall within its area of responsibility, its composition, and the arrangements for reporting.
- 10.1.2 The duties of the Committee are outlined in the Scheme of Delegation and detailed in the terms of reference of the Committee.
- 10.1.3 The Board will approve proposals presented by the Chief Executive for setting of remuneration and conditions of service for those employees not covered by the Committee. Remuneration and terms of services of the Chair and Non-executive Directors will be determined by the Members' Council, based on external advice and / or the remuneration offered to Non-executive Directors in comparable Foundation Trusts.

10.2 Funded establishment

10.2.1 The workforce plans incorporated within the annual budget, as approved by Trust Board, will form the funded establishment. The funded establishment of any department may not be materially varied without the approval of the Chief Executive who will establish and maintain schemes of transfer and virement, and the use of contractors, agency staff or locums will be counted against the funded establishment. Variations not considered material include minor skills mix changes as a result of recruitment to vacant positions, which will be agreed with the appropriate director and in line with the Scheme of Delegation.

Area (typically)	Delegated Limits	Notes
Executive Management Team (EMT)	Trustwide	Establishment cannot exceed agreed planned level unless agreed by appropriate escalation
Operational Director / Deputy Director	Within care group / directorate	
General Manager	Within cost centre	
Budget Holder	Within specific subjective line	

10.3 Staff appointments

10.3.1 No director or employee may engage, re-engage, or re-grade employees, either on a permanent or temporary nature, or hire agency staff, or agree to changes in any aspect of remuneration:

- a) unless authorised to do so by the Chief Executive; and
- b) within the limit of their approved budget and funded establishment.

10.3.2 The Board will approve procedures presented by the Chief Executive for the determination of commencing pay rates, condition of service, etc., for employees.

10.4 Processing of payroll

10.4.1 The Executive Director (Chief People Officer) responsible for payroll is responsible for:

- a) specifying timetables for submission of properly authorised time records and other notifications;
- b) the final determination of pay and allowances;
- c) making payment on agreed dates; and
- d) agreeing method of payment.

10.4.2 The Executive Director responsible for payroll will issue instructions regarding:

- a) verification and documentation of data;
- b) the timetable for receipt and preparation of payroll data and the payment of employees;
- c) maintenance of subsidiary records for superannuation, income tax, social security and other authorised deductions from pay;
- d) security and confidentiality of payroll information;
- e) checks to be applied to completed payroll before and after payment;
- f) authority to release payroll data under the provisions of the General Data Protection Regulations (GDPR);
- g) methods of payment available to various categories of employee;
- h) procedures for payment by cheque, bank credit, or cash to employees;
- i) procedures for the recall of cheques and bank credits
- j) pay advances and their recovery;
- k) recovery of overpayments and the correction of underpayments;
- l) maintenance of regular and independent reconciliation of pay control accounts;
- m) separation of duties of preparing records and handling cash; and
- n) a system to ensure the recovery from leavers of sums of money and property due by them to the Trust.

10.4.3 Appropriately nominated managers have delegated responsibility for:

- a) submitting time records, and other notifications in accordance with agreed timetables;
- b) completing time records and other notifications in accordance with the Executive Director's instructions and in the form prescribed by the Executive Director;
- c) completing documentation changing to employees terms and conditions of service, subject to compliance with the prevailing procedures and verification agreed by the Director of Finance, Estates and Resources, and the Chief People Officer; and

- d) submitting termination forms in the prescribed form immediately upon knowing the effective date of an employee's resignation, termination or retirement. Where an employee fails to report for duty in circumstances that suggest they have left without notice, the Executive Director must be informed immediately.

10.4.4 Regardless of the arrangements for providing the payroll service, the Chief People Officer shall ensure that the chosen method 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.

10.5 Contracts of Employment

10.5.1 The Board shall delegate responsibility to the Chief People Officer for:

- a) ensuring that all employees are issued with a Contract of Employment in a form approved by the Board and which complies with employment legislation; and
- b) dealing with variations to, or termination of, contracts of employment.

11 Non Pay Expenditure

11.1 Delegation of authority

The Board will approve the level of non-pay expenditure on an annual basis and the Chief Executive will determine the level of delegation to budget managers. The Trust Audit Committee will be responsible for agreeing the Trust's procurement strategy.

Area (typically)	Agree contract (value 3 yrs)	System approval	Notes
Trust Board	£2m +	-	Based upon value over 3 year contract.
Finance, Investment & Performance Committee (FIP)	£1m +	-	Following EMT decision. Recommend to Board
Executive Management Team (EMT)	Up to £2m	-	
Dual Director	-	£250k +	Director + Director of Finance
Director	-	£100k - £250k	
Operational Director / Deputy Director	Up to £150k	£25k - £100k	
General Manager	Up to £50k	£2k - £25k	
Budget Holder	-	£0.1k - £2k	
Requisitioner	-	Up to £0.1k	

11.1.1 The Chief Executive will set out:

- a) the list of managers who are authorised to place requisitions for the supply of goods and services; and
- b) the maximum level of each requisition and the system for authorisation above that

level. (as outlined within the Trust Scheme of Delegation)

11.1.2 The Chief Executive shall set out procedures on the seeking of professional advice regarding the supply of goods and services.

11.2 Choice, requisitioning, ordering, receipt and payment for goods and services

11.2.1 The Director of Finance, Estates and Resources will be responsible for ensuring staff operate within the approved procurement arrangements. The requisitioner, in choosing the item to be supplied (or the service to be performed) shall always obtain the best value for money for the Trust. In so doing, the requisitioner must follow the prevailing procedures issued by the Director of Finance, Estates and Resources for the procurement of goods and services.

11.2.2 The Director of Finance, Estates and Resources shall be responsible for the prompt payment of accounts and claims. Payment of contract invoices shall be in accordance with contract terms, or otherwise, in accordance with national guidance and as outlined in 11.2.3.

11.2.3 The Director of Finance, Estates and Resources will:

- a) advise the Board regarding the setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained. Once approved the thresholds, including those that apply to UK procurement law, will be incorporated into standing orders and any amendment will require approval of Trust Board, the Members' Council and Monitor.
- b) prepare and disseminate procedural instructions on the obtaining of goods, works and services incorporating the thresholds;
- c) be responsible for the prompt payment of all properly authorised accounts and claims;
- d) be responsible for designing and maintaining a system of verification, recording and payment of all amounts payable. The system shall provide for:
 - i) A list of directors/employees authorised to certify invoices.
 - ii) Certification that:
 - goods have been duly received, examined and are in accordance with specification and the prices are correct;
 - work done or services rendered have been satisfactorily carried out in accordance with the order, and, where applicable, the materials used are of the requisite standard and the charges are correct;
 - in the case of contracts based on the measurement of time, materials or expenses, the time charged is in accordance with the time sheets, the rates of labour are in accordance with the appropriate rates, the materials have been checked as regards quantity, quality, and price

and the charges for the use of vehicles, plant and machinery have been examined;

- where appropriate, the expenditure is in accordance with regulations and all necessary authorisations have been obtained;
 - the account is arithmetically correct;
 - the account is in order for payment.
- iii) A system for submission to the Director of Finance, Estates and Resources of accounts for payment; provision shall be made for the early submission of accounts subject to cash discounts or otherwise requiring early payment.
- iv) Instructions to employees regarding the handling and payment of accounts within the Finance Department.
- e) be responsible for ensuring that payment for goods and services is only made once the goods and services are received, (except as stated below).

11.2.4 Prepayments are only permitted where exceptional circumstances apply. In such instances:

- a) Prepayments are only permitted where the financial advantages outweigh the disadvantages (i.e. cashflows must be discounted to NPV) and the intention is not to circumvent cash limits.
- b) the appropriate Director must provide, in the form of a written report, a case setting out all relevant circumstances of the purchase. The report must set out the effects on the Trust if the supplier is at some time during the course of the prepayment agreement unable to meet his commitments;
- c) the Director of Finance, Estates and Resources will need to be satisfied with the proposed arrangements before contractual arrangements proceed; and
- d) the budget holder is responsible for ensuring that all items due under a prepayment contract are received and he/she must immediately inform the appropriate Director or Chief Executive if problems are encountered.

11.2.5 Official Orders must:

- a) be consecutively numbered;
- b) be in a form approved by the Director of Finance, Estates and Resources;
- c) state the Trust's terms and conditions of trade; and

d) only be issued to, and used by, those duly authorised by the Chief Executive.

11.2.6 Managers must ensure that they comply fully with the guidance and limits specified by the Director of Finance, Estates and Resources and that:

- a) all contracts [other than for a simple purchase permitted within the Scheme of Delegation or delegated budget], leases, tenancy agreements, service level agreements and other commitments which may result in a liability are notified to the Director of Finance, Estates and Resources in advance of any commitment being made;
- b) contracts above specified thresholds are advertised and awarded in accordance with the UK's obligations under the World Trade Organisations (WTO) agreement and UK procurement law which governs public procurement and complies with the White Paper on Standards, Quality and International Competitiveness (CMND 8621);
- c) contracts that commit the organisation to revenue consequences above £2 million over three or less years are approved by the Trust Board
- d) all service level agreement which are provided by and for the Trust must be formally authorised by the Director of Finance, Estates and Resources or nominated officer in line with the scheme of delegation. The Director of Finance, Estates and Resources must be notified of any intention to exit a service level agreement in advance of that exit being confirmed.
- e) no order shall be issued for any item or items to any firm which has made an offer of gifts, reward or benefit to directors or employees, other than:
 - i) isolated gifts of a trivial character or inexpensive seasonal gifts, such as calendars;
 - ii) conventional hospitality, such as lunches in the course of working visits;
- f) no requisition / order is placed for any item or items for which there is no budget provision unless authorised by the Director of Finance, Estates and Resources on behalf of the Chief Executive;
- g) all goods, services, or works are ordered on an official order except works and services executed in accordance with a contract and purchases from petty cash;
- h) verbal orders must only be issued very exceptionally - by an employee designated by the Chief Executive and only in cases of emergency or urgent necessity. These must be confirmed by an official order and clearly marked "Confirmation Order";
- i) orders are not split or otherwise placed in a manner devised so as to avoid the financial thresholds;

- j) goods are not taken on trial or loan in circumstances that could commit the Trust to a future uncompetitive purchase;
 - k) changes to the list of directors / employees authorised to certify invoices are notified to the Director of Finance, Estates and Resources;
 - l) purchases from petty cash are restricted in value and by type of purchase in accordance with instructions issued by the Director of Finance, Estates and Resources; and
 - m) petty cash records are maintained in a form as determined by the Director of Finance, Estates and Resources.
- 11.2.7 The Director of Finance, Estates and Resources shall ensure that the arrangements for financial control and financial audit of building and engineering contracts and property transactions comply with best practice, utilising the guidance contained within the NHS capital investment guidance where appropriate. The technical audit of these contracts shall be the responsibility of the relevant Director.

12 Tendering and Contract Procedures

12.1 Duty to comply with standing orders

- 12.1.1 The procedure for making all contracts for or on behalf of the Trust will comply with these standing orders except where **SO 4.13 (Suspension of Standing Orders)** is applied.

12.2 Directives Governing Public Procurement

- 12.2.1 Directives, regulations, policies, and guidance relating to the procurement of supplies, services and works for the public sector as detailed within UK Public Procurement Law and promulgated by the Department of Health prescribing procedures for awarding all forms of contracts shall have the effect as if incorporated into these standing orders.
- 12.2.2 The Trust will comply as far as possible with relevant guidance issued by the Department of Health and the Independent Regulator (or other relevant regulatory body as appropriate).

12.3 Trust Procurement Framework

- 12.3.1 The Trust will look to ensure Value For Money by utilising existing Trust Procurement Framework arrangements. Should not this be the case then the Procurement team will explore Quotations (12.4) or Formal competitive tendering (12.5) as appropriate.

12.4 Quotations

- 12.4.1 Quotations are required where the formal tendering procedures are waived under 12.7 (Waiver of Tenders) and where the intended expenditure is between £10,000 and £25,000.
- 12.4.2 Where quotations are required they should be obtained from at least three firms or individuals based on specifications or terms of reference prepared by or on behalf of the Board.
- 12.4.3 Quotations should be in writing unless the Chief Executive or his nominated officer determines that it is impractical to do so, in which case quotations may be obtained by telephone. Written quotations must be sought by post, email or an approved electronic trading system through the Trust Procurement department.
- 12.4.4 Confirmation of telephone quotation should be obtained as soon as possible and the reasons why the telephone quotation should be obtained should be set out in a permanent record. All quotations should be treated as confidential and should be retained for inspection.
- 12.4.5 The Chief Executive or his nominated officer should evaluate the quotations and select the one that best meets the trust's requirements. If this is not the lowest, then this fact and the reasons why the lowest quotation was not chosen should be a permanent record.

12.4.6 Non-competitive quotations in writing may be obtained for the following purposes:

- a) Supply of goods and services of a special character for which, in the opinion of the Chief executive or nominated officer, it is not possible or desirable to obtain competitive quotations.
- b) The goods and services are required urgently.

A list of agreed exemptions will be maintained by the procurement department.

12.5 Formal competitive tendering

12.5.1 The Trust will ensure that competitive tenders are invited for the supply of goods, materials, manufactured articles and services including all forms of management consultancy (other than specialised services sought from or provided by the Department of Health), for the design, construction and maintenance of buildings and engineering works (including construction and maintenance of grounds and gardens) and for disposals. Formal competitive tenders will be invited for all aforementioned procurement or disposals above £25,000 in value.

12.5.2 The Director of Finance, Estates and Resources will be responsible for the receipt, endorsement and safe custody of all tenders received via an approved electronic trading system and for maintaining a register showing each set of tender invitations dispatched by post or electronically.

12.5.3 Where only one tender is received, the Chief Executive and Director of Finance, Estates and Resources will be responsible for assessing whether it represents value for money.

12.6 Where tendering or quotation is not required

12.6.1 The Trust will use the procurement system for all goods and services under £10,000 in value unless the Chief Executive or nominated officers deem it inappropriate. The decision to use alternative sources must be documented.

12.6.2 The Chief Executive is responsible for ensuring that best value for money can be demonstrated for all service provided under contract or in-house. The Trust Board may determine from time to time that in-house services should be market tested by competitive tendering.

12.7 Waiver of tenders

12.7.1 Formal tendering procedures may be waived by the Chief Executive or Director of Finance, Estates and Resources if:

- a) The supply is proposed under special arrangements negotiated by the Department of Health in which event the special arrangements must be complied with; or
- b) The timescale genuinely precludes competitive tendering. Failure to plan the work

properly is not a justification for a single tender; or

- c) Specialist expertise is required and is available only from one source; or
- d) The task is essential to complete the project AND arises as a consequence of a recently completed assignment and engaging different individuals or organisations for the new task, service or goods would be inappropriate; or
- e) There is a clear benefit to be gained from maintaining continuity with an earlier project. However, in such cases the benefits of such continuity must outweigh any potential financial advantage to be gained by competitive tendering; or
- f) The circumstances are covered by provision in the NHS capital investment guidance.
- g) Where tendering procedures are waived by the Chief Executive or Director of Finance, Estates and Resources, the appropriate transparency notices must be published as per UK Procurement Law.

A list of agreed exemptions will be maintained by the procurement department.

- 12.8.2 The Board via the Director of Finance, Estates and Resources will ensure that the companies or individuals invited to tender are among those on the Trust's e Tendering database, procurement system or a recognised public sector framework agreement. The Director of Finance, Estates and Resources is responsible for ensuring that the approved supplier lists are reviewed and have a documented process which allows for the addition and deletion of companies and organisations from the lists. Where, in the opinion of the Director of Finance, Estates and Resources, it is desirable to seek tenders from firms not on the approved list, the reason should be recorded in writing to the Chief Executive.

12.8 Contracts

12.8.1 The Trust may only enter into contracts within its statutory powers and within its Terms of Authorisation.

12.8.2 Where appropriate contracts will be in (or embody) the same terms and conditions of contract as was the basis on which the tender or quotation was obtained. In all contracts made by the Trust, the Board will endeavour to obtain best value for money. The Chief Executive will nominate an officer to oversee each contract on behalf of the trust.

12.9 Healthcare Services Contracts

12.9.1 The Chief Executive shall delegate power to negotiate for the provision of health services with commissioners to nominated officers.

12.10 Partnerships

Where the trust enters into partnership 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 £500,000, then the partnership must be approved by the Trust Board, who will set a timescale for its review and renewal. This includes, but is not limited to, Provider Collaboratives, Estates projects and Section 75 agreements. The Chief Executive shall ensure there are adequate systems for the management of such partnerships.

12.11 Cancellation of contracts

Except where specific provision is made for contracts with NHS organisations, all written contracts will include a clause empowering the Trust to cancel the contract and to recover from the contractor the amount of any loss resulting from such cancellation, if the contractor (or any person acting on his behalf with or without the knowledge of the contractor) has offered, given or agreed any gift, inducement or reward to any person for entering into the contract or any other contract with the Trust or if the contractor or any person acting on his behalf has committed any offence relating to corruption.

12.12 Determination of contracts for failure to deliver goods or materials

Every written contract for the supply of goods or materials will include a clause to allow the Trust to determine the contract if the contractor fails to deliver the goods or materials (or any portion of them) to purchase other goods to make good the default. The clause will secure that the Trust can recover the cost of making good the default from the contractor.

12.13 Contracts involving funds held on trust

Contracts involving funds held on trust shall do so individually to a specific named fund. Such contracts involving charitable funds shall comply with the requirements of the Charities Act.

12.14 Contact with contractors and suppliers

All employees who are in contact with suppliers and contractors or are authorised to sign Purchase Orders, or place contracts for goods, materials or services, must adhere to professional standards.

12.15 Avoiding favouritism

Fair and open competition between prospective contractors or suppliers for contracts is a requirement of SWYPFT and Public Procurement Regulations for Works and Supplies.

This means that:

- No private, public or voluntary organisation or company which may bid for business must be given any advantage over its competitors, such as advance notice of requirements. This applies to all potential contractors, whether or not there is a relationship between them and the employer, such as a long-running series of previous contracts.
- Each new contract must be awarded solely on merit, taking into account the requirements and the ability of the contractors to fulfil them.
- No special favour is shown to current or former employees or their close relatives or associates in awarding contracts to private or other businesses run by them or employing them in a senior or relevant employee capacity.
- Contracts may be awarded to such businesses where they are won in fair competition against other tenders, but scrupulous care must be taken to ensure that the selection process is conducted impartially and that Employees who are known to have a relevant interest play no part in the selection.

13 External Borrowing

- 13.1.1 The Director of Finance, Estates and Resources will advise the Board concerning the Trust's ability to pay interest on, and repay, both the originating capital debt and any proposed new borrowing, within the limits set by the Independent Regulator. The Director of Finance, Estates and Resources is also responsible for reporting periodically to the Board concerning the Public Dividend Capital (PDC) debt and all loans and overdrafts.
- 13.1.2 Any decision to undertake external borrowing must be made by Trust Board.
- 13.1.3 Any application for PDC, a loan or overdraft will only be made by the Director of Finance, Estates and Resources or by an employee so delegated by them.
- 13.1.4 The Director of Finance, Estates and Resources must prepare detailed procedural instructions concerning applications for PDC, loans and overdrafts.
- 13.1.5 All borrowings should be kept to the minimum period of time possible, consistent with the overall cash flow position. Any short term borrowing requirement in excess of one month must be authorised by the Director of Finance, Estates and Resources.
- 13.1.6 All long term borrowing must be consistent with the plans outlined in the current Business Plan.

14 Investments

- 14.1.1 The Director of Finance, Estates and Resources shall produce a Treasury Management strategy and policy requiring Audit Committee approval providing a comprehensive framework for the management and investment of cash balances.
- 14.1.2 The Treasury Management strategy and policy shall have a conservative approach to investments appropriate for a tax-funded public body and shall comply with the prevailing guidance or instructions of the Independent Regulator.
- 14.1.3 The Director of Finance, Estates and Resources shall prepare and implement detailed procedural instructions for the implementation of the Treasury Management strategy and policy.

15 Financial Framework

- 15.1.1 The Director of Finance, Estates and Resources will ensure that the Trust Board are aware of the prevailing instructions and guidance of the Independent Regulator, and any statutory or regulatory requirements, regarding the financial management and financial duties of the Trust.

16 Capital Investment, Private Finance, Fixed Assets and Security of Assets

16.1 Capital investment

16.1.1 All decisions relating to capital will be approved in line with the Scheme of Delegation and considered against the Trust Estates Strategy.

Area	Approval Limits	Notes
Trust Board	Capital Plan – Approve Business Case - £5m+	Business case A
Finance, Investment & Performance Committee (FIP)	Capital plan - recommend	Review of EMT approvals
Executive Management Team (EMT)	Capital plan – recommend Business case – Up to £5m In year variations - £0.5m+	Business case B
Estates TAG	In year variations – up to £0.5m	Business case C

16.1.2 The Chief Executive:

- 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 Financial Risk Rating.

16.1.3 For every capital expenditure proposal, requiring Trust Board approval, the Chief Executive shall ensure:

- a) that a business case (in line with the guidance contained within the Capital Investment Manual) is produced setting out:
 - i) an option appraisal of potential benefits compared with known costs to determine the option with the highest ratio of benefits to costs; and
 - ii) appropriate project management and control arrangements; and
- b) that the Director of Finance, Estates and Resources has certified professionally to the costs and revenue consequences detailed in the business case.

- 16.1.4 For capital schemes where the contracts stipulate stage payments, the Chief Executive will issue procedures for their management, incorporating the recommendations of NHS capital investment guidance or any other legally binding contractual process as appropriate.
- 16.1.5 The Director of Finance, Estates and Resources shall issue regular reporting of expenditure and commitment against authorised expenditure.
- 16.1.6 The approval of a capital programme shall not constitute approval for expenditure on any scheme.

The Chief Executive shall issue to the manager responsible for any scheme:

- a) specific authority to commit expenditure;
- b) authority to proceed to tender;
- c) approval to accept a successful tender.

The Chief Executive will issue a scheme of delegation for capital investment management broadly in line with NHS capital investment guidance, and in accordance with the Trust's Standing Orders.

- 16.1.7 The Director of Finance, Estates and Resources shall issue procedures governing the financial management, including variations to contract, of capital investment projects and valuation for accounting purposes.

16.2 Private finance

- 16.2.1 Any proposal to use private finance (PFI, LIFT or similar), or to enter into a contract that commits the Trust to long term (15 years or more) arrangements for capital assets with a lifetime value in excess of £500,000, require approval by the Trust Board.
- 16.2.2 The Director of Finance, Estates and Resources shall ensure that any such proposal is fully assessed against alternative routes for obtaining that capital asset applying prevailing guidance or instruction from the Independent Regulator or best practice guidance.

16.3 Asset registers

- 16.3.1 The Chief Executive is responsible for the maintenance of registers of assets, taking account of the advice of the Director of Finance, Estates and Resources concerning the form of any register and the method of updating, and arranging for a physical sample check of assets against the asset register to be conducted once a year.
- 16.3.2 Each Trust shall maintain an asset register recording fixed assets. The minimum data set to be held within these registers shall be as specified by the Independent Regulator.
- 16.3.3 Additions to the fixed asset register must be clearly identified to an appropriate budget holder and be validated by reference to:
- a) properly authorised and approved agreements, architect's certificates, supplier's invoices and other documentary evidence in respect of purchases from third parties;
 - b) stores, requisitions and wages records for own materials and labour including appropriate overheads; and
- 16.3.4 lease agreements in respect of assets held under a finance lease and capitalised. Where capital assets are sold, scrapped, lost or otherwise disposed of, their value must be removed from the accounting records and each disposal must be validated by reference to authorisation documents and invoices (where appropriate).
- 16.3.5 The Director of Finance, Estates and Resources shall ensure there is a regular process for reconciling balances on fixed assets accounts in ledgers against balances on fixed asset registers.
- 16.3.6 The value of each asset shall be re-valued in line with accounting policies drawn up by the Director of Finance, Estates and Resources, reviewed by the audit committee, and which are in accordance with the accounting requirements of the Independent Regulator.
- 16.3.7 The value of each asset shall be depreciated using methods and rates in accordance with the accounting requirements of the Independent Regulator.

16.4 Security of assets

16.4.1 The overall control of fixed assets is the responsibility of the Chief Executive.

16.4.2 This is supported by Trust employed Local Security Management Specialists (LSMS) who, utilising the Trust security management strategy (as aligned to external strategies and standards) and Safe and Secure Environment Policy to protect NHS staff and patients, security of premises, protection of property and assets and security resilience.

16.4.3 Asset control procedures (including fixed assets, cash, cheques and negotiable instruments, and also including donated assets) must be approved by the Director of Finance, Estates and Resources. This procedure shall make provision for:

- a) recording managerial responsibility for each asset;
- b) identification of additions and disposals;
- c) identification of all repairs and maintenance expenses, where relevant and beneficial;
- d) physical security of assets;
- e) periodic verification of the existence of, condition of, and title to, assets recorded;
- f) identification and reporting of all costs associated with the retention of an asset; and
- g) reporting, recording and safekeeping of cash, cheques, and negotiable instruments.

16.4.4 All discrepancies revealed by verification of physical assets to fixed asset register shall be notified to the Director of Finance, Estates and Resources.

16.4.5 Whilst each employee has a responsibility for the security of property of the Trust, it is the responsibility of Directors and senior employees in all disciplines to apply such appropriate routine security practices in relation to NHS property as may be determined by the Board. Any breach of agreed security practices must be reported in accordance with instructions.

16.4.6 Any damage to the Trust's premises, vehicles and equipment, or any loss of equipment, stores or supplies must be reported by directors and employees in accordance with the procedure for reporting losses.

16.4.7 Where practical, equipment assets should be marked as Trust property.

17 Stores and Receipt of Goods

17.1 Stores

- 17.1.1 Stores, defined in terms of controlled stores and departmental stores (for immediate use) should be:
- a) kept to a minimum;
 - b) subjected to annual stocktake;
 - c) valued at the lower of cost and net realisable value.
- 17.1.2 Subject to the responsibility of the Director of Finance, Estates and Resources for the systems of control, overall responsibility for the control of stores shall be delegated to an employee by the Chief Executive. The day-to-day responsibility may be delegated to departmental employees and stores managers/keepers, subject to such delegation being entered in a record available to the Director of Finance, Estates and Resources. The control of Pharmaceutical stocks shall be the responsibility of a designated Pharmaceutical Officer, the control of fuel (for generators as part of business continuity plans) of a designated Estates Manager, the control of the equipment store to the designated Equipment Store Manager.
- 17.1.3 The responsibility for security arrangements and the custody of keys for all stores and locations shall be clearly defined in writing by the designated manager/Pharmaceutical Officer. Wherever practicable, stocks should be marked as health service property.
- 17.1.4 The Director of Finance, Estates and Resources shall set out procedures and systems to regulate the stores including records for receipt of goods, issues, and returns to stores, and losses.
- 17.1.5 Stocktaking arrangements shall be agreed with the Director of Finance, Estates and Resources and there shall be a physical check covering all items in store at least once a year.
- 17.1.6 Where a complete system of stores control is not justified, alternative arrangements shall require the approval of the Director of Finance, Estates and Resources.
- 17.1.7 The designated Manager/Pharmaceutical Officer shall be responsible for a system approved by the Director of Finance, Estates and Resources for a review of slow moving and obsolete items and for condemnation, disposal, and replacement of all unserviceable articles. The designated Officer shall report to the Director of Finance, Estates and Resources any evidence of significant overstocking and of any negligence or malpractice (see also 19, Disposals and Condemnations, Losses and Special Payments). Procedures for the disposal of obsolete stock shall follow the procedures set out for disposal of all surplus and obsolete goods.

17.2 Receipt of goods

17.2.1 For goods purchased using the Trust's requisitioning/purchase order system, they will be delivered to the Trusts central receipt point (where it is appropriate to do so) before being delivered by Trust personnel to the end user. These goods will be checked and receipted on the purchase order system by the central receipt point staff in readiness for payment. An internal delivery note will accompany the goods and will be signed as acceptance of receipt of the goods by the end user (person/ward/department requesting the goods). Any discrepancies on the goods delivered must be reported to the receipt and distribution department within five working days, who will then take the most appropriate action.

18 Disposals and Condemnations, Losses and Special Payments

18.1 Disposals and condemnations

18.1.1 The Director of Finance, Estates and Resources must prepare detailed procedures for the disposal of assets including condemnations and ensure that these are notified to managers.

18.1.2 When it is decided to dispose of a Trust asset, the head of department or authorised deputy will determine and advise the Director of Finance, Estates and Resources of the estimated market value of the item, taking account of professional advice where appropriate. All staff have a responsibility to report asset disposals and those determined as obsolete or missing.

18.1.3 Disposal of assets must be approved in line with the Scheme of Delegation. Any proposed disposal requires a paper detailing options for disposal and expected net realisable value from such options. Any such proposal must include criteria for proceeding with the disposal (such as net receipt, or eradication of an associated liability), such that if the criteria is not achieved then the disposal is not completed.

Area	Limit	Notes
Trust Board	£500k+	
Executive Management Team (EMT)	£50k - £500k	
Deputy Director	Up to £50k	

18.1.4 All unserviceable articles shall be:

- a) condemned or otherwise disposed of by an employee authorised for that purpose by the Director of Finance, Estates and Resources; and
- b) recorded by the Condemning Officer in a form approved by the Director of Finance, Estates and Resources which will indicate whether the articles are to be converted, destroyed or otherwise disposed of.

All entries shall be confirmed by the countersignature of a second employee authorised for the purpose by the Director of Finance, Estates and Resources.

The Condemning Officer shall satisfy themselves as to whether or not there is evidence of negligence in use and shall report any such evidence to the Director of Finance, Estates and Resources who will take the appropriate action.

18.1.5 It is the responsibility of all staff to ensure that obsolete / damaged / missing assets are reported to the Director of Finance, Estates and Resources.

18.2 Losses and special payments

18.2.1 The Director of Finance, Estates and Resources must prepare procedural instructions on the recording of and accounting for condemnations, losses, and special payments. The Director of Finance, Estates and Resources must also prepare a process that sets out the action to be taken both by persons detecting a suspected fraud and those persons responsible for investigating it.

18.2.2 Any employee discovering or suspecting a loss of any kind must either immediately inform their head of department, who must immediately inform the Chief Executive and the Director of Finance, Estates and Resources. Where a criminal offence is suspected, the Director of Finance, Estates and Resources must immediately inform the police if theft or arson is involved.

18.2.3 For losses apparently caused by theft, arson, neglect of duty or gross carelessness, except if trivial, the Director of Finance, Estates and Resources must immediately notify:

- a) the Board, and
- b) the External Auditor.

18.2.4 The Director of Finance, Estates and Resources shall take any necessary steps to safeguard the Trust's interests in bankruptcies and company liquidation. For any loss, the Director of Finance, Estates and Resources should consider whether any insurance claim can be made.

18.2.5 The Director of Finance, Estates and Resources shall maintain a Losses and Special Payments Register in which any write-off action is recorded and presented to the Audit Committee for approval. This includes the write off for bad debts and the report will include volumes, values and reasons for the write off. Authorisation for write off is by the Director of Finance, Estates and Resources.

19 Information Technology as regards Financial Systems

19.1.1 The Director of Finance, Estates and Resources, who is responsible for the accuracy and security of the computerised financial data of the Trust, shall:

- a) devise and implement any necessary procedures to ensure adequate (reasonable) protection of the Trust's data, programs and computer hardware for which he/she is responsible from accidental or intentional disclosure to unauthorised persons, deletion or modification, theft or damage, having due regard for the General Data

Protection Regulations and Caldicott principles;

- b) ensure that adequate (reasonable) controls exist over data entry, processing, storage, transmission and output to ensure security, privacy, accuracy, completeness, and timeliness of the data, as well as the efficient and effective operation of the system;
 - c) ensure that adequate controls exist such that the production systems are separated from development, maintenance and amendment;
 - d) ensure that an adequate management (audit) trail exists through the computerised system and that such computer audit reviews as he/she may consider necessary are being carried out.
- 19.1.2 The Director of Finance, Estates and Resources shall satisfy their self 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 will be obtained from them prior to implementation.
- 19.1.3 The Director of Finance, Estates and Resources shall ensure that contracts for computer services for financial applications with another health organisation or any other agency shall clearly define the responsibility of all parties for the security, privacy, accuracy, completeness, and timeliness of data during processing, transmission and storage. The contract should also ensure rights of access for audit purposes.
- 19.1.4 Where another health organisation or any other agency provides a computer service for financial applications, the Director of Finance, Estates and Resources shall periodically seek assurances that adequate controls are in operation. Where computer systems have an impact on corporate financial systems the Director of Finance, Estates and Resources shall satisfy their selves that:
- a) systems acquisition, development and maintenance are in line with any relevant prevailing corporate policies such as an Information Technology Strategy and Information Governance;
 - b) data produced for use with financial systems is adequate, accurate, complete and timely, and that a management (audit) trail exists;
 - c) Directorate of Finance staff have access to such data; and
 - d) Such computer audit reviews as are considered necessary are being carried out.

19.1.5 Where the Trust provides IT services to other health organisations, the Director responsible for information systems shall ensure that appropriate contracts are drafted and agreed.

20 Service User Property

20.1.1 The Trust has a responsibility to provide safe custody for money and other personal property (hereafter referred to as “property”) handed in by patients, in the possession of unconscious or confused patients, or found in the possession of patients dying in hospital or dead on arrival in the possession of patients who lack capacity to take care of it for themselves.

20.1.2 The Chief Executive is responsible for ensuring that patients or their guardians, as appropriate, are informed before or at admission by:

- notices and information booklets,
- hospital admission documentation and property records,
- the oral advice of administrative and nursing staff responsible for admissions, that the Trust will not accept responsibility or liability for patients’ property brought into Health Service premises, unless it is handed in for safe custody and a copy of an official patients’ property record is obtained as a receipt.

20.1.3 The Director of Finance, Estates and Resources must 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 patients. Due care should be exercised in the management of a patient’s money in order to maximise the benefits to the patient.

20.1.4 Where statutory or regulatory instructions require the opening of separate accounts for patients’ moneys, these shall be opened and operated under arrangements agreed by the Director of Finance, Estates and Resources.

20.1.5 In all cases where property of a deceased patient is of a total value in excess of £5,000 (or such other amount as may be prescribed by any amendment to the Administration of Estates, Small Payments, Act 1965), the production of Probate or Letters of Administration shall be required before any of the property is released. Where the total value of property is £5,000 or less, forms of indemnity shall be obtained.

20.1.6 Staff should be informed, on appointment, by the appropriate departmental or senior manager of their responsibilities and duties for the administration of the property of patients.

20.1.7 Where patients’ property or income is received for specific purposes and held for safekeeping the property or income shall be used only for that purpose, unless any variation is approved by the donor or patient in writing.

21 NHS Charitable Funds

21.1 Introduction

- 21.1.1 The discharge of the Trust's corporate trustee responsibilities for Charitable Funds are distinct from its responsibilities for exchequer funds and may not necessarily be discharged in the same manner, but there must still be adherence to the overriding general principles of financial regularity, prudence and propriety. Trustee responsibilities cover both charitable and non-charitable purposes. The Director of Finance, Estates and Resources shall ensure that each Charitable Fund is managed appropriately with regard to its purpose and to its requirements. The Charitable Funds are administered by the Board acting as corporate trustee. The Board may execute its responsibilities through a Committee established for that purpose (The Charitable Funds Committee), although it remains responsible for the proper management and administration of the Charitable Funds.
- 21.1.2 Standing Orders (SOs) identify the Trust's responsibilities as a corporate trustee for the management of Charitable Funds it holds and define how those responsibilities are to be discharged. They explain that although the management processes may overlap with those of the organisation of the Trust, the trustee responsibilities must be discharged separately, and full recognition given to the dual accountabilities to the Charity Commission for charitable funds held on trust and to the Independent Regulator for all funds held on trust.
- 21.1.3 The reserved powers of the Board and the Scheme of Delegation make clear where decisions regarding the exercise of discretion are to be taken and by whom. Directors and officers must take account of that guidance before taking action. SFIs are intended to provide guidance to persons who have been delegated to act on behalf of the corporate trustee.
- 21.1.4 As management processes overlap most of the sections of these SFIs will also apply to the management of Charitable Funds. This section however covers those instructions which are specific to the management of Charitable Funds.
- 21.1.5 All other sections of the SFIs shall apply equally to Charitable Funds as to other funds except that expenditure from Charitable Funds shall be restricted to the purpose(s) of the appropriate fund and made in accordance with approval limits set by the Trust Board, or the Charitable Funds Committee established for the administration of the Charitable Funds.
- 21.1.6 The over-riding principle is that the integrity of each Charitable Fund must be maintained and Statutory and Trust obligations met. Materiality must be assessed separately from Exchequer activities and funds.
- 21.1.7 The Board hereby nominates the Director of Finance, Estates and Resources to have primary responsibility to the Board for ensuring that these SFIs are applied taking legal advice as required.

21.2 Existing Charitable Funds

- 21.2.1 The Director of Finance, Estates and Resources shall arrange for the administration of all existing Charitable Funds taking legal advice as required. They shall ensure that a governing instrument exists for every Fund and shall produce procedures covering every aspect of the financial management of the Charitable Fund, for the guidance of directors and employees. Such guidelines shall identify the restricted nature of certain Funds including Linked Charities.
- 21.2.2 The Director of Finance, Estates and Resources shall periodically review the Funds in existence and shall make recommendations to the Board regarding the potential for rationalisation of such Funds within statutory guidelines. The Charitable Funds Committee have agreed that funds must have expenditure at least annually otherwise the fund would be reviewed for consolidation into the general fund.
- 21.2.3 The Director of Finance, Estates and Resources may recommend an increase in the number of the Funds where this is consistent with the Trust's policy for ensuring the safe and appropriate management of restricted funds e.g. designation for specific wards or departments. New designated Funds can be created where the donation is large or regular and warrants its own fund.

21.3 New Charitable Funds

The Charitable Funds Committee shall, taking legal advice if necessary, arrange for the creation of a new Charitable Fund where funds and / or other assets, received in accordance with the Trust's policies, cannot be managed adequately as part of an existing Charitable Fund. The governing document will be presented to the Charitable Funds Committee and then the Corporate Trustee for adoption for each new Charitable Fund. Such document shall clearly identify, inter alia, the objects of the new Charitable Fund, the capacity of the Charity to delegate powers to manage and the power to assign the residue of the Fund to another Fund contingent upon certain conditions, e.g. discharge of original objects. This same process applies to Linked Charities.

21.4 Sources of new funds

- 21.4.1 In respect of donations the Director of Finance, Estates and Resources shall provide guidelines to officers of the Trust as to how to proceed when offered funds. These to include:-
- a) the identification of the donor's intentions;
 - b) where possible, the avoidance of new Charitable Funds;
 - c) the avoidance of impossible, undesirable or administratively difficult objects;
 - d) sources of immediate further advice; and
 - e) treatment of offers for personal gifts.

- 21.4.2 The Director of Finance, Estates and Resources shall provide secure and appropriate receipting arrangements which will indicate that funds have been accepted directly into the Trust's Charitable Funds and that the donor's intentions have been noted and accepted.
- 21.4.3 All gifts accepted shall be received and held in the name of the Trust and administered in accordance with the Trust's policy, subject to the terms of specific trusts. As the Trust can accept gifts only for all or any purposes relating to the Health Service, officers shall, in cases of doubt, consult the Director of Finance, Estates and Resources before accepting any gifts.
- 21.4.4 In respect of legacies and bequests the Director of Finance, Estates and Resources shall provide guidelines to officers of the Trust covering any approach regarding the wording of wills and the receipt of funds/other assets from executors.
- 21.4.5 Where necessary the Director of Finance, Estates and Resources will obtain grant of probate or make application for grant of letters of administration where the Trust is the beneficiary.
- 21.4.6 The Director of Finance, Estates and Resources will be empowered on behalf of the Trust to negotiate arrangements regarding the administration of a will with executors and to discharge them from their duty and shall be directly responsible taking legal advice as necessary for the appropriate treatment of all legacies and bequests.
- 21.4.7 The Director of Finance, Estates and Resources shall be kept informed of all enquiries regarding legacies and shall keep an appropriate record. After the death of a testator all correspondence concerning a legacy shall be dealt with on behalf of the Trust by the Director of Finance, Estates and Resources who alone shall be empowered to give an executor a good discharge.
- 21.4.8 The Charity is a member of the Fundraising Regulator and adheres to their guidelines, anyone fundraising on behalf of the Charity has to sign a Fundraising Agreement and is given advice on the legalities of Fundraising to ensure compliance with all statutes and regulations.
- 21.4.9 All fundraising is reported to the Charitable Funds Committee and any specific campaigns would be approved by the Charitable Funds Committee and reported to the Corporate Trustee.
- 21.5 Taking legal advice, the Charitable Funds Committee shall be responsible for alerting the Corporate Trustee to any irregularities regarding the use of the Trust's name and its registration numbers and for the appropriate treatment of all funds raised.
- 21.5.1 In respect of trading income the Director of Finance, Estates and Resources shall be responsible, taking legal advice as required, along with other designated officers, for any trading undertaken by this Trust as a corporate trustee and for the appropriate treatment of funds from this source.

21.6 Investment management relating to charitable funds

- 21.6.1 In respect of investment income the Director of Finance, Estates and Resources shall be responsible for the appropriate treatment of all dividends, interest and other receipts from this source, in accordance with the approved strategy and policy.
- 21.6.2 The Director of Finance, Estates and Resources shall be responsible for all aspects of the management of the investment of funds held on trust. They will, taking legal advice as required, formulate an investment policy for approval by the Charitable Funds Committee and the Corporate Trustee. The policy will be within statutory powers and governing instruments to meet its requirements with regard to income generation and the enhancement of capital value.
- 21.6.3 The Director of Finance, Estates and Resources will be responsible for the appointment of advisors, brokers and where appropriate fund managers. Taking legal advice as necessary the Director of Finance, Estates and Resources shall agree the terms of such appointments and written agreements will be drawn up and signed by the Chief Executive.
- 21.6.4 The Director of Finance, Estates and Resources shall be responsible for pooling investment resources and for the preparation of a submission to the Charity Commission for them to make a scheme and for the participation of the Trust in common investment funds and the agreement of terms of entry and withdrawal from such funds.
- 21.6.5 The Director of Finance, Estates and Resources will ensure that the use of trust assets is appropriately authorised in writing and charges raised within policy guidelines.
- 21.6.6 The Director of Finance, Estates and Resources shall review the performance of brokers and fund managers and shall report on investment performance.
- 21.6.7 All share and stock certificates and property deeds shall be deposited either with the Trust's bankers or in a safe, or a compartment within a safe, to which only the Director of Finance, Estates and Resources will have access.

21.7 Disposition management relating to Charitable Funds

- 21.7.1 The Director of Finance, Estates and Resources shall manage the dispositive discretion of the Trust in respect of Charitable Funds in conjunction with the Corporate Trustee.
- 21.7.2 Account will be taken of:-
- a) the objects of various funds and the designated objectives;
 - b) the availability of liquid funds within each trust;
 - c) the powers of delegation available to commit resources;

- d) the avoidance of the use of Exchequer funds to discharge trust fund liabilities (except where administratively unavoidable) and to ensure that any indebtedness to the Exchequer shall be discharged by Charitable Funds at the earliest possible time;
- e) funds are to be spent rather than preserved, subject to the wishes of the donor and identified needs; and
- f) the definitions of “charitable purposes” as agreed by the NHS Executive with the Charity Commission.

21.8 Banking service for Charitable Funds

21.8.1 The Director of Finance, Estates and Resources shall advise the Charitable Funds Committee and with its approval, shall ensure that appropriate banking services are available to the Trust as corporate trustee. Those bank accounts should permit the separate identification of liquid funds to each trust fund where this is deemed necessary by the Charity Commission.

21.9 Asset management for Charitable Funds

21.9.1 Assets in the ownership of or used by the Trust as corporate trustee shall be maintained along with the general estate and inventory of assets. The Director of Finance, Estates and Resources shall ensure, taking legal advice as required that:-

- a) appropriate records of all assets owned by the Trust as corporate trustee are maintained and that all assets at agreed valuations are brought to account;
- b) appropriate measures are taken to protect and/or replace assets. These to include decisions regarding insurance, inventory control and the reporting of losses;
- c) donated assets received on trust rather into the ownership of the Secretary of State shall be accounted for appropriately; and
- d) all assets acquired from funds held on trust which are intended to be retained within Charitable Funds are appropriately accounted for and that all other assets so acquired are brought to account in the name of the Secretary of State.

21.9.2 Taking legal advice as required, the Director of Finance, Estates and Resources shall prepare an annual trustees’ report (separate reports for charitable and non-charitable trusts) and the required returns to the Independent Regulator and to the Charity Commission for adoption by the Corporate Trustee.

21.10 Accounting and audit of Charitable Funds

21.11 The Director of Finance, Estates and Resources shall maintain all financial records including an Investments Register to enable the production of reports as above and to the satisfaction of internal and external audit.

21.12 The Director of Finance, Estates and Resources shall ensure that the records, accounts and returns receive adequate scrutiny by internal audit during the year. They will liaise with external audit and provide them with all necessary information. The Director of Finance, Estates and Resources shall prepare detailed procedural instructions concerning the receiving, recording, investment and accounting for Charitable Funds.

21.13 The Corporate Trustee shall be advised by the Charitable Funds Committee on the outcome of the annual audit.

21.14 Administrative costs

The Director of Finance, Estates and Resources shall identify all costs directly incurred in the administration of funds held on trust and, in agreement with the Board, shall charge such costs to the appropriate trust accounts.

21.15 Taxation and excise duty

The Director of Finance, Estates and Resources shall ensure that liability to taxation and excise duty is managed appropriately, taking full advantage of available concessions, through the maintenance of appropriate records, the preparation and submission of the required returns and the recovery of deductions at source.

22 Retention of Documents

22.1.1 The Chief Executive shall be responsible for maintaining archives for all documents required to be retained in accordance with Information Governance requirements.

22.1.2 The documents held in archives shall be capable of retrieval by authorised persons.

22.1.3 Documents held under SFI 22 (Retention of Documents) shall only be destroyed at the express instigation of the Chief Executive, records shall be maintained of documents so destroyed.

22.1.4 The Chief Executive will ensure all records are stored securely with proper environmental controls and adequately protected against fire and flood.

22.1.5 The local records office should be consulted before records more than sixty years old are destroyed.

22.1.6 The method used for destruction of confidential records should ensure that their confidentiality is fully maintained. Normally destruction should be by incineration or shredding. Where this service is provided by a contractor, it is necessary to ensure that the methods used throughout all stages (including transport to the destruction site) provide satisfactory safeguards against accidental loss or disclosure.

23 Risk Management and Insurance

23.1.1 The Chief Executive shall ensure that the Trust has a programme of risk management which will be approved and monitored by the Board.

23.1.2 The programme of risk management shall include:

- a) a process for identifying and quantifying risks and potential liabilities;
- b) engendering among all levels of staff a positive attitude towards the control of risk;
- c) management processes to ensure all significant risks and potential liabilities are addressed including effective systems of internal control, cost effective insurance cover, and decisions on the acceptable level of retained risk;
- d) contingency plans to offset the impact of adverse events;
- e) audit arrangements including; internal audit, clinical audit, health and safety review;
- f) arrangements to review the risk management programme.
- g) The existence, integration and evaluation of the above elements will provide a basis to make a statement on the effectiveness of Internal Financial Control within the Annual Report and Accounts as required by Monitor.

23.1.3 The Chief Executive shall ensure that insurance arrangements exist in accordance with the risk management programme.

23.1.4 The Board shall decide if the Trust will insure through the risk pooling schemes administered by the NHS Litigation Authority (NHSLA) or self-insure for some or all of the risks covered by the schemes. If the Board decides not to use the risk pooling schemes (clinical, property and non-clinical third party liability), this decision shall be reviewed annually. For insurable risks not covered by the NHSLA the Board shall decide whether to self-insure or seek third-party insurance.

23.1.5 All the risk-pooling schemes require members to make some contribution to the settlement of claims. The Director of Finance, Estates and Resources should ensure documented procedures also cover the management of claims and payments below the deductible in each case.

24 Equality impact assessment

- 24.1 As part of its development, this policy and its impact on equality have been reviewed in line with SWYPFY Equality Diversity and Inclusion Policy and no detriment was identified.
- 24.2 The purpose of the assessment is to minimise, and if possible, remove any disproportionate impact on employees on the grounds of race, sex, disability, age, pregnancy and maternity, marriage and civil partnership, gender reassignment, sexual orientation or religious or other belief.

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 England, 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 England) 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	General Enabling Provision 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	Regulations and Control 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. 2. Suspend Standing Orders. 3. Vary or amend the Standing Orders. 4. Ratify any urgent decisions taken by the Chair and Chief Executive. 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). 6. Establish terms of reference and reporting arrangements of all Committees and sub-Committees that are established by Trust Board. 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. 8. Adopt the organisation structures, processes and procedures to facilitate the discharge of business by the Trust and to agree modifications to them. 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. 10. Require and receive the declaration of interests for staff that may conflict with those of the Trust. 11. Approve arrangements for dealing with complaints. 12. Authorise use of the seal (delegated to Chief Executive / Executive Director). 13. Ratify or otherwise, instances of failure to comply with Standing Orders brought to the Chief Executive's attention in accordance with SO 6.6. 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 15. Receive reports from committees including those that the Trust is required to establish and to take

REF	TRUST BOARD	DECISIONS RESERVED TO THE BOARD
		action on. 16. Confirm the recommendations of the Trust's Committees where the Ceommittees do not executive powers. 17. Approve arrangements relating to the discharge of the Trust's responsibilities as a corporate trustee for funds held on trust. 18. Approve arrangements relating to the discharge of the Trust's responsibilities as a bailer for patients' property. (Delegated to the Audit Committee)
	Trust Board	Appointments/dismissals 1. Appoint and dismiss eCommittees (and individual directors) that are directly accountable to Trust Board. 2. Approve proposals regarding the Chief Executive, directors, senior employees (delegated to People and Remuneration Committee). 3. Confirm appointment of members of any eCommittee of the Trust as representatives on outside bodies where they are a voting member. 4. Appoint, discipline and dismiss the Trust Secretary (delegated to People and Remuneration Committee).
	Trust Board	Strategy, Plans and Budgets 5. Define and set the Trust's strategy, the strategic aims and objectives. 6. Approve the Business Plan or equivalent as required by NHS England (NHS_E) 7. Approve the Trust's annual financial plan. 8. Receive and approve the Trust's Annual Report and Annual Accounts. 9. Receive and approve the Trust's Annual Quality Accounts 10. Agree the Trust's Counter Fraud Strategy (delegated to the Audit Committee). 11. Agree the Trust's Creative Minds Strategy (delegated to the Charitable Funds Committee). 12. Agree the Trust's Equality, Involvement, Communication & Membership Strategy (delegated to the Equality and Inclusion Committee and Executive Management Team) 13. Approve the Trust's Digital Strategy. 14. Agree the Medicines Management Strategy (delegated to the Executive Management Team). ~~15. Approve the Trust's Organisational Development Strategy.~~ 16. Agree the Trust's Procurement Strategy (delegated to the Audit Committee). 17. Approve the Trust's Quality Strategy. 18. Approve the Trust's Risk Management Governance Framework (on recommendation of the Audit Committee)

REF	TRUST BOARD	DECISIONS RESERVED TO THE BOARD
		17. Approve the ~~Trust's People~~ <u>Trust's Best Place to Work</u> Strategy 18. Approve the Trust's Estates Strategy 19. Approve the Trust's Sustainability and Social Responsibility Strategy 20. Approve the Trust's Research and Development Strategy (on recommendation of the ~~Clinical Governance and Clinical~~ <u>Quality and</u> Safety Committee) 21. Approve the Trust's Medical Education Strategy (on recommendation of the ~~Quality Clinical Governance and Clinical and~~ <u>Quality Clinical</u> Safety Committee) 22. Agree other Trust strategies (delegated to the Executive Management Team). 23. Approve an annual plan for each Committee of Trust Board. 24. 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. 25. Approve arrangements for agreeing action on litigation against or on behalf of the Trust. 26. Approve outline and final Business Cases for capital investment above £5 million or a series of projects for which the combined value would exceed £1 million. 27. Ratify proposals for acquisition, disposal and final sale of land and/or buildings 28. Ratify proposals for change of use of land and/or buildings where that land and/or building has a value above £500,000 29. Approve PFI proposals. 30. Approve the opening of bank accounts (on recommendation of the Audit Committee) 31. Approve proposals on individual contracts (other than NHS contracts) of a capital or revenue nature amounting to, or likely to amount to over £1 million over a 3 year period or the period of the contract if longer. 32. Review use of NHS Resolution risk pooling schemes. 33. 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 People and Remuneration Committee).
	Trust Board	Policy Determination 1. Approve the process for approval, dissemination and implementation of policies and procedures. 2. Approve the arrangements for dealing with complaints. 3. Approve People Directorate policies relating to the arrangements for the appointment, removal and remuneration of staff not covered by the People and Remuneration Committee. 4. Approve the Treasury Management Policy (on recommendation of the Audit Committee) 5. Approve Procurement policies (delegated to the Audit Committee), including tendering and quotation procedures that form part of the Standing Financial Instructions. 6. Approve policies relating to people's detention under the Mental Health Act (delegated to the Mental Health Act Committee). 7. Approve policies relating to statutory compliance.

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 EMT with support from the QualityClinical Governance and Clinicaland Safety Committee). 10. Approve the Standards of Business Conduct in Public Service Policy.
	Trust Board	Audit 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	Annual Reports and Accounts 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	Monitoring 1. Receive such reports as Trust Board sees fit from C committees in respect of their exercise of delegated powers, including an annual report of activities undertaken by the C committee. 2. Continuous appraisal of the affairs of the Trust by means of the provision, to Trust Board, may require from Directors, C 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	Partnering Agreements and Structural Changes 1. Authorise, or mandate the Trust representative to authorise any Trust decision required in the context of the governance arrangements for collaboratives 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 3. Approve any partnership arrangements which provide external parties with influence over how Trust funds are spent 4. Agree terms of reference for place based integrated care partnerships 5. Approve the governance arrangements to oversee the effective management of risks and arrangements against lead provider contracts (delegated to Finance, Investment & Performance Committee)

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 5.8.6	People and Remuneration Committee	The terms of reference of the People 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	~~Quality and Safety Clinical Governance and Clinical Safety~~ Committee	The terms of reference of the ~~Quality Clinical Governance and Clinical Safety~~ Committee describe the functions that have been delegated to the Committee by Trust Board. Refer to the current Terms of Reference on the Trust's website.
SO 5.8.3	Equality, Inclusion and Involvement 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 5.8.5	Mental Health Act Committee	The terms of reference of the Mental Health Act Committee describe the functions that have been delegated to the Committee by Trust Board. Refer to the current Terms of Reference on the Trust's website.
SO 5.8.7.3	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 5.8.7.2 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 5.8.7.1	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.
SO 5.8.4	Finance, Investment & Performance Committee	The terms of reference of the Finance, Investment & 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
SO 5.8.7	~~Collaborative~~ Commissioning Committee	The terms of reference of the ~~Collaborative~~ Commissioning 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

SCHEME OF DELEGATION DERIVED FROM THE ACCOUNTING OFFICER'S MEMORANDUM

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

REF	DELEGATED TO	ACCOUNTING OFFICER'S MEMORANDUM DUTIES DELEGATED
Accounting Officer's Memorandum (AOM) 1	Chief Executive (CE)	The National Health Service Act 2006 (the Act) designates the chief executive of an NHS foundation trust as the accounting officer.
AOM 7	CE	The accounting officer has responsibility for the overall organisation, management and staffing of the NHS foundation trust and for its procedures in financial and other matters. The accounting officer must ensure that: • there is a high standard of financial management in the NHS foundation trust as a whole • the NHS foundation trust delivers efficient and economical conduct of its business and safeguards financial propriety and regularity throughout the organisation • financial considerations are fully taken into account in decisions by the NHS foundation trust.
AOM 8	CE	The essence of the accounting officer's role is a personal responsibility for: • the propriety and regularity of the public finances for which he or she is answerable • the keeping of proper accounts • prudent and economical administration in line with the principles set out in managing public money. • the avoidance of waste and extravagance • the efficient and effective use of all the resources in their charge.
	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	Every NHS foundation trust should be headed by an effective board of directors (Trust Board). The Trust Board is collectively responsible for the performance of the NHS foundation trust. 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.
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	The senior independent director has a role to provide a sounding board for the chairperson and to serve as an intermediary for the other directors when necessary, including: • 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. • being available to staff and governors if they have concerns relating to the Chair, Chief Executive, Director of Finance, Estates and Resources (DoF), 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. • 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

REF	DELEGATED TO	GOVERNANCE AUTHORITIES/DUTIES DELEGATED
		Chair's objectives.
COG A.5.a, b, c main principals	Governors	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. 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. Governors are responsible for regularly feeding back information about the trust, its vision and its performance to members and the public and the stakeholder organisations that either elected or appointed them. The trust should ensure governors have appropriate support to help them discharge this duty.
COG		Refer to the Code of Governance for full details of the responsibilities.
	All directors	Constructively challenge the decisions of Trust Board, monitor the performance of the organisation and make decisions objectively in the interests of the Trust.
	Non-Executive Directors	Non-Executive Directors are appointed by the Members' Council to bring independent judgement to bear on issues of strategy and performance.
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 (SOs).
SO 3.9	Members' Council	Appoint and removal of the Chair and Non-Executive Directors.
SO 3.10	Members' Council	Appointment of Deputy Chair.
S 3.11	Members' Council	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, relevance 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) 1.2.4	Director of Finance, Estates and Resources (DoF)	Advice on interpretation or application of Trust Standing Financial Instructions (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, Estates and Resources 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 4.2	CE & DoF	Monitor and ensure compliance with Secretary of State Directions on fraud and corruption including the appointment of the Local Counter Fraud Specialist.
SFI 4.3	DoF	Decide at what stage to involve police in cases of misappropriation and other irregularities not involving fraud or corruption.
SFI 4.4	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 4.5	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.

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: • a statement of the significant assumptions on which the plan is based; • details of major changes in workload, delivery of services or resources required to achieve the plan.
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 a) no overspend or reduction of income that cannot be met from virement is incurred without consent of Board; b) approved budget is not used for any other than specified purpose subject to rules of virement; c) no permanent employees are appointed without the approval of the CE other than those provided for within available resources
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: a) bank accounts and Government Banking Service (GBS) accounts; b) establishing separate bank accounts for the Trust's non-exchequer funds; 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 d) reporting to the Board all arrangements made with the Trust's bankers for accounts to be overdrawn.

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 £2 million or above (delegated to the Finance, Investment & Performance Committee).
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 People and Remuneration Committee.
SFI 10.4	Chief People Officer	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	Chief People Officer	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	Chief People Officer	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 £2 million over three or less years. (delegated to Finance, Investment & Performance Committee)
	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	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 NHS capital investment guidance. The technical audit of these contracts shall be the responsibility of the relevant Director.
SFI 12.5	DoF	a) Advise the Board regarding the setting of thresholds above which quotations (competitive or otherwise) or formal tenders must be obtained. b) Prepare procedural instructions on the obtaining of goods, works and services incorporating the thresholds. c) Be responsible for the prompt payment of all properly authorised accounts and claims. d) Be responsible for designing and maintaining a system of verification, recording and payment of all amounts payable. e) A timetable and system for submission to the Director of Finance, Estates and Resources of accounts for payment; provision shall be made for the early submission of accounts subject to cash discounts or otherwise requiring early payment. f) Instructions to employees regarding the handling and payment of accounts within the Finance Department. g) Be responsible for ensuring that payment for goods and services is only made once the goods and services are received.
SFI 12.6	CE	Tendering and contract procedure.

REF	DELEGATED TO	STANDING FINANCIAL INSTRUCTIONS AUTHORITIES/DUTIES DELEGATED
SFI 12.5	DoF	Responsible for the receipt, endorsement and safe custody of tenders received.
SFI 12.5	DoF	Shall maintain a register to show each set of competitive tender invitations despatched.
SFI 12.5	CE and DoF	Where one tender is received will assess for value for money and fair price.
SFI 12.7	CE or DoF	Waive formal tendering procedures.
SFI 12.7	DoF	Report waivers of tendering procedures to the next formal meeting of the Audit Committee.
SFI 12.7	DoF	Where a supplier is chosen that is not on the approved list the reason 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 £500,000, 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 14.1	Trust Board	Approve treasury management policy (as recommended by Audit Committee)
SFI 14.3	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 £5m.

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 the 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
	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 £500,000.
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 19.1.4	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 23.1	CE	Implementation of the Risk management strategy
SFI 23.1	Trust Board	Approve and monitor risk management strategy
SFI 23.1.4	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 23.1.4	DoF	Where the Board decides to use the risk pooling schemes administered by NHS Resolution the Director of Finance, Estates and Resources shall ensure that the arrangements entered into are appropriate and complementary to the risk management programme. The Director of Finance, Estates and Resources shall ensure that documented procedures cover these arrangements. 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, Estates and Resources 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, Estates and Resources 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.
SFI 23.1.5	DoF	Ensure documented procedures cover management of claims and payments below the deductible amount.

Financial approvals hierarchy

The following limits are applied to each category of approval / decision. A system of conscious delegation will operate for each cost centre with approvals agreed by the appropriate Deputy Director and Deputy Director of Finance.

Area	Annual Plan / In year budget variations	Contract income (Agree & sign)	Capital Expenditure	Contract 3yrs / Invoice / Purchase Order	Staffing / establishment	Disposals	Charity (specifics)
SFI Section	5.1, 5.2, 5.3	8.2, 9.1	16.1	11.1, 11.2	10.2	18.1	21.1
Trust Board (Corporate Trustee for Charity)	Approval – annual plan	£2m	Annual plan approval Business case (Cap A) over £1m	£2m	-	£1m	£5k
FIP Committee / TAG	Recommend – annual plan	£1m	£150k Business Case (Cap C)	Adult Secure Committee – approve plan (and contracts therein)	-	-	Bid committee – up to £5k
EMT	Recommend – annual plan In year £1m Business Case a	£500k Decision tree	£1m Business Case (Cap b)	Up to £2m	Overspend review / approval process	£500k	-
OMG	In year £250k / Non-Recurrent allocation Business Case b	-	-	-	-	-	-
Dual Director	£150k Business Case c	£100k Decision tree	£250k	£250k	-	-	-
Director	Sign off portfolio	£50k	£150k	£150k	Establishment within portfolio	£50k	-
Operational Director / Deputy Director	Sign off portfolio	£25k	£75k *Head of Estates only	£75k	Establishment within care group	£25k	-
Typically:							
General Manager	Sign off portfolio	-	-	£15k	Establishment within Cost Centre	-	-
Budget Holder	Sign off portfolio	-	-	£2k	Specific subjective	-	-
Requisitioner	-	-	-	£100*	-	-	-

Standing Financial Instructions Review Approval limit

Introduction

A key component of the period Standing Financial Instructions (SFI's) and Scheme of Delegation (SoD) review is the examination on approval limits to ensure that they remain robust and fit for purpose.

The appropriateness of these limits is flagged within various best practice and grip and control guidance issued by NHS England and external experts. Having appropriate limits ensures that financial decisions are made at the most appropriate level within the Trust; with the higher values escalating to Director level. As expenditure commitments should be through purchase orders this ensures that approval is prior to commitment of expenditure.

Approval levels have been reviewed at each periodic assessment. The recent trend has been to increase thresholds to reflect the current financial climate, the push to purchase orders and, where possible, longer term contracts / arrangements, and a general view to push financial responsibility to local decision makers.

Current practice and peer review

The table below summarises the current SFI's delegated expenditure limits as reflected in the finance and procurement ledger system. As such this affects purchase order and invoice approvals specifically. There are other limits within the document which will be reviewed separately.

Role (typically)	Current	Proposed	Bradford District Care	Leeds & York Partnership
Trust Board	£2m +	£2m +	£2m +	£1m +
Executive Management Team (EMT)	Up to £2m	Up to £2m		£750k - £1m
Dual Director / Finance Director / Chief Executive	£250k +	£250k +	£150k - £2m	£150k - £750k
Director	£100k - £250k	£50k - £250k	£100k - £150k	£100k - £150k
Operational Director / Deputy Director	£25k - £100k	£25k - £50k	£50k - £100k	£25k - £100k
Associate Director NEW		£10k - £25k		
General Manager	£2k - £25k	£5k - £10k	£10k - £50k	Up to £25k
Service Manager NEW		£2k - 5k		
Budget Holder	£0.1k - £2k	£0.1k - £2k	£5k - £10k	
Requisitioner	Up to £0.1k	Up to £0.1k	Up to £5k	

It should be noted that the Trust Board and Executive Management Team limits are not set in the system but would require confirmation of support, such as Trust Board minutes, prior to actioning.

The table above also makes a number of assumptions around compatibility of job roles within peer SFI's.

Rationale

The reduced rates have been proposed based on discussions with operational teams (one operational director was already exploring revised / reduced approval limits as part of their grip and control approach), in comparison with peers and to reflect a recommendation within the NHS England grip and control guidance. This states that reducing limits, and ensuring that decisions are made higher within the hierarchy will naturally lead to more challenge, and ensure appropriateness of spend. If nothing else it should ensure that decisions are made within greater awareness of the overall financial position through specific briefing at Extended EMT and OMG.

**Members' Council
14 February 2025
Agenda item 7.2**

Private/Public paper:	Public
Title:	Extension of governor final term
Paper presented by:	Marie Burnham – Chair
Paper prepared by:	Andy Lister – Head of Corporate Governance
Purpose:	Extension of governor final term
Executive summary:	<u>Background</u> On 28 January 2025, Trust Board agreed to recommend to the Members' Council for approval, the following change to the Trust's constitution: An elected governor may hold office for three full terms (nine years in total). However, in exceptional circumstances, there is an option to extend the final three-year term by 12 months. Any extension beyond nine years must be explained in full to a Member's Council meeting and approved with a minimum of one third of the Members' Council present at least half of which are publicly elected governors. <u>Proposal to extend the final term of Phil Shire - Publicly Elected Governor for Calderdale</u> Phil Shire has been a public governor for the Calderdale constituency since 1 May 2016. On 30 April 2025 Phil will have completed three full terms (nine years in total). Phil currently holds the position of Chair of the Members' Council Quality Group and is a member of the Nominations Committee. On 1 May 2025, if all Members' Council vacancies are successfully appointed to, (based on the assumption that governors seeking re-appointment are successful) 26 of 34 governors will have served less than three years on the Members' Council. The Chair and Lead Governor have discussed this position and have concluded, in order to support governors who are newer in service, there is a

	need for the retention of a more experienced governor to help provide support and guidance in these exceptional circumstances. Phil Shire has agreed he would be willing to serve a further 12 months as a Calderdale governor and it is therefore proposed for the Members' Council to approve the extension of Phil Shire's final term as a governor by 12 months.
Recommendation:	Members' Council are asked to: APPROVE the extension of Phil Shire's final term by 12 months from 1 May 2025 to 30 April 2026.
Mission/values:	We put the person first and in the centre We are respectful, honest, open and transparent We improve and aim to be outstanding We are relevant today and ready for tomorrow
Any background papers / previously considered by:	Review of Trust Constitution Members' Council 14 February 2025.

**Members Council
14 February 2025
Agenda item 7.3**

Private/Public paper:	Public				
Title:	Governor appointments to the Members' Council and Trust Board Groups and Committees				
Paper presented by:	Andy Lister – Head of Corporate Governance				
Paper prepared by:	Corporate Governance Team				
Purpose:	The purpose of the paper is to support the appointment of governors to the Members' Council groups, Nominations Committee and Trust Board Equality, Inclusion and Involvement Committee (EIIC).				
Executive summary:	Background 1. The Members' Council has the following process for appointing governors to the Members' Council groups and committees (full process is attached): <table border="1"> <tr> <td>Step 1</td><td>When a vacancy arises, governors are invited to self-nominate, supported by a brief verbal or written statement about why they are putting themselves forward. If only one self-nomination is received, they will automatically fill the vacancy, otherwise the process will move to Step 2.</td></tr> <tr> <td>Step 2</td><td>If more than one self-nomination is received for a vacancy, the Members' Council Co-ordination Group will discuss the self-nominations, supported by input from the Chair, and make a recommendation to the full Members' Council.</td></tr> </table> It is expected that governors are a member of only one group to allow opportunities for more governors to be involved. However, if sufficient membership is not reached through the self-nomination process this would be extended to two. It is noted that the one group rule does not apply to the Lead Governor, Deputy Lead Governor and the representative for the Rest of Yorkshire and the Humber representatives. Process An email was sent to all governors on 11 November 2024, inviting self-nominations for the vacancy listed below, accompanied by a personal brief statement, with a closing date of 4 December 2024. No self-nominations were received by the closing date.	Step 1	When a vacancy arises, governors are invited to self-nominate, supported by a brief verbal or written statement about why they are putting themselves forward. If only one self-nomination is received, they will automatically fill the vacancy, otherwise the process will move to Step 2.	Step 2	If more than one self-nomination is received for a vacancy, the Members' Council Co-ordination Group will discuss the self-nominations, supported by input from the Chair, and make a recommendation to the full Members' Council.
Step 1	When a vacancy arises, governors are invited to self-nominate, supported by a brief verbal or written statement about why they are putting themselves forward. If only one self-nomination is received, they will automatically fill the vacancy, otherwise the process will move to Step 2.				
Step 2	If more than one self-nomination is received for a vacancy, the Members' Council Co-ordination Group will discuss the self-nominations, supported by input from the Chair, and make a recommendation to the full Members' Council.				

	Members' Council Co-ordination Group (One vacancy) One appointed governor vacancy - No self-nominations. Members' Council Quality Group No vacancies Nominations Committee No vacancies Equality, Involvement and Inclusion Committee No vacancies
Recommendation:	The Members' Council is asked to: • NOTE the update.
Mission/values:	Good governance supports the Trust to deliver its mission and adhere to its values.
Any background papers / previously considered by:	Previous updates to the Members' Council

Members Council 14 February 2025 Agenda item 7.4

Private/Public paper:	Public						
Title:	Assurance from Members' Council Groups and Nominations Committee						
Paper presented by:	Corporate Governance Team on behalf: • Members' Council Co-ordination Group • Members' Council Quality Group • Nominations Committee						
Paper prepared by:	Chair / Head of Corporate governance						
Purpose:	The purpose of this paper is to provide assurance to the Members' Council that their Co-ordination Group, Quality Group and the Nominations Committee are fulfilling their remit and meeting their terms of reference through the quarterly assurance update (below).						
Executive summary:	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. <table border="1" style="width: 100%; margin-top: 10px;"> <tr> <td>Date</td><td>11 December 2024</td></tr> <tr> <td>Presented by</td><td>John Laville, Lead Governor (Chair)</td></tr> <tr> <td>Key items for Members' Council to note</td><td> • The group received an update for governor attendance at Members' Council meetings. • The group received an update for the governor training schedule. • The group received a verbal update regarding the Members' Council Biennial Evaluation action plan. • The group received a verbal and paper update for progress against Members' Council Objectives. • The group discussed and approved the Members' Council agenda for 14 February 2025. • The group received an update for the Members' Council elections for 2025. </td></tr> </table>	Date	11 December 2024	Presented by	John Laville, Lead Governor (Chair)	Key items for Members' Council to note	• The group received an update for governor attendance at Members' Council meetings. • The group received an update for the governor training schedule. • The group received a verbal update regarding the Members' Council Biennial Evaluation action plan. • The group received a verbal and paper update for progress against Members' Council Objectives. • The group discussed and approved the Members' Council agenda for 14 February 2025. • The group received an update for the Members' Council elections for 2025.
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	Dates	15 January 2025
	Presented by	Marie Burnham, Chair
	Key items for Members' Council to note	• Review of skills and expertise required on the Board, including Chair and Non-Executive Director terms of office. • Non-executive director recruitment and appointment. • Review of Chair, Non-Executive Director remuneration.
	Approved Minutes of previous meeting/s for receiving	Approved notes of the meeting held on 09 October 2024. <i>Please note these notes may be redacted if they contain personal, sensitive or confidential information.</i>
Recommendation:	The Members' Council is asked to: • RECEIVE the assurance and approved notes/minutes from the Members' Council Co-ordination Group, Members' Council Quality Group and Nominations Committee.	
Mission/values:	Good governance supports the Trust to deliver its mission and adhere to its values.	
Any background papers / previously considered by:	Not applicable.	

Notes of the Members' Council Co-ordination Group
09 October 2024, 10.00 – 12:00
Meeting held virtually by Microsoft Teams

Present:	John Laville (JL)	Public Governor – Kirklees (Lead Governor) Chair of the Group
	Marie Burnham (MBu)	Chair of the Trust
	Bob Clayden (BC)	Public Governor - Wakefield
	Bob Morse (BM)	Public Governor - Kirklees
	Nesar Rafiq (NR)	Public Governor - Wakefield
In attendance:	Andy Lister (AL)	Head of Corporate Governance (Company Secretary)
	Asma Sacha (AS)	Corporate Governance Manager
	Gemma Lockwood (GL)	Corporate Governance Manager
	Andrew Betteridge (AB)	Corporate Governance Administrator (author)
Apologies (members):	Leonie Gleadall (LG)	Staff Governor – Non-clinical support
	Adam Jhugroo (AJh)	Public Governor – Calderdale
	John Lycett (JLy)	Public Governor - Barnsley
	Fatima Shahzad (FS)	Public Governor - Rest of Yorkshire and the Humber. Cumbria, Durham, Lancashire, Greater Manchester, Derbyshire, Nottinghamshire, and Lincolnshire
	Claire Den Burger-Green (CDBG)	Deputy lead governor/ publicly elected governor – Kirklees
Apologies (in attendance):		

1. Welcome, introductions and apologies (agenda item 1)

John Laville (JL) welcomed everyone to the meeting. Introductions were made and apologies, as above, were noted. The meeting was noted at quorate. Joining the group for the first time was Nesar Rafiq (NR) and Gemma Lockwood (GL).

2. Declarations of interest (agenda item 2)

There were no declarations of interest.

3. Notes of the previous meeting held on 12 June 2024 (agenda item 3)

The notes of the meeting which was held on 12 June 2024 were agreed as a true and accurate record. Bob Clayden (BC) raised typos on page 7 on the notes. It was agreed these will be amended.

4. Action log from previous Co-ordination Group meetings (agenda item 4)

The group reviewed the outstanding and completed actions. The completed actions had been removed from the list, because of this AL went through those for the group.

Action 5.3 – Quality Oversight, Monitoring and Support Systems (QOMSS) training has been completed for governors. This was held by Sarah Whiterod (SW) and Liam Redican (LR).

Action 5.3 - Asma Sacha (AS) has liaised with Dawn Pearson (DP) and JL. It was agreed that the governors would not be required to attend the Involvement team working groups.

BC did raise that it was still mentioned in recent material that governors were still involved. JL stated that governors that had received the training and still wanted to be involved could still take part, but it would not be something expected of new governors. AS agreed with JL's statement. BC asked why it was still on official documents, AL will investigate.

Action: Corporate Governance Team

Action 5.4 - Biennial Evaluation and Members' Council engagement session, AS, corporate governance manager has reviewed the biennial evaluation action log and amalgamated any actions which are duplicate or similar. This will be presented today in agenda item 5.4.

Action 5.4 – Discussions around barriers for young governors who are in full time education, they struggle to access meetings held during work hours. JL and Andrew Betteridge (AB) have had some positive meetings regarding involvement of young governors. Rumaysah Farooq resigned from her governor role on 29 August 2024, stating her inability to continue. AL suggested the possibility of sharing meeting recordings for governors.

NR raised questions regarding governor commitment, stating that some don't fully understand what they are signing up for and are unable to make the necessary time commitments. Stating that we need to encourage governors who will be able to engage and from diverse backgrounds. JL responded stating that new governors do take time to settle and we do offer a buddy system, JL will happily work with NR regarding this.

Action 5.5 - A full list of Trust Board dates have been circulated to all governors.

Action 6 - Governors asked if they could receive a copy of the Integrated Performance Report (IPR) presentation before the meeting, so they had the time to review the content. This started in August's meeting.

Action 10 - JL requested for Members' Council to have two Focus items for the Members' Council strategy meetings. The Members' Council agenda for August 2024 has been amended.

5. Members' Council Development (agenda item 5)

5.1. Governor appointments to the Members' Council and Trust Board Groups and Committees (agenda item 5.1)

AL updated the group on vacancies in Members' Council groups and committees;

- Members' Council Co-ordination Group – One vacancy
- Members' Council Quality Group – One vacancy
- Nominations Committee – No vacancies
- Equality, Inclusion and Involvement Committee - No vacancies

No nominations have been received for these groups. JL stated that although we have vacancies this is looking very well for the teams. NR asked about joining the Members' Council Quality Group. JL also stated that any governor can join the meetings, they do not need to be a member to sit in.

5.2. Governor attendance at Members' Council meetings (agenda item 5.2)

AL informed the group that no issues were raised.

5.3. Governor training - update (agenda item 5.3)

AL will take the paper as read. AL mentioned the concerns about the demands on governors and reassured the group that this was taken into account.

JL raised concerns regarding the PLACE visits and the short notice given to get governors involved. Marie Burnham (MBu) echoed JL's concerns stating that she'd had similar issues with the Non-Executive Directors (NEDs). MBu stated that this is something that must be addressed to ensure ample time is given to arrange involvement. AL stated that we are looking at communication streams to update Governors and NEDs in advance. AL will also investigate PLACE visits, and QOMSS visits arranged by the Quality Team.

Action: Corporate Governance Team

NR asked the question regarding the importance of these visits. MBu explained the importance of these visits and this is why we must see improvements. NR asked about a flow chart as a way of monitoring the visits by governors and NEDs. MBu told the group that work is happening, and she would like a list of visits 12 months in advance. AL stated that the work is happening with the Quality Team to improve the flow of information. MBu would still like this to pass through Corporate Governance. Bob Morse (BM) agreed with the group on improving the flow, stating that this would also give us accountability regarding the visits.

5.4. Members' Council Co-ordination Group action log from the Biennial Evaluation and Members' Council engagement session (agenda item 5.4)

JL presented the paper highlighting certain points that are not completed and will take the paper as read for those that are, unless questions are raised.

JL Point 1, This is a proposal to arrange a development session to the Members' Council on the Board Assurance Framework and the Organisational Risk Register. AL stated that this was in line with the Care Quality Commission (CQC). This will be new training for all governors, but moving forward will be included in the training schedule for new governors.

AL Point 6, The membership strategy is in the process of being refreshed and is refreshed every three years. This will be coming through Members Council in November. Governors will be consulted as part of this process. JL asked if governors and the engagement team could get to see this in advance before it arrives at Members Council. AL stated that they will see this before November's meeting. BC raised the question on will governors be able to change anything when it arrives at Members Council. JL echoed this question. AL stated this is his understanding, yes governors can make amendments, but he will investigate this.

Action: Corporate Governance Team

JL pointed out that we have the engagement team and would hope that this would pass through their hands before it arrives at Members Council. NR requested information regarding how the policies and procedures are planned. MBu asked if this can be picked up by AL outside of this meeting, but also stated that we have a very robust process in place.

BC raised Point 8, Summary sheets which is easy read, will be provided for each paper (where appropriate) and a review will take place for acronyms prior to the circulation of papers. BC stated that the documents still have too many acronyms on the papers.

AL stated we will reopen this point. JL talked about how some Trusts have an acronym dictionary that he uses. AL stated that we do have a list in the back of the Governors handbook. AL and BC agreed that a summary sheet should be written in full and not use acronyms as it's a public document.

JL Point 21, Members Council meeting to be held in all locations, we already have options for Fieldhead and Barnsley. Do we have an update on Calderdale Laura Mitchell. AL confirmed that Laura Mitchell now has an MS Teams facility and is an option to be used for Members Council, but due to the size it will be Governors only at the site with NEDs and Executives joining via MS Teams. Folly Hall at Kirklees is still not set up for such events.

5.5. Members' Council Objectives 2023 – 2025 - update (agenda item 5.5)

JL gave an update on the presented paper Members Council Objectives.

NR asked about engagement within groups and how they work together. NR has had experience with CQC and would like to share his knowledge with the group outside of this meeting.

NR also raised concerns about Black and Minority Ethnic (BAME) communities and how they only get involved when there is a crisis. NR would like to get more information to these communities about what the Trust offers to increase involvement. JL agreed with the involvement but did state that we have to be careful about governors' involvement as we are not involved in the day to day running of the trust and that there is a fine line that governors walk. NR agreed that. JL talked about Sara Javid (SJ) who has been working with groups that don't engage, this is happening with community leaders. JL will look at putting NR in contact with SJ to assist in this area. NR would love to get involved within this area.

BC raised that in the objective 1.5 need updating, to show we have agreed to work with existing groups not to create our own young people's groups. Also, in objective 3.2 it states that it is still a trial, this will need to be amended.

5.6. Governor feedback – issues emerging from governor forums (agenda item 5.6)

JL summarised the discussion from the virtual governor only meetings.

- Virtual meeting did not have a good turnout.
- Staff governor meeting had excellent turnout, with some positive outcomes.
- Calderdale and Kirklees Meeting – didn't go ahead and was merged with the Wakefield meeting.
- It was raised by public governors that the engagement with governors has increased and the involvement in meetings has become a lot bigger. Some governors state that this has become too much for governors to be involved in.

JL would like to get a list together to show how many meetings and involvement opportunities the governors have, to show what is being asked of governors. JL has spoken with Claire Den Burger-Green (CDBG) and they both agree that we need a calendar of events for the year of involvement. AL agrees and will look at getting something together.

Action: Corporate Governance Team

MBu agrees with JL and would like to see what involvement governors have been asked to attend and would like everything to be listed. BM agrees with this, stating that he has put two governors forward for the Trust and would like to be able to show potential governors what is involved. JL hopes that we can get an idea out to governors of what is expected, listing must attend and those that are optional. NR would like to see this become a great place to be a governor and encourage involvement.

6. Members' Council agenda, discussion items for consideration (agenda item 6)

AL presented the draft Members' Council meeting agenda for the November meeting.

MBu raised concerns around time constraints for the meeting stating that Item 8.4 Governor feedback has only been allocated 10 minutes but can go on for 35 to 40 minutes. This puts pressure on her as Chair of this meeting. JL agrees that we do try to squeeze too much in the meeting. JL will look at how information is presented and will look at how to address this situation.

MBu would like to look at the pre-meeting to look at the coming meeting only and look at other meetings can be arranged to use for open debate. JL would like it to be expanded from 10 to 20 minutes.

BC raised 7.2 and asked about the RIDDOR aspect of this report and would like more details on this. AL advised this is a pre-written report but will discuss this with Darryl Thompson (DT). In 8.3 can we welcome new members. AL confirmed this will be in part of MBu introduction.

MBu raised that some items must go straight through, the governors do have the ability to sit on the in-depth report when discussed in committee. JL agreed this would be something to look at as governors as we would need to know what was been discussed in each committee in advance.

BM would like to extend the time to feed back from governors so items can be addressed. This might need the lead governor to act as a filter within the meeting.

JL Would like a 20-minute slot adding to Members Council, JL will also try to keep the timings to their specific time frame and will look at writing out to governors before the pre-meeting so any ideas can be seen in advance.

7. Draft agenda for Joint Trust Board and Members' Council meeting (agenda item 7)

Nothing raised on this area.

8. Members' Council Co-ordination group work programme 2024 – 2025 (agenda item 8)

Nothing raised on this area.

9. Any other business (agenda item 9)

AL took this moment to point out that this will be Asma Sacha's (AS) last Members' Council Co-ordination Group as she leaves at the end of the month. JL wished Asma all the best for her future career. Thank you from all the Members Council for all her hard work.

10. Date of future Co-ordination Group meetings for 2024 (agenda item 10)

- 11 December 2024, 10.30 – 12.30, virtual - MS teams

JL closed the meeting.

Notes of the Members' Council Quality Group
Held on 15 October 2024 from 10:00 to 12:00
Virtual meeting on Microsoft Teams

Present:	Phil Shire (PS)	Public Governor – Calderdale (Chair)
	Darryl Thompson (DT)	Chief Nurse and Director of Quality and Professions
	Bob Morse (BM)	Governor (publicly elected Kirklees)
	Elaine Lane (EL)	Governor (Staff elected Allied Health Professionals)
	Susan Spencer (SS)	Governor (Appointed Barnsley Hospital NHS foundation trust)
	Sarah Whiterod (SW)	Associate Director of nursing, quality and professions
In attendance:	John Laville (JL)	Lead Governor / Public governor (Kirklees)
	Asma Sacha (AS)	Corporate governance manager
	Nesar Rafiq (NR)	Public governor - Wakefield
Apologies (members):	Emma Cox (EC)	Associate Director of Nursing, Quality and Professions
	Daniel Goff (DG)	Public Governor – Barnsley
	Claire Den Burger-Green (CDBG)	Public Governor – Kirklees (Deputy Lead Governor)
	Fatima Shahzad (FS)	Governor (publicly elected Rest of Yorkshire and the Humber)
	Julie Hall (JH)	Deputy Director of Corporate Governance
	John Lycett (JLy)	Governor (Public elected Barnsley)
Apologies: Attendance	Andrew Betteridge (AB)	Corporate governance Administrator (author)
	Anne Magee (AM)	Governor (Appointed Staff side organisations)

1. Welcome, introductions and apologies (agenda item 1)

Phil Shire (PS) welcomed everyone to the meeting. Introductions were made and the apologies, as above, were noted. The meeting was noted to be quorate.

2. Declarations of interest (agenda item 2)

Nothing Declared.

3. Notes and actions of previous meeting held on 17 October 2023 (agenda item 3)

The notes were agreed as a true and accurate record of the meeting. The group reviewed the action log noting that the action log has been completed.

4. Integrated Performance Report (IPR) (agenda item 4)

Darryl Thompson (DT) gave some notes from when this was presented at Trust Board.

- The Trust continues to do well again in the majority of its quality indicators.
- The Trust has had a slight deterioration in clinical risk assessment. The Trust do have an improvement group that is becoming an assurance group to oversee improvements in this area.

- No prone restraints that have lasted over 3 minutes. The Trust is on a reducing trajectory for prone and the Trust is undertaking a piece of work, working towards a zero approach to prone.
- Young people awaiting CAMM's services are being offered support while they are awaiting appointments. This is focused on those with Neurodevelopmental issues that escalate while awaiting appointments.
- Learning disability community waits are improving, but these are still below trajectory.
- Adult ADHD and Autism levels remain significantly higher than commissioned.
- Out of area placements are staying below 5. This keeps service users closer to home.
- Paediatric audiology is having a national focus on this. There has been a shift in our performance, but as a Trust we only employ two Audiologists. Sadly, due to unforeseen circumstances and medical issues the Trust has lost one of our Audiologists. This will impact our performance.

DT asked the Members' Council Quality Group if they had any questions.

PS asked regarding the delays on discharging patients from the Trust. What are the reasons for this delay. DT recognised that we do have some small internal issues that delay discharge. DT stated the main delay is within the older people's service and it is down to lack of availability outside of the hospital. John Laville (JL) asked if we monitor delays between moving services users from Acute Hospitals to Mental Health Hospitals. DT stated that there is a delay depending on how they arrived in A&E as they often arrive with multiple issue. The Trust has a patient flow dashboard that shows us how many beds we have available, how many service users are awaiting beds and how many are waiting for discharge, this is managed by the patient flow team. JL asked if this should be feedback in this report. Susan Spencer (SS) stated that the patient flow dashboard works well and helps show the movement of patients. PS asked JL if he would like this adding to the report. JL stated that this would give us a better idea of what's going on in regards to service user movement. DT advised this is one of the metrics in our quality assessment with the care closer to home process, we would need to think how we define this. DT will look at adding this to the report.

Action: Darryl Thompson

Bob Morse (BM) raised concerns what happens once service users are discharged and about how these service users are managed once they leave the Trust. DT responded with that it would be very rare that when a service user is discharged that there is no support in place. Stating that we have intensive home-based service teams and community mental health teams. Elaine Lane (EL) agrees with DT that this can be difficult to get the correct packages to suit service users on discharge from the Trust. DT stated this is a very person-centred approach with focus including discussions with the family, as a Trust we try for the least restrictive intervention. BM asked about when we discharge someone into community care their vulnerability continues, does this person get passed back to primary care for assistance. DT advised it's about aligning the level of need required, the initial request would come from the primary care provider. Sarah Whiterod (SW) added that its about the discharge planning and discharge pathways, once they leave our care they are still referred onto another form of care, like local doctor.

JL raised a few points from the Integrated Performance Report (IPR). It's great to see an increase in staff retention that's mentioned within the report.

JL also raised concerns regarding the number of CAMHS complaints where complaints from teens has dramatically increased to high 60's. It also states that 7 out of 22 complaints are down to staff attitude. DT confirmed that this had been noted at Trust Board and is not just within CAMHS. It is worth pointing out that we also get a lot of good feedback regarding staff behaviour. We are actively recruiting within CAMHS which will improve staffing. The level of complaints is being investigated. SW talked about the way complaints are coded and that within the category of staff attitude that this covers areas like Information Governance (IG) breaches. There are a lot of complaints around waiting times and with families not getting the diagnosis that they want. It is worth pointing out that getting feedback from CAMHS services has been difficult so this increase will allow us to look at problems that have arisen.

SS noted that the number of prone restraints has decreased but the number of restraints has increased. DT stated that there is a piece of work underway at the moment to clarify what classes as a restraint. Stating that if he was helping an elderly person to eat their food and was supporting their arm to help that this would class as restraint. This is being led by Amy Hartley and Gemma Hinchliff, who will look into the restraint in all its forms and we must be clear in the way we report this. This will be ready by January 2025.

PS asked about pressure ulcers and the increase with these reports and asked about the levels of harm reported. DT stated that the levels of harm mean the level of potential harm. There are a lot of our community workers who visit people at home or care-homes. This is being investigated and it has been mentioned that none of these were in areas the Trust could prevent.

PS raised that under the care group it mentions that we have pressure on our wards, and that this is partly down to not moving patients out of area. DT stated the pressure is in all areas and there is extra pressure within the system due to our reluctance to move service users out of area. It is about finding the balance between keeping service users close to home and emptying beds within the Trust. SW gave feedback from service users stating that they appreciate the work that keeps them close to home and family.

PS gave some positive feedback from the friends and family test. It is great to see positive satisfaction from service users.

5. Quality Oversight, Monitoring and Support System (QOMSS) – update and learning (agenda item 5)

SW explained the purpose of the paper was to provide the Members Council Quality Group with an update on the quality oversight, monitoring and support system (QOMSS).

SS gave positive feedback from the Tissue Viability Service QOMSS visit and was very impressed with the set up and within the department and also on how well the visit was planned.

JL was pleased with staff ability to speak out and how great it is that we support them to do so. JL also stated that he is aware of work happening within Corporate Governance to get an event calendar together to ensure as many governors get involved as possible. SW confirmed that no additional training will be needed on the visits.

Nesar Rafiq joined call and introduced himself to the group. (New Wakefield Governor)

6. Quality Strategy (2023 – 2026) update (agenda item 6)

SW gave an overview on the paper sent to governors on the Quality Strategy update 2023 – 2026.

PS was very happy with this report and as it gives a great overview, using the replacement of Care Programme Approach (CPA) as an example PS would like to see some examples of how the changes are being received among staff and service users.

SW stated that the CPA has not been fully replaced yet and wondered if the team would like to give some feedback to the group. DT stated that the lead on the CPA process is Stuart Davies and it was noted that we are also navigating the response to the Nottingham homicides, this is where there has been more conversation how we approach a specific group of people who have a major mental health problem and present with potential risk. There is now a conversation regarding care coordination for this group and we are waiting to see what the national message will be. We have submitted a paper to our Trust Board in regard to the national requirement for oversight of such people. But the Trust is unsure yet how much influence the Nottingham incident will impact our more personal approach to care. DT then talked about the dangers of ending up with two-tiered approach to care when some are receiving more than others.

PS asked about the implementation of the triangle of care, it sounds like this has improved things for carers and asked if this is the feedback you are getting from carers. PS also asked about the star the Trust has received.

SW advised there is some more work to do regarding this, but the current feedback is positive. The Star we have received is for work done in year one of the triangle of care been implemented and is not an accreditation.

JL responded that with his dealings with carers they are very enthusiastic about the changes. He has had no negative feedback. There is a positive view of the upcoming year too. JL stated that the triangle of care is Clinician, Service User & Carer. It keeps the carer involved at all levels. Nesar Rafiq (NR) raised concerns about over complicating issues and making changes to areas that already work. It needs clear signposting on how to get care and is not about equality but about providing the right care to suit the individual needs of those who the standard approach doesn't hold. DT brought up that the psychosis teams work very closely with local Imams within our community to assist with the understanding of mental health.

7. Culture of care response to national learning – Edenfield enquiry (agenda item 7)

DT delivered a paper and summary to the Edenfield enquiry.

PH and JL are reassured that what happened at Edenfield could not happen here as the checks and monitoring is in place.

8. Barnsley physical health and wellbeing care group – overview (agenda item 8)

Gill Stansfield (GS) presented an overview from the Barnsley physical health and wellbeing care group.

- We provide complex care, in the community setting, for a range of physical health issues.
- We are predominantly adult focused.
- Many of our services are commissioned through Barnsley Place Integrated Care Board (ICB) as part of the South Yorkshire system.
- We have one single service specification for many of our community services which has led to deeper integrated working alongside Adult Social Care, Primary Care, Ward Alliances and voluntary sector.
- We also provide inpatient rehabilitation on two bedded units at Kendray: Stroke Rehabilitation and Neuro-Rehabilitation Unit.
- We also provide several Health and Wellbeing services such as Live Well Wakefield and Yorkshire Smokefree, across 5 areas. These are commissioned via the Public Health commissioners in each place.
- We work in the context of Barnsley Partnership Board and the ethos of collaboration is very strong.

Barnsley physical health and wellbeing care group covers the following.

- 44 service lines
- 721 full time staff
- Budget is £18.6 mil.
- Services in 84 venues in Barnsley.
- 56 Older peoples residential care homes.
- 6 neighbourhoods 90% staff
- Growing caseload size: 15,200 patients within core services.
- New referrals per month: 5,400
- Patient contacts per month: 15,200
- Making neighbourhood working a reality.
- Creating community services that effectively wrap around our population and provide joined up care and support at neighbourhood level to:
 - Help people stay well at home, through joined up care in the community including primary care, community services, social care, voluntary sector and wider public services partners.
 - Support workforce and service transformation.
 - Deliver the NHS Long Term Plan, the Fuller Report, The new Government agenda and our local Neighbourhood Teams Specification.

- Streamline access to care and advice when and where needed.
- Make better use of local estate, such as the larger health and care buildings which house multiple GP practices, community services, pharmacies and some council services.

PS thanked Gill Stansfield for her presentation, this was echoed by Susan Spencer (SS) who's team regularly interacts with GS in the Barnsley area. JL also agreed with the group stating this was a fantastic presentation and it's great to see some amazing work being done.

NR asked how government cutbacks have affected the service we offer and if there is any way of measuring those who we miss, are we overstretching ourselves financially. GS said that we are working hard to keep services working, this is done by collaboration between voluntary services and other supports.

EL commends the team on their partnership working and the amazing work they are doing.

PS asked about the single point of access and how it works. GS stated we use it as a conduit to move patients swiftly through the system to ensure they are sent to the correct location first time around. This team ensure that patients details are inputted and dealt with by trained staff and nursing support, we are constantly making improvements. GS supports good relationships across pathways and service providers.

9. Members' Council Quality Group Work Programme 2024/25 (agenda item 9)

PS stated that a deep dive needs agreeing for February. DT recommended a possible deep dive at Cheswold.

10. Any other business (agenda item 10)

None.

11. Items to raise at Members' Council meetings (agenda item 11)

None.

12. Future dates for 2024/25 (agenda item 12)

- 3 February 2025 from 10.00 – 12.00

PS closed the meeting.

**Extraordinary Nominations Committee
9 October 2024 10:00am
Virtual meeting via Microsoft Teams**

- Present:** Marie Burnham (MBu) - Trust Chair (Chair)
Jacob Agoro (JA) – Staff governor – Nursing support
Mark Brooks (MBr) – Chief Executive
Jon Head (JH) – Chief People Officer
John Laville (JL) - Lead Governor, Publicly Elected Governor, Kirklees Governor
Phil Shire (PS) – Public Governor – Calderdale
- Apologies:** Claire Den Burger Green (CDBG) – Deputy Lead Governor, Publicly Elected - Kirklees
Andrea McCourt (AMc) - Appointed Governor – Calderdale and Huddersfield NHS Foundation Trust
- In attendance:** Andy Lister (AL) - Head of Corporate Governance (Company Secretary)
Gemma Lockwood (GL) – Corporate Governance Admin Manager
Debbie Beynon-Fisher (DBF) – Corporate Governance Officer (Author)

NC/24/40 Welcome, introductions and apologies (agenda item 1)

Marie Burnham (MBu) introduced herself and welcomed everyone to the meeting. Introductions were made.

Apologies were noted and the meeting was declared to be quorate and could proceed.

NC/24/41 Declarations of Interests (agenda item 2)
None.

NC/24/42 Minutes of the previous Nominations Committee meetings held on 19 July 2024 (agenda item 3)

It was **RESOLVED** to **APPROVE** the minutes as a true and accurate record of the meeting held on 19 July 2024.

NC/24/43 Action log and matter arising from the meeting on 19 July 2024 (agenda item 4)
It was noted that there were no outstanding actions.

It was **RESOLVED** to **NOTE** the action log.

NC/24/44 Deputy Chair and Senior Independent Director - appointment (agenda item 5)

Andy Lister (AL) reported one the roles of the nominations committee is to appoint the Deputy Chair and Senior Independent Director and make a recommendation to Members' Council for approval.

The former Deputy Chair and Senior Independent Director, Mandy Rayner, left the Trust at the end of September and following a discussion between the Chair and the non-executive directors, it was agreed for Natalie McMillan (NM) to be nominated for the role of Deputy Chair and Senior Independent Director, subject to approval by Nominations Committee and Members' Council.

AL confirmed that the job description and person specification have been shared with NM and her capacity to take on this additional role has also been discussed with the Chair. NM has confirmed that she has sufficient capacity and is keen to undertake the role.

AL noted that Natalie is in her second term as a Non-Executive Director with the Trust, which ends on 30 April 2027. Nominations Committee were asked to consider the proposal and make a recommendation to Members' Council in November 2024.

The Committee agreed that Natalie McMillan is a suitable candidate for the role of Deputy Chair and Senior Independent Director.

John Laville (JL) raised a concern around Nat McMillans capacity to undertake the role and requested reassurance that this will not be an issue.

MBu confirmed that these concerns have been raised and discussed and NM has made it clear that she has sufficient capacity to undertake the role as required. MBu proposed that the position should be offered to NM, and should any issues arise in the first 6-12 months related to capacity and/or availability, MBu will pick these up with NM and consider whether she remains an appropriate appointment.

Committee members agreed to recommend to Members' Council the appointment of Natalie McMillan as Deputy Chair and Senior Independent Director and monitor Natalie's capacity going forward. Any concerns can be raised through the Nominations Committee.

AL confirmed he will contact NM to inform her the Nominations committee have agreed to recommend her appointment, subject to approval by Members' Council.

Action – Andy Lister

It was RESOLVED to RECOMMEND to the Members' Council the APPROVAL of Natalie McMillan being appointed as the Deputy Chair and Senior Independent Director of the Trust.

NC/24/45 Work Programme for 2024/25 (agenda item 6)
It was RESOLVED to NOTE the work programme for 2024/25.

NC/24/46 Any other business (agenda item 7)
No further business.

NC/24/47 Issues and items to bring to the attention of Trust Board / Members' Council (agenda item 8)
None.

NC/24/39 Dates of future Nominations Committee Meetings (agenda item 8)

15 January 2025, 14.00 – 16.00

**Members Council
14 February 2025
Agenda item 7.5**

Private/Public paper:	Public
Title:	Review of Chair and Non-Executive Director's Remuneration
Paper presented by:	Jon Head – Chief People Officer
Paper prepared by:	Andy Lister - Head of Corporate Governance Gemma Lockwood – Corporate Governance Admin Manager
Purpose:	The Members' Council undertake regular reviews of the remuneration rates for the Chair and Non-Executive Directors (NEDs) to ensure they are fair and justifiable. The purpose of this paper is to provide the Members' Council with the latest review and position.
Executive summary:	Background The remuneration of the Chair and Non-Executive Directors (NEDs) of Foundation Trusts are determined by the Members' Council. The Nominations Committee, on behalf of the Members' Council, are responsible for regularly reviewing the remuneration arrangements for the Chair and NEDs. In 2019 NHS Improvement (NHSI) and NHS England (NHSE) published a document setting out a structure for the remuneration of Chairs and NEDs in NHS Trusts and NHS Foundation Trusts. In 2019 the Nominations Committee, supported by the Director of Human Resources, Organisational Development and Estates agreed to align to the NHSE structure. The structure set out a flat rate of £13,000 per annum for NEDs and a pay range for Chair's based on the size of the organisation (annual turnover). In addition, for NEDs, a supplement can be paid of up to £2,000 per annum in recognition of designated extra responsibilities e.g. Chair of the Audit Committee and Deputy Chair. Non-Executive Directors Non-Executive Directors of South West Yorkshire Partnership NHS Foundation Trust currently receive a flat rate of £13,584 per annum, which is slightly above the NHS England suggested rate.

The Nominations Committee agreed all new appointments, and any re-appointments continue to be appointed on the frozen rate of £13,584 per annum.

The recommended rate of £13,584 per annum for Non-Executive Directors has not been uplifted since its implementation in 2019.

There are two NED roles which attract an additional supplement of £2,000 per annum and these are Deputy Chair/ and Chair of the Audit Committee.

The recommendation of the Nominations Committee was that on either re-appointment or a new appointment, the supplement should continue to be £2,000 per annum to align with NHS England's recommendation.

Chair

In 2024, the Chair completed a full appraisal based on her performance between 1 April 2023 and 30 March 2024. The Chair remains at the top of the Chair pay scale.

The relevant Chair's pay range for the Trust has increased slightly and is now £45,000 – £49,500 – £51,400 per annum. This follows the acquisition of Cheswold Park Hospital on 1 October 2024 which means the annual turnover for Trust increased to over £401m. In NHSE terms this means the Trust has moved from a medium to a large sized Trust as below:

Figure 3: Remuneration ranges for trust chairs

Trust size	Annual turnover (£ pa)	Designation	Chair remuneration (£ pa)		
			Lower quartile	Median	Upper quartile
Small	<200m	Group 1	40,000	43,000	45,100
Medium	201m–400m	Group 2	44,100	47,100	50,000
Large	401m–500m	Group 3	45,000	49,500	51,400
Extra large	501m–750m	Group 4	50,500	55,000	58,500
Supra large	>750m	Group 5	55,500	60,000	63,300

Current Position

On 9 January 2025, the Head of Corporate Governance contacted NHS England to ask if any uplift to Chair and NED remuneration is under consideration.

NHS England responded reporting there is recognition that Chair and NED remuneration needs to be revisited, but there is nothing in progress at present. The current remuneration for the Trust Chair and Non-Executive Directors remains aligned to NHSE recommendations.

	Should NHSE recommend any changes to remuneration levels for Chairs or NEDs the Nominations Committee and Members' Council will be updated.
Recommendation:	Members' Council are asked to: • RECEIVE the update from the Nominations Committee in relation to Chair and Non-Executive remuneration.
Mission/values:	We put the person first and in the centre We are respectful, honest, open and transparent We improve and aim to be outstanding We are relevant today and ready for tomorrow
Any background papers / previously considered by:	The Nominations Committee reviewed the paper on 15 January 2025 and supported recommendation for approval by the Members' Council.

**Members Council
14 February 2025
Agenda item 7.6**

Private/Public paper:	Public
Title:	Care Quality Commission Inspection Reports - Action plan update for Must and Should Do Actions, including case studies
Paper presented by:	Darryl Thompson, Chief Nurse / Director of Quality and Professions
Paper prepared by:	Sarah Whiterod – Associate Director of Nursing, Quality and Professions Liam Redican – Quality Governance Manager
Purpose:	The purpose of the paper is to provide the Members' Council with an update and assurance regarding the Trust's approach to CQC actions, concerns, inspections and the Trust's internal process for assurance that the identified actions are being responded to in an improvement focused and timely manner. At the request of Trust Board, this version of the paper contains a case study example of how specific actions have been completed.
Executive summary:	On Wednesday 6 December 2023 the reports were published for the Care Quality Commission (CQC) inspections into the core services of acute wards for working age adults and psychiatric intensive care units (PICU), and forensic inpatient and secure wards. These inspection reports were presented to Trust Board in January 2024. This report contains a summary update on the Trust's progress with regards to the action plans against the 'must do' and 'should do' actions within the CQC inspection reports. The Care Groups have identified that some 'should do' actions are being approached with a clear expectation of completion. Actions are signed off as completed at Care Group level before final sign off by the Chief Nurse / Director of Quality and Professions, where the evidence of assurance is reviewed. Of note, this is a live document under a process of continual review and update. The next version of this report will be reviewed by the executive management team and Quality and Safety Committee members prior to submission to Trust Board. Progress continues to be made across both Care Groups, with a particular focus now on the review of the evidence behind the actions, to ensure that the required level of assurance is present. Current progress Acute and PICU MUST DO actions: • Four must do actions are complete (signed off in evidence review meetings). • Three actions are blue/green – awaiting evidence sign off. • Eight actions are on track. • One action is off track and is amber – this relates to prone restraint. A plan from the RRPI (reducing restrictive physical intervention) team is being

	developed around timescales and milestones for roll out of prone reduction. Acute and PICU SHOULD DO actions: The Care Group are considering six of the 12 ‘should do’ actions as ‘must do’ actions and are progressing these as detailed below. • Six actions are complete. • Three actions are blue/green – awaiting evidence sign off. • Three actions are in progress and on track. Forensic service MUST DO actions: • Three of the seven must do actions are complete (signed off in evidence review meetings). • Three must do actions have been reported as complete by the Care Group, and are awaiting evidence sign off. • One must do action is in progress and on track. • Evidence is regularly uploaded to SharePoint to provide assurance about action progress and completion. Forensic service SHOULD DO actions: The Forensic Care Group received seven ‘should do’ actions, alongside the ‘must do’ actions. The Care Group are considering all seven ‘should do’ actions as ‘must do’ actions and are progressing these as detailed below. • Three of the seven should do actions are complete (signed off in evidence review meetings). • Two should do actions have been reported as complete by the Care Group, and are awaiting evidence sign off. • Two must do action is in progress and on track. • Evidence is regularly uploaded to SharePoint to provide assurance about action progress and completion. The focus of this paper is on a case study example of the response to sign off of a specific action, where the acute/PICU service have focussed on improvements in mandatory training compliance. Full detail of our progress against each individual action will be submitted as per usual process to the Quality and Safety Committee and Trust Board, and then on to Members’ Council. The Trust continues to take an improvement focused approach to these actions, with prioritisation around completion where there were clear safety concerns. The evidence sign-off process is underpinned by both a review of the evidence, and a review of the plan to embed going forward, and the commitment to embed these improvements into practice, with a clear governance process to oversee as business as usual in the longer term. Progress will continue to be presented to the executive management team, the Quality and Safety Committee, Trust Board, the CQC and the Members’ Council.
Recommendation:	Members’ Council are asked to: • RECEIVE the Care Quality Commission Inspection Reports – Action plan update for Must and Should Do Actions
Mission/values:	We put the person first and in the centre

	We are respectful, honest, open and transparent We improve and aim to be outstanding We are relevant today and ready for tomorrow		
Strategic objectives:	Improve Health	✓	
	Improve Care	✓	
	Improve Resources	✓	
	Make this a great place to work	✓	
Contribution to the objectives of the Integrated Care System/Integrated Care Board/Place based partnerships	Each provider Trust within the Integrated Care System is governed by regulatory bodies. It is important that regulatory activity is monitored, learning is taken from feedback, and action is taken to remedy any findings. Regulatory bodies also identify areas of strength and good practice. Being part of the Integrated Care System allows for opportunity to share learning, findings and best practice to ensure services are delivered to the highest standard. Understanding our current position, areas of strength and areas for improvement supports us to be an engaged member of the integrated care systems support and consider opportunities for economies of scale. The progress described in this report and the completion of these actions contributes directly to the quality and safety objectives of the integrated care systems.		
Any background papers / previously considered by:	Previous versions of this paper have been shared with quality and safety committee, executive management team, Trust Board and Members' Council. Quality and safety committee reviewed the content of this report on 12 November 2024, further to it being received by Trust Board on 26 November 2024.		

Care Quality Commission (CQC) Inspection Reports
Action plan update for Must and Should Do Actions
February 2025

1. Purpose of the paper

This paper provides an updated position on progress against the Must and Should Do actions which were highlighted with the two CQC inspection reports, published on 6 December 2024. It also includes monitoring arrangements to ensure that any actions are embedded in practice going forward.

This version of the paper contains an executive summary of progress against the actions, whether the action has been completed, remains in progress or is off track, rather than the full detail contained in previous papers. This is available separately if required. In addition, as requested by Trust Board, there is a case study example of action which has been completed for the acute/PICU service. This case study demonstrates the journey of improvement and governance for the individual action.

2. Background

Following receipt of the initial feedback from the inspections in May 2023 and on receipt of the draft reports in September 2023 the Care Groups (Acute and psychiatric intensive care units (PICU) and Forensic Services) several improvement actions were put into place. Some of these actions were already in progress in existing improvement work and others were added to plans.

On 21 December 2023 two action plans were submitted to the CQC, one for each of the inspection reports. These action plans detailed how each core service plans to address the Must Do actions / regulatory breaches, along with timescales and action owners. (See Section 8 of this report for action plans).

Within the inspection reports are the following:

Forensic service – seven MUST DO and seven SHOULD DO actions

Acute and PICU service – sixteen MUST DO and twelve SHOULD DO actions

3. Summary of progress against Must and Should Do actions

The progress of actions is measured using a blue, red, amber, green (BRAG) key. These are defined as the following:

Blue	Action complete and assurance of improvement
Blue Green	Action reported as complete by Care Group, awaiting evidence sign off
Red	Action not started
Amber	In progress but off track from expected
Green	On track for completion by date

Acute and PICU MUST DO actions (evidence reviewed on 8 October 2024)

Action status	Number of Must Do actions
Blue	4
Blue Green	3
Red	0
Amber	1
Green	8

With regards to the action that is off track and is amber, this relates to prone restraint. This relates to the broader plan to roll out the learning from the pilot sites. Timescales will be provided in the next report.

Acute and PICU SHOULD DO actions:

The Acute and PICU service received 12 SHOULD DO actions, alongside the MUST DO actions needed.

The Care Group are considering six of the 12 should do actions as must do actions and are progressing these as detailed below.

Action status	Number of Should Do actions
Blue	6
Blue Green	3
Red	0
Amber	0
Green	3

Forensic service MUST DO actions

Action status	Number of Must Do actions
Blue	3
Blue Green	3
Red	0
Amber	0
Green	1

Evidence is regularly uploaded to SharePoint to provide assurance about action progress and completion.

Forensic service SHOULD DO actions

The Forensic Care Group received seven should do actions, alongside the MUST DO actions.

The Care Group are considering all seven should do actions as must do actions and are progressing these as detailed below.

Action status	Number of Should Do actions
Blue	3
Blue Green	2
Red	0
Amber	0
Green	2

Evidence is regularly uploaded to SharePoint to provide assurance about action progress and completion.

4. Focussed action case study for acute/psychiatric intensive care units (PICU) service

Case study developed by Claire Wilkinson, interim Care Group lead for quality, governance and performance – inpatient and Dean Kenney, management assistant – matron team

To note this case study was developed in Quarter 3 to consider action and improvement needed in compliance with mandatory training, specifically reducing restrictive physical interventions (RRPI) and cardiopulmonary resuscitation (CPR). Therefore, references in the case study relate to this period.

Summary

- Action and improvement was needed in compliance with mandatory training, specifically reducing restrictive physical interventions (RRPI) and cardiopulmonary resuscitation (CPR).
- The target compliance for both is 80% but this had fallen to below 70% for RRPI and 74% for CPR.
- A number of actions were completed to address these issues. These included collaborative working between the Care Group and the training teams, to enable staff and ward managers to book training directly and have ownership, improvement in oversight of compliance and reporting of this, and development of a weekly performance and quality oversight meeting with mandatory training as a standing agenda item.
- Training compliance for both RRPI and CPR has increased to above the 80% target over the last year and has maintained at this level since July 2024. Any hot spot areas/wards have a plan for improvement

Acute & PICU CQC Action – MUST DO:

12.3 The Trust must ensure that staff receive regularly updated training on cardiopulmonary resuscitation and responding to violence and aggression (Regulation 12(2)(c))

Identify:

When the CQC inspected in May 2023, Reducing Restrictive Physical Intervention (RRPI) training and cardiopulmonary resuscitation (CPR) training compliance were identified as areas for improvement. The Trust compliance target for both is 80% but at the time the CQC inspected, three wards had RRPI compliance below 70% and collective CPR compliance was 74%.

Understand:

A number of factors which were impacting on training compliance were identified:

- COVID-19 and face to face training not being able to go ahead. This created a backlog of staff needing to attend training sessions when things returned to 'business as usual'.
- High number of new starters into the service requiring 4-day RRPI training course, impacted on by course availability post covid-19 and recovery plan for training delivery overseen by RRPI team.
- Changes to mandatory training database – switch from HR online to the launch of the new mandatory training compliance dashboard meant a period of months when

managers had to use ESR for oversight of staffs training. There was a loss of the “at a glance” data.

Plan & Generate Ideas/Implement:

- Senior Leadership (SLT) colleagues met with training leads to collaborate on solutions to drive up RRPI and CPR training compliance (e.g. releasing CPR training dates in advance of rota production and allowing staff/managers to book directly with resus team; prioritising staff from wards with low RRPI training compliance).
- Service managers worked with ward managers to ensure systems and processes were in place to maintain training compliance oversight at ward level. Sharing of good practice between ward managers supported this.
- Proactive pushing of training compliance data to ward managers by SLT management assistant.
- Development of a weekly performance and quality oversight meeting, chaired by Quality, Governance and Performance Lead (Inpatients) and attended by inpatient SLT. Mandatory training compliance is a standing agenda item, with focus on RRPI and CPR.

Progress update:

The service has a robust oversight system in place for the monitoring of mandatory training compliance via the weekly inpatient performance and quality oversight meeting which is attended by colleagues from the senior leadership team (SLT) including:

- Inpatient Lead for Quality, Governance and Performance
- Associate Director of Operations
- General Managers
- Service Managers
- Matrons

Reducing Restrictive Physical Intervention (RRPI), Intermediate Life Support (ILS), and Basic Life Support (BLS) training compliance is reviewed at the meeting at least monthly. This enables any performance hotspots in individual teams to be identified and service managers will oversee any required targeted work for their wards to improve performance. Any significant deviation in performance will be reported into the care group Quality and Governance meeting. The performance and quality oversight meeting reports into the Mental Health Care Group meeting and any significant drift in training performance (actual or expected) would be flagged to this meeting. The Mental Health Care Group meeting also feeds escalations into the Trust-wide clinical governance group, with escalations to the extended management team (EMT) and Quality and Safety Committee as required. Monitoring of Care Group performance is overseen at operational management group and through individual ward dashboards.

Additionally, the development and roll out of the new mandatory training dashboard allows for localised oversight from teams and supports the proactive oversight of mandatory training compliance at ward level by ward managers.

The SLT continue to collaborate with system colleagues and suggest dashboard improvements based on end-user feedback to further enhance mandatory training oversight and improve usability.

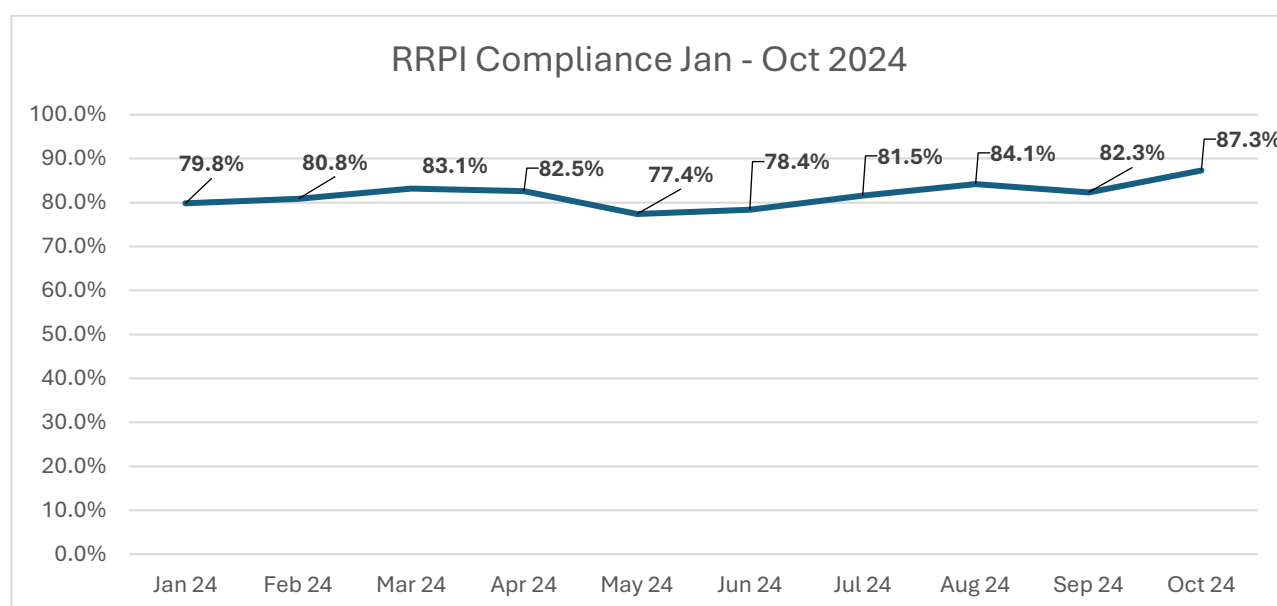
Compliance figures for RRPI, ILS, and BLS are shown below:

RRPI Training:

Collectively, the compliance for RRPI training across the 9 working age adult (WAA) and PICU wards has been sustained above the Trust agreed threshold of 80% since July 24. The fall below 80% that was observed in May and June reflects new starters on wards awaiting allocation of the 4-day RRPI training course. There have been system issues impacting on the services RRPI training compliance including course cancellations and training dates being allocated without the option for staff or managers to self-book. The SLT have liaised with the RRPI Lead to collaborate and address challenges, including seeking course allocation priority for Walton, who as a PICU, and has a patient population with increased risks relating to violence and aggression.

Ward managers, with oversight from service managers, monitor the training compliance dashboard to ensure any staff non-compliance or due to expire have been allocated a date to complete training. Any issues are discussed proactively with Learning and Development for resolution.

Collective ward RRPI compliance between Jan 24 and Sept 24:



Individual ward RRPI compliance as of October 2024:

Team	Required	Achieved	Compliance %
HUD Adult Inpatients - Kirklees - Ashdale - 228423	32	26	81.2%
WAK Adult Inpatients - Wakefield - Walton PICU - 228411	35	27	77.1%
BAR Adult Inpatients - Barnsley - Beamshaw - 228441	24	21	87.5%
WAK Adult Inpatients - Wakefield - Nostell - 228413	29	23	79.3%
DEW Adult Inpatients - Kirklees - Ward 18 - 228421	29	25	86.2%
CAL Adult Inpatients - Calderdale - Elmdale - 228431	22	21	91.7%
BAR Adult Inpatients - Barnsley - Melton PICU - 228443	24	23	95.8%

BAR Adult Inpatients - Barnsley - Clark - 228442	23	23	100%
WAK Adult Inpatients - Wakefield - Stanley - 228412	25	25	100%

Assurance for wards currently below 80%:

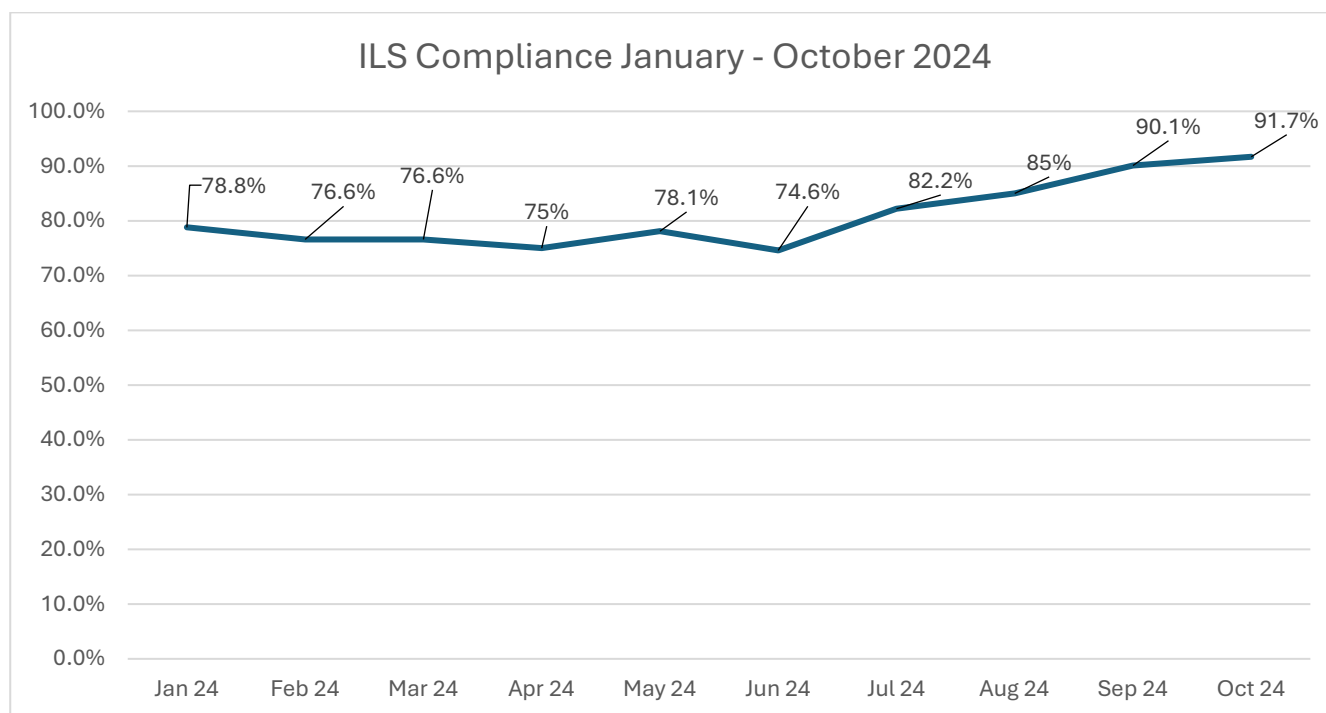
Walton - all staff whose training has expired were booked onto RRPI training dates between October 2024 and January 2025. Compliance was expected to be above 80% by end of November 2024.

Nostell – all staff whose training has expired were booked onto RRPI training dates between October 2024 and February 2025. Compliance was expected to be above 80% by end of November 2024.

ILS Training:

Collectively, the compliance for ILS training across the 9 WAA and PICU wards has been above the 80% target since January 2024, except for March, where compliance dropped marginally under at 79.8%. Training dates are published on the intranet in advance by the resuscitation team and staff or managers can self-book onto dates. Ward managers, with oversight from service managers, monitor the training compliance dashboard to ensure any staff non-complaint or due to expire are booked onto future training dates.

Collective ward ILS compliance between Jan 24 and Sept 24:



Individual ward ILS compliance as of October 2024:

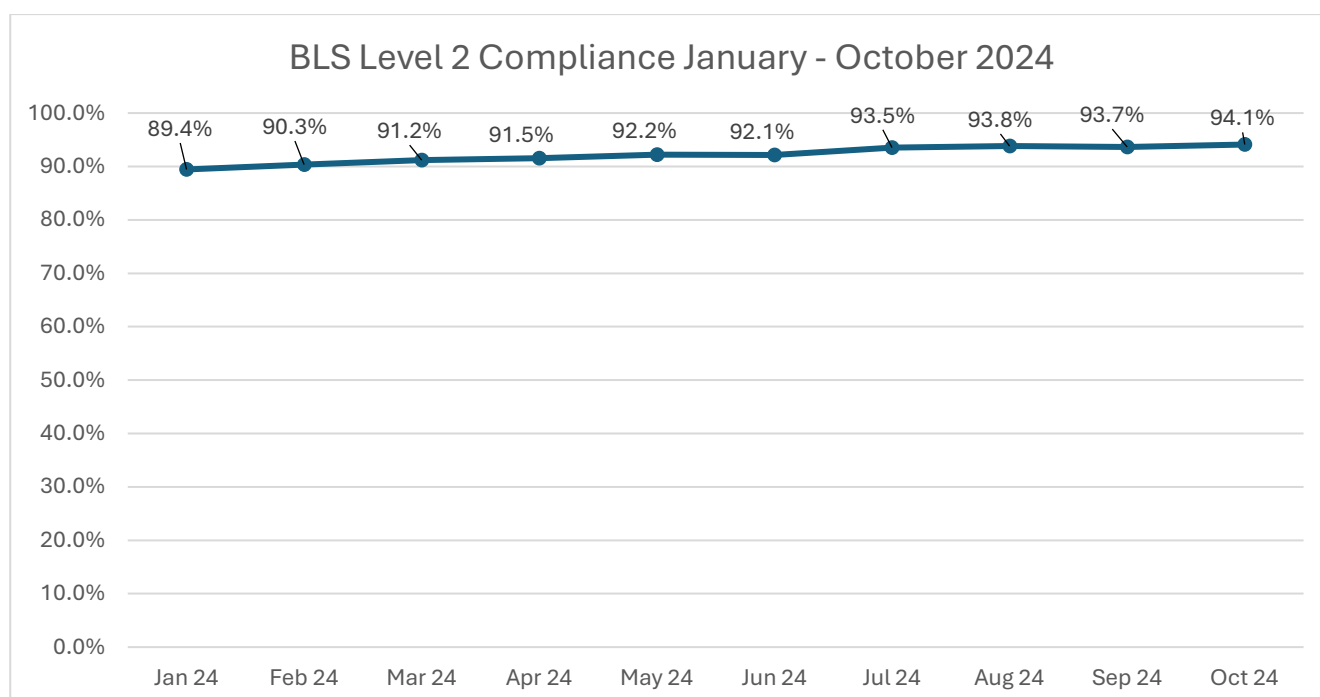
Team	Assignment Count	Required	Achieved	Compliance %
WAK Adult Inpatients - Wakefield - Walton PICU - 228411	36	20	16	80.0%
DEW Adult Inpatients - Kirklees - Ward 18 - 228421	29	11	9	81.8%
BAR Adult Inpatients - Barnsley - Melton PICU - 228443	25	14	12	85.7%
WAK Adult Inpatients - Wakefield - Stanley - 228412	25	13	12	92.3%
HUD Adult Inpatients - Kirklees - Ashdale - 228423	33	18	17	94.4%
BAR Adult Inpatients - Barnsley - Clark - 228442	23	11	11	100.0%
CAL Adult Inpatients - Calderdale - Elmdale - 228431	30	13	13	100.0%
WAK Adult Inpatients - Wakefield - Nostell - 228413	30	14	14	100.0%
BAR Adult Inpatients - Barnsley - Beamshaw - 228441	24	16	16	100.0%

All wards are at 80% compliance or above.

Basic Life Support

Collectively, the compliance for BLS training across the 9 WAA and PICU wards has been above the Trust agreed threshold of 80% since July. As with ILS, training dates are published on the intranet in advance by the resuscitation team and staff or managers can self-book onto dates. Ward managers, with oversight from service managers, monitor the training compliance dashboard to ensure any staff non-complaint or due to expire are booked onto future training dates.

Collective ward BLS compliance between Jan 24 and Oct 24:



Individual ward BLS compliance as of October 2024:

Team	Assignment Count	Required	Achieved	Compliance %
DEW Adult Inpatients - Kirklees - Ward 18 - 228421	29	18	13	72.2%
WAK Adult Inpatients - Wakefield - Walton PICU - 228411	36	15	12	80.0%
BAR Adult Inpatients - Barnsley - Melton PICU - 228443	25	11	10	90.9%
HUD Adult Inpatients - Kirklees - Ashdale - 228423	33	15	14	93.3%
BAR Adult Inpatients - Barnsley - Beamshaw - 228441	24	8	8	100.0%
BAR Adult Inpatients - Barnsley - Clark - 228442	23	11	11	100.0%
WAK Adult Inpatients - Wakefield - Stanley - 228412	25	12	12	100.0%
CAL Adult Inpatients - Calderdale - Elmdale - 228431	30	15	15	100.0%
WAK Adult Inpatients - Wakefield - Nostell - 228413	30	15	15	100.0%

Assurance for wards currently below 80%:

Ward 18 – compliance being below 80% reflects several Health Care Assistants (HCAs) who have transferred to substantive posts from Trust bank. The training database does not display future course enrolment dates for BLS training, but the service manager liaised with the ward manager to ensure the 5 staff that were not compliant were booked onto future ILS training dates throughout October and November. Hence compliance was expected to be above 80% by end of November.

Summary

The overall compliance for the 9 WAA and PICU wards has been above 80% for 3 consecutive months for RRPI, ILS, and BLS. The service has robust oversight and monitoring processes in place (as described above) to ensure that this performance continues to be maintained, and action is being taken to ensure individual wards that are below 80% for RRP and BLS, achieve this.

Next steps

This new and robust process for monitoring compliance with mandatory training is now business as usual and will continue in this format moving forwards to ensure that wards maintain an adequate level of compliance and safety.

**Members Council
14 February 2025
Agenda item 7.7**

Private/Public paper:	Public								
Title:	Chairs’ appraisal – process								
Paper presented by:	Andy Lister – Head of Corporate Governance								
Paper prepared by:	Gemma Lockwood, Corporate Governance Manager								
Purpose:	The purpose of this paper is to provide governors with the process for the Chairs’ appraisal process for 2024/25.								
Executive summary:	Background The process for the Chair’s appraisal should be agreed each year by the Members’ Council.								
	Good practice and NHS England guidance, suggests that the Senior Independent Director (SID) should meet with the Non-Executive Directors (NEDs) of the Board, at least annually, without the Chair, to evaluate the Chair’s performance.								
	The process for the Chair’s appraisal for 2024/25 will follow that of previous years, enabling all members of Trust Board, governors and key stakeholders to contribute.								
	NHS England publish an appraisal framework for NHS provider chairs, providing a standard approach across the system.								
	Marie Burnham has been Trust Chair since December 2021. In consultation with the SID, the below priorities, for the purpose of appraisal, were put in place to measure her performance from 1 April 2024 to 31 March 2025:								
	3 principal objectives identified for 2024/25: (The facilitator and Chair identified 4 objectives for 2024/25) <table><tr><th>Objective</th><th>Anticipated benefit/ measure of success</th><th>Anticipated constraints/ barriers to achievement</th></tr><tr><td></td><td></td><td></td></tr></table>			Objective	Anticipated benefit/ measure of success	Anticipated constraints/ barriers to achievement			
Objective	Anticipated benefit/ measure of success	Anticipated constraints/ barriers to achievement							

	Statutory duties and Partnership Duties	To meet all statutory duties and regulatory requirements placed on the Trust from economic and quality regulators.	External influences including changes in Government and financial constraints in wider ICS
	Leadership	To lead the organisation in line with our values, completing recruitment to and developing the effectiveness of the Unitary Board and Members Council ensuring our Trust and the services we provide have strong influence in integrated care systems, place-based partnerships and provider collaboratives. Lead the development of the Trust Board. To create a Trust that is a great place to work ensuring the wellbeing of all staff is assured.	Financial challenges across the NHS and available funding of current resources let alone any development money. Potential change of government, even possibly a hung parliament. Future NHS policies introduced. Failure to appoint CPO to support the Unitary Board. External factors to the Trust that influence how people feel in society, thus potentially how they view working.
	Strategy	To agree and support our refreshed Trust strategy and work with partners to deliver our strategy and contribute to the delivery of the strategies of our ICSs, places, and collaboratives, enabling the delivery of our mission and meeting the aims in our strategic objectives To grow the organisation in such a way that it is sustainable and at the forefront of being a modern health care provider.	Ensuring the Trusts strategy is an integral part of the systems objectives and not something that is stand alone. Ensuring key transformational change is not hindered by financial constraints of the NHS and that we continue to be the best partner we can be across our systems. Political will and Health and Care funding plans

	Equality, Involvement, and Inclusion	To deliver improvements that address inequalities in our communities, with our staff and service users, patients and carers	Poor data sources within in the Trust and at Place. Pace of change and partners not working together or not seeing this as a priority area.
	Process The full and formal process has four strands, and will follow NHS England (NHSE) guidance: 1. The Senior Independent Director (SID) / Deputy Chair will discuss the process with the Chair at a pre-appraisal meeting and determine which external stakeholders, such as the Chairs of other organisations in the Trust's area, will be invited to contribute to the appraisal process. 2. Facilitated by the SID / Deputy Chair, governors will be asked to assess the Chair's performance via a survey and discuss the results at the Members' Council meeting in May 2025. This will include considering the following areas: • Chairing of meetings of the Members' Council • Leadership style • Corporate understanding and strategic awareness • Personal style • Independence and objectivity • Self-development • Impact The Chair's outline job description and the current Chair's profile is attached for information. It should be noted that each governor's response is entirely confidential, and responses cannot be attributed to an individual. 3. All Executive and Non-Executive Directors will be asked to complete a questionnaire. 4. The Chair will undertake a self-assessment. As part of the process, the SID/ Deputy Chair will liaise with the Lead Governor and Deputy Lead Governor to establish if there are any additional views or comments they would wish to make, including views any governors would wish to raise. The Deputy Chair/SID will also speak to the Chief Executive to establish any additional views or comments from the Executive Directors; and also canvass any additional views and comments from Non-Executive Directors.		

	Following the collation of responses, the SID / Deputy Chair and Chair will discuss the outcome, future objectives and any areas of professional / personal development on a one-to-one basis. A final report will come to the Members' Council in August 2025, summarising the outcome, the new objectives for the coming year and any areas for development agreed with the Chair.
Recommendation:	Members' Council are asked to: • AGREE the Chair's Appraisal process for 2024/25 as outlined in the paper.
Mission/values:	We put the person first and in the centre We are respectful, honest, open and transparent We improve and aim to be outstanding We are relevant today and ready for tomorrow
Any background papers / previously considered by:	Chairs Appraisal Process - February 2024

Chair Role Description

NHS trusts and foundation trusts are primarily responsible for delivering safe, high-quality services and outcomes for patients, service users and the wider community.

The chair has a unique role in leading the NHS trust board. The role combines the duty to lead effective governance, consistent with the Nolan principles and NHS values, with securing a long-term vision and strategy for the organisation.

Fundamentally, the chair is responsible for the effective leadership of the board (and in foundation trusts, the council of governors). They are pivotal in creating the conditions necessary for overall board and individual director effectiveness.

Central to the chair's role are five key responsibilities:

- **strategic:** ensuring the board sets the trust's long-term vision and strategic direction and holding the chief executive to account for achieving the trust's strategy.
- **people:** creating the right tone at the top, encouraging diversity, change and innovation, and shaping an inclusive, compassionate, patient-centred culture for the organisation.
- **professional acumen:** leading the board, both in terms of governance and managing relationships internally and externally.
- **outcomes focus:** achieving the best sustainable outcomes for patients/ service users by encouraging continuous improvement, clinical excellence and value for money.
- **partnerships:** building system partnerships and balancing organisational governance priorities with system collaboration; this role will become increasingly more important as local organisations move to delivering integrated care, prioritising population health in line with the NHS Long Term Plan.¹

The relationship between the chair and the trust's chief executive is key to the role's success. The chair must cultivate an effective working relationship with the chief executive. Many responsibilities in the role description will be discharged in partnership with the chief executive. It is important that the chair and chief executive are clear about their individual and shared roles, and their respective responsibilities towards the unitary board.

The fundamental difference between these roles is that the chair leads the board and is responsible for the non-executive directors' effectiveness and the board as a whole. The chief executive leads the organisation and is responsible for managing the executive directors. In foundation trusts, the chair also chairs the council of governors. This special relationship between the chair and the chief executive sets the tone for the whole organisation.

Role description

To carry out their role effectively, the chair must cultivate a strong, collaborative relationship with the chief executive. Many responsibilities in this role description will be discharged in partnership with the chief executive. It is important the chair and the chief executive are clear about their individual and shared roles, and their respective responsibilities towards the unitary board.

Together, the chair and the chief executive set the tone for the whole organisation. They are ultimately responsible for ensuring that the population the trust serves and the wider system

¹ www.longtermplan.nhs.uk

in which the organisation sits receive the best possible care in a sustainable way.

Responsibilities of the chair

This detailed description of the chair's role has been aligned with the competency framework's five domains. While each set of responsibilities has been aligned with the competency domain most relevant to discharging that element of the role, **a good chair will demonstrate competence in all five domains across all their responsibilities**, maintaining, for example, an outcomes focus while discharging their role as the board's facilitator.

1. Strategic

In their **strategic leadership** role, the trust chair is responsible for:

- ensuring the whole board of directors plays a full part in developing and determining the trust's **vision, values, strategy and overall objectives** to deliver organisational purpose and sustainability (and for foundation trusts, having regard to the council of governors' views).
- ensuring the trust's strategy aligns with the principles guiding the NHS and the NHS values.
- ensuring the board identifies the key risks the trust faces in implementing its strategy; determines its approach and attitude to providing effective oversight of those risks and ensures there are prudent controls to assist in managing risk.
- holding the chief executive to account for delivering the strategy and performance.

2. People

2.1 In their role **shaping organisational culture** and setting the right tone at the top, the trust chair is responsible for:

- providing visible leadership in developing a healthy, open and transparent patient-centred culture for the organisation, where all staff have equality of opportunity to progress, the freedom to speak up is encouraged, and ensuring that this culture is reflected and modelled in their own and in the board's behaviour and decision-making.
- leading and supporting a **constructive dynamic** within the board, enabling grounded debate with contributions from all directors.
- promoting the highest standards of **ethics, integrity, probity and corporate governance** throughout the organisation and particularly on the board.
- demonstrating **visible ethical, compassionate and inclusive personal leadership** by modelling the highest standards of personal behaviour and ensuring the board follows this example.
- ensuring that **constructive relationships based on candour, trust and mutual respect** exist between executive and non-executive directors (and for foundation trusts between elected and appointed members of the council of governors and between the board and the council).
- developing **effective working relationships** with all the board directors, particularly the chief executive, providing support, guidance and advice.

2.2 In their role **developing the board's capacity and capability**, the trust chair is responsible for:

- ensuring the board sees itself as a team, has the right balance and diversity of skills, knowledge and perspectives, and the confidence to challenge on all aspects of clinical and organisational planning; this includes:
 - regularly **reviewing the board's composition and sustainability** with the chief executive and the nominations committee.
 - considering **succession planning** (and for foundation trusts, remuneration) for the board, including attracting and developing future talent (working with the board, council of governors and nominations and remuneration committees as appropriate).
 - considering the **suitability and diversity** of non-executive directors who are assigned as chairs and members of the board's committees, such that as far as possible they reflect the workforce and respective communities served by the board.
 - where necessary, leading in seeking the removal of non-executive directors and giving counsel in the removal of executive directors.
- leading on continual director (and for foundation trusts, governor) development of skills, knowledge and familiarity with the organisation and health and social care system, to enable them to carry out their role on the board/council effectively, including through:
 - induction programmes for new directors/governors.
 - ensuring annual evaluation of the board/council's performance, the board's committees, and the directors/governors in respect of their board/council contribution and development needs, acting on the results of these evaluations and supporting personal development planning.
 - taking account of their own development needs through, for example, personal reflection, peer learning and mentoring/reverse mentoring as part of the wider NHS provider chair community.
- developing a board that is genuinely connected to and assured about staff and patient experience, as demonstrated by appropriate feedback and other measures, including the Workforce Race Equality Standard (WRES); Workforce Disability Equality Standard (WDES); and Equality Delivery System (EDS).

3. Partnerships

3.1 In their role as an **ambassador**, leading in developing **relationships** and **partnership working**, the chair is responsible for:

- promoting an understanding of the board's role, and the role of non-executive and executive directors.
- representing the organisation externally, developing and facilitating strong partnerships, and promoting collaborative, whole system working through engagement with:
 - patients and the public.
 - members and governors (foundation trust).
 - all staff.
 - key partners across public, private and voluntary sectors.
 - Regulators.

- other chairs in the system and the wider NHS provider chair community, including where appropriate, through:
 - integrating with other care providers.
 - identifying, managing and sharing risks.
 - ensuring decisions benefit the local population, prioritising the needs of the citizens served by the organisation at a system level.
- ensuring that **effective communication with stakeholders** creates board debate encompassing diverse views, and giving sufficient time and consideration to **complex, contentious or sensitive issues**.
- for foundation trusts, facilitating the council of governors' work on **member engagement**, so the governors can carry out their statutory duty to represent the interests of trust members and the general public to the trust.
- for foundation trusts, ensuring that governors have the dialogue with directors they need to hold the non-executive directors (which includes the trust chair), individually and collectively to account for the board's performance.

4. Professional acumen

4.1 In their role as **governance lead** for the board (**and for the council of governors, in foundation trusts**), the chair is responsible for:

- making sure the board/council operates effectively and understands its own **accountability** and compliance with its approved procedures – for example, meeting statutory duties relating to annual reporting.
- personally **doing the right thing**, ethically and in line with the NHS values, demonstrating this to and expecting the same behaviour from the board.
- leading the board in **establishing effective and ethical decision-making processes**.
- **setting an integrated board/council agenda** relevant to the trust's current operating environment and taking full account of the **important strategic issues and key risks** it faces (and for foundation trusts, aligned with the annual planner for council of governors meetings, developed with the lead governor).
- ensuring that the board/council receives **accurate, high quality, timely and clear information**, that the related assurance systems are fit for purpose and that there is a good flow of information between the board, its committees, the council and senior management.
- ensuring board committees are properly constituted and effective.
- for foundation trusts: leading the board in being accountable to governors and leading the council in holding the board to account.

4.2 In their role as **facilitator** of the board (and of the council of governors for foundation trusts), the chair is responsible for:

- providing the environment for agile debate that considers the big picture.
- ensuring the board/council collectively and individually applies **sufficient challenge**, balancing the ability to seize opportunities while retaining robust and transparent decision-making.
- facilitating the **effective contribution** of all members of the board/council, drawing on their individual skills, experience and knowledge and in the case of non-executive directors, their independence.
- working with and supporting the **trust board secretary** in establishing and maintaining the board's annual cycle of business.

- for foundation trusts: liaising with and consulting the **senior independent director** (it is an expectation that all NHS trusts, that have not yet done so, will also seek to appoint a senior independent director in the short-medium term).

5. Outcomes focus

5.1 In their role as a **catalyst for change**, the chair is responsible for:

- ensuring all board members are well briefed on **external context** – eg policy, integration, partnerships and societal trends – and this is reflected in board/council debate.
- fostering a **culture of innovation and learning**, by being outward-looking, promoting and embedding innovation, technology and transformation through the board/council's business and debate.
- promoting **academic excellence and research** as a means of taking health and care services forward.
- ensuring performance is accurately measured against constitutional and Care Quality Commission 'well-led' standards
- ensuring performance on equality, diversity and inclusion for all patients and staff is accurately measured and progressed against national frameworks, including WRES, WDES and EDS.
- above all, ensuring the board maintains an unrelenting interest in and focus on the continuous improvement and self-assessment of patient safety, experience and clinical outcomes.

Trust Board profile 2025

Name: Marie Burnham
Date of appointment: 1 December 2021
Reappointed: 1 December 2024



SUMMARY OF RELEVANT QUALIFICATIONS	• Liz Bavidge OBE – Chair development programme and mentoring • NHS Online Training modules for ICS and ICP • Board Development Programme • National Institute for Health and Clinical Excellence Chair Training • NHS Trust Board Foundation Development Programme • Kings Fund London – Athena Programme 2000 • Masters in Business Administration (MBA) • General Management Training Scheme • Registered Nurse
CURRENT AREAS OF INTEREST IN THE TRUST, INCLUDING COMMITTEE MEMBERSHIP	<u>Areas of interest:</u> • Equality, Involvement and diversity. • Teaching Trust status including the Research & Development agenda • Trust sustainability agenda within the wider community • Chair of NICE committees • Chair of APEX Multi-Academy trust <u>Committee Membership</u> • Chair of Equality, Inclusion and Involvement Committee • Member of People and Remuneration Committee • Member of Finance, Investment and Performance Committee • Chair of WYMHLASC Committees in Common • Member of Charitable Funds Committee (committee of the Corporate Trustee) • South Yorkshire Integrated Care Partnership member • Barnsley Health on the High Street member • Barnsley place committee member
SUMMARY OF EXPERIENCE/AREAS OF INTEREST TO SUPPORT DEVELOPMENT OF FT	• Marie brings with her over 30 years of leadership experience from health services and the charitable sector, including NHS executive and non-executive roles with responsibility for performance and governance. Marie has extensive experience having been a Chief Executive in the NHS Acute sector for many years and spent a number of years as Chief Executive in the charitable sector. In addition to this, Marie has also been

	involved in the retail business in the United Kingdom and the United States. • Marie has a wealth of expertise and understanding regarding the importance of joined up care for people and communities across all health and social care sectors, which included being the lay member of the Central Lancashire Integrated Care Partnership from 2018-2024. Other roles include being a guideline committee chair for NICE (National Institute for Clinical Excellence). Marie is also the chair of APEX Multi-Academy Trust of Schools, where she has worked on a voluntary basis since 2017.
KEY OBJECTIVE AREAS	• To meet all statutory duties and regulatory requirements placed on the Trust from economic and quality regulator • To lead the organisation in line with our values, completing recruitment to and developing the effectiveness of the Unitary board and Members Council ensuring our Trust and the services we provide have strong influence in integrated care systems, place-based partnerships and provider collaboratives. • Lead the development of the Trust Board • To create a Trust that is a great place to work ensuring the wellbeing of all staff is assured. • To agree and support our refreshed Trust strategy and work with partners to deliver our strategy and contribute to the delivery of the strategies of our ICSs, places, and collaboratives, enabling the delivery of our mission and meeting the aims in our strategic objectives • To grow the Organisation in such a way that it is sustainable and at the forefront of being a modern health care provider. • To deliver improvements that address inequalities in our communities, with our staff and service users, patients and carers



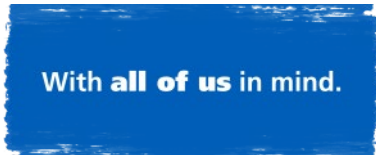
Integrated Performance Report

Quarter 3 - 2024/25

Members' Council



14 February 2025



With all of us in mind.

Agenda

- Summary Performance Metrics
- Quality
- National metrics
- Workforce
- Finance

Summary Performance Metrics – Improving Health

Improving health				
Metrics	Threshold	Oct-24	Nov-24	Dec-24
Percentage of service users who have had their equality data recorded - ethnicity	90%	96.5%	96.4%	96.1%
Percentage of service users who have had their equality data recorded - disability	50%	54.5%	53.7%	52.6%
Percentage of service users who have had their equality data recorded - sexual orientation		59.4%	58.7%	58.1%
Percentage of service users who have had their equality data recorded - deprivation (postcode)	90%	99.5%	99.6%	99.6%
Timely completion of equality impact assessments (EIAs) in services and for policies	Service - 75%	79.9%	89.3%	79.9%
	Policy - 95%	100%	100%	100%
Completion of equality mandatory training	>=80%	96.4%	96.4%	96.3%
Carbon Impact (tonnes CO2e) - business miles	76	54	76	64
Smoking Quit rates for patients seen by SWYPFT Stop Smoking services (4 weeks)	55%	Q3 due February 25		

Summary Performance Metrics – Improving Care

Improve Care				
Metrics	Threshold	Oct-24	Nov-24	Dec-24
The number of people with a risk assessment/staying safe plan in place within 24 hours of admission - Inpatient	95%	92.6%	93.8%	94.9%
The number of people with a risk assessment/staying safe plan in place within 7 working days of first contact - Community	Improvement trajectory Inpatient - July 95% Community - Aug 80% Sept 82.5% Oct 85% Nov 87.5% Dec 90% Jan 92.5% Feb 95%	80.7%	78.0%	74.7%
% Service users on care programme approach (CPA) offered a copy of their care plan	85%	96.3%	96.2%	96.2%
Inappropriate out of area bed placements (days)	July - 155 Aug - 155 Sept - 150	96	131	127
% service users clinically ready for discharge	<=3.5%	4.3%	4.4%	3.7%

* Figures in italics are provisional

With **all of us** in mind.

Summary Performance Metrics – Improving Resources

Improve resources				
Metrics	Threshold	Oct-24	Nov-24	Dec-24
Surplus/(deficit) against plan (cumulative)	Breakeven	(£624k)	(£790k)	(£911k)
Capital spend against plan (cumulative)	£8.1m	£2,115k	£2,504k	£2,622k
Agency spend managed within the overall workforce (Monthly)	3.5% £6.7m	£620k	£578k	£608k
Financial sustainability and efficiencies delivered over time (monthly)	£22m	£2,145k	£1,440k	£1,209k
Number of RIDDOR incidents (reporting of injuries, diseases and dangerous occurrences regulations)	0	11		
Estates Urgent Response Times - Service Level Agreement	95%	95.9%	95.6%	98.9%
Statutory Compliance	100%	100.0%	100.0%	100.0%
% of ligature jobs completed within timeframe	100%	100.0%	100.0%	100.0%

With **all of us** in mind.

Summary Performance Metrics – Making SWYPFT a great place to work

Make SWYPFT a great place to work				
Metrics	Threshold	Oct-24	Nov-24	Dec-24
Turnover external (12 month rolling)	>12% - 13%<	7.6%	7.7%	7.6%
Registered workforce	0% 2024/25	2.3%		
Sickness absence - rolling 12 months	<=5%	5.2%	5.2%	5.3%
Workpal appraisals - rolling 12 months	Jun 24 89% Jul 24 91% Aug 24 93% Sep 24 onwards 95%	89.4%	87.9%	85.9%
Mandatory training - Cardiopulmonary	80%	81.3%	82.2%	82.0%
Mandatory training - Reducing restrictive	80%	76.7%	78.4%	80.5%
Mandatory training - Fire	85%	90.5%	90.4%	90.0%
Mandatory training - Information governance	95%	94.6%	94.5%	93.6%

With **all of us** in mind.

Quality Update 2024/25 – Quarter 3

Patient Experience – Friends and Family Test (FFT)

- 96% of respondents in December 2024 would recommend community health services.
- 92% of respondents in December 2024 would recommend mental health services.
- We continue to explore other creative ways of gaining feedback on our services.

Out of area placements

- Continued use of out of area beds but at a lower level than last year. Reasons for continued use include staffing pressures across the wards, increased acuity, outbreaks and challenges to discharging people in a timely way.
- The inpatient improvement programme continues to work through impacting issues including workforce challenges.
- The Trust had 4 people placed in out of area beds at the end of December 2024 due to increased acuity and challenges to timely discharge.

Quality Update 2024/25 – Quarter 3



South West
Yorkshire Partnership
NHS Foundation Trust

Safer Staffing (inpatient wards)

- There was a decrease in demand during December.
- The overall fill rate had a decrease of 5.2% to 128.8%. The day fill rate for registered nurses decreased by 5.7% to 98.3%. Two wards in the Mental Health Care Group and one in the Forensic Care Group, fell below the 90% registered nurse day fill rate during the month. They were supported through local escalation plans.
- In December, no wards fell below the 90% overall fill rate threshold.

The fill rate figures (%) for December 2024:

- Registered staff – Days 98.3%
- Registered staff - Nights 117%
- Registered average fill rate – Days and nights 101.9%
- Overall average fill rate all staff – 128.8%
- Fill rate does not provide blunt assurance as it might not reflect acuity.
- Where gaps cannot be filled by registered staff, we will utilise unregistered colleagues where possible to maintain safety.
- These fill rates reflect the acuity and challenges that clinical areas are facing

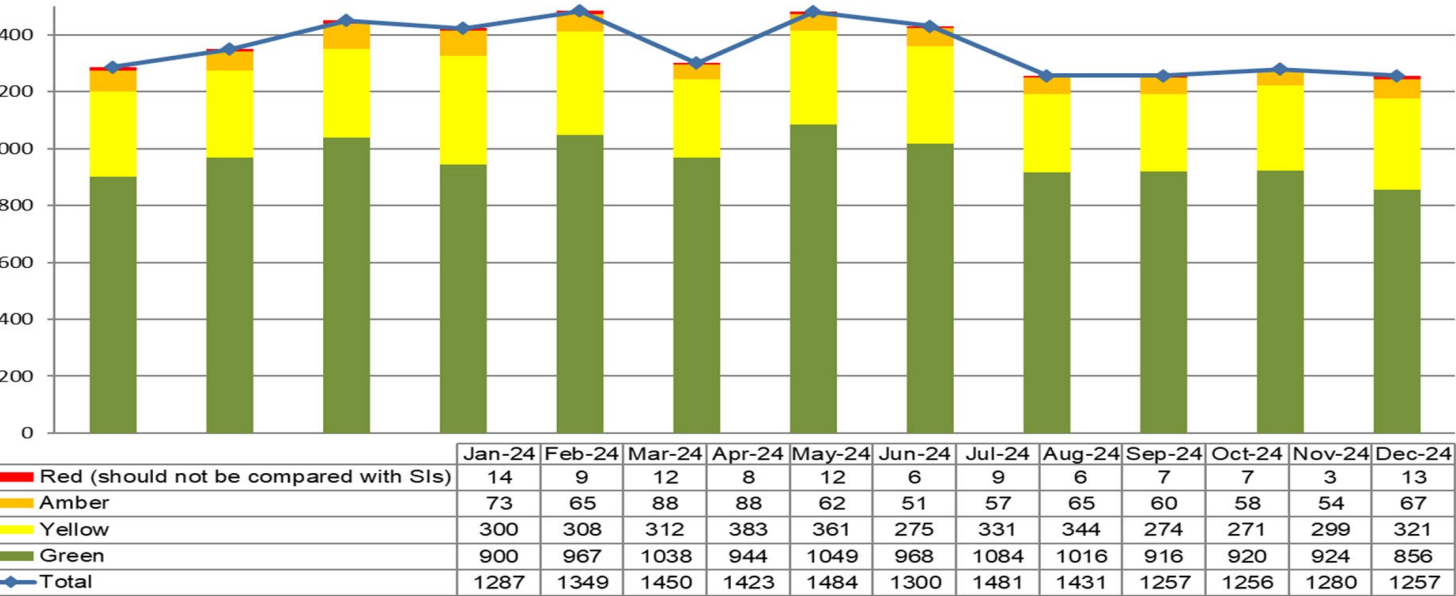
With all of us in mind.

Quality Update 2024/25 – Quarter 3

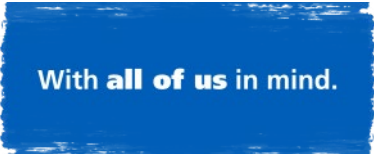


South West
Yorkshire Partnership
NHS Foundation Trust

Incident Reporting



- All serious incidents investigated using route cause analysis techniques.
- The weekly risk panel scans for themes that require further review or enquiry.
- No ‘Never Events’ reported in December 2024.
- 95% of incidents reported in December 2024 resulted in no harm or low harm or were not under the care of SWYPFT.
- At the time of report writing the number of red incidents have been revised to 8. This will be updated in next month's report.



National metrics

Access standards and Outcomes – Trust Performance

KPI	Threshold	Q4 23/24 (March 24)	Q1 24/25 (June 24)	Q2 24/25 (Sept 24)	Q3 24/25 (Dec 24)
Maximum time of 18 weeks from point of referral to treatment – Incomplete pathway	92%	99.9%	99.9%	99.5%	98.2%
% Admissions Gatekept by Crisis Response Teams	95%	96%	95.6%	97.5%	100.0%
% Service Users followed up within 72 hours of discharge	80%	87.5%	89.0%	94.2%	94.0%
NHS Talking Therapies - Treatment within 6 weeks of referral	75%	99.0%	98.7%	99.0%	97.8%
NHS Talking Therapies - Treatment within 18 weeks of referral	95%	99.8%	100.0%	100.0%	100.0%
Early Intervention in Psychosis – 2 weeks (NICE approved care package) Clock Stops	50%	83.8%	92.3%	90.3%	96.6%
Maximum 6 week wait for diagnostic procedures	99%	66.3%	66.7%	41.9%	49.5%
NHS Talking Therapies – Proportion of people completing treatment who move to recovery	50%	53.0%	51.2%	54.0%	52.5%
Community health services two hour urgent response standard	70%	88.2%	89.9%	91.6%	89.2%

With **all of us** in mind.

- Our Turnover for December 2024 remains low at 7.6%
- There was sustained reduction in agency spend in 2023/24. Agency spend has continued to fluctuate during 2024/25 around an average run rate level. Spend is £30k more than last month which includes increased costs for Cheswold Park Hospital. The adult secure provider collaborative spend in month was £44k.
- Registered workforce growth to end December 2024 was 2.3% for the year to date.
- The sickness absence rate for the month of December 2024 was 5.7% and 5.3% for the rolling 12-month period.

Financial Performance



**South West
Yorkshire Partnership**
NHS Foundation Trust

Key performance indicators

Performance Indicator		Year to Date	Forecast 2024/25
1	Surplus / (Deficit)	(£0.9m)	£0m
2	Agency Spend	£4.8m	£6.3m
3	Financial sustainability and efficiencies	£13.8m	£21m
4	Cash	£56.5m	£51.5m
5	Capital	£2.6m	£8.1m
6	Better Payment Practice Code	99%	

Financial Performance – Highlights

- The Trust financial target for 2024/25 is breakeven. Year to date position is £0.9m deficit which is a £0.1m increase from last month.
 - Main financial driver remains workforce related expenditure.
 - Non recurrent mitigations have been identified to support delivery of the year end target.
- Cash position has slightly improved in month, this was below the forecast position.
 - Outstanding cash receipts have been chased with commissioners.
 - Overall income remains lower than planned.
- The Trust financial sustainability programme for 2024/25 has a target of £22.0m to achieve the breakeven target. The programme is behind plan for the year to date with the main driver being continued level of workforce utilised above plan.
 - The forecast of £21m, being £1m less than planned, relies upon a number of non-recurrent mitigations to deliver.
 - Schemes have been identified as measures to ensure delivery of the financial target.
- Capital - Although expenditure is less than plan for the year to date it is still forecast that the full allocation will be utilised.
- 95% of all valid invoices have been paid within 30 days of receipt.
- Our performance continues to demonstrate compliance with this target.

With all of us in mind.



Our Equality Diversity and Inclusion (EDI) strategy

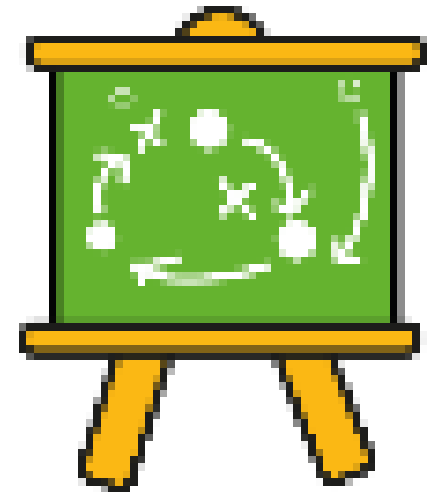
2025 to 2030

Members' Council 14th February 2025



Introduction and purpose of slide set

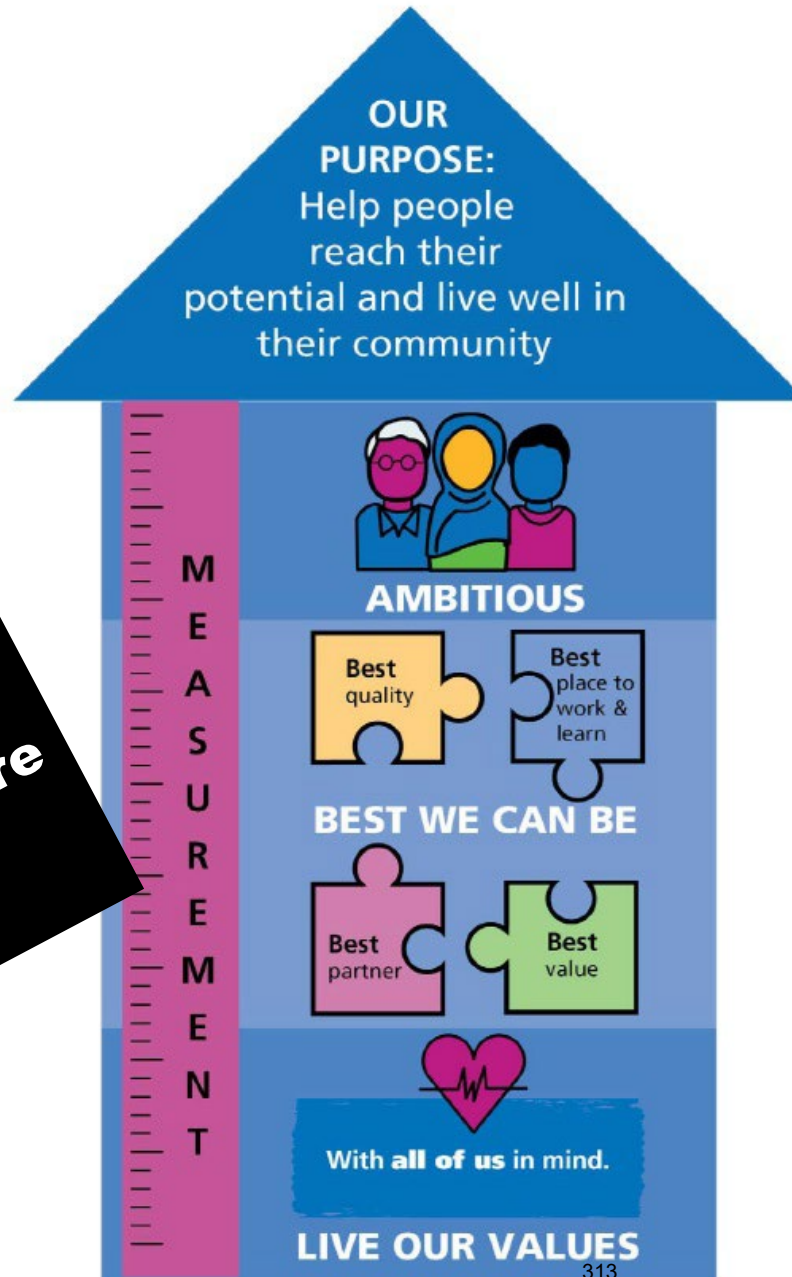
- Update on progress to develop the refreshed EDI strategy.
- Share:
 - How we have developed our draft strategy (process).
 - The draft strategy for consideration, **feedback** and further development (structure and content).
- Pick up from the discussion we had in November.
- Update following a meeting last week.



With **all of us** in mind.

Our Trust strategy

Provides our strategic context - EDI is a key feature throughout our trust strategy



Our strategic aims:

1. We will live our values
2. We will be the best we can be
3. We will be ambitious

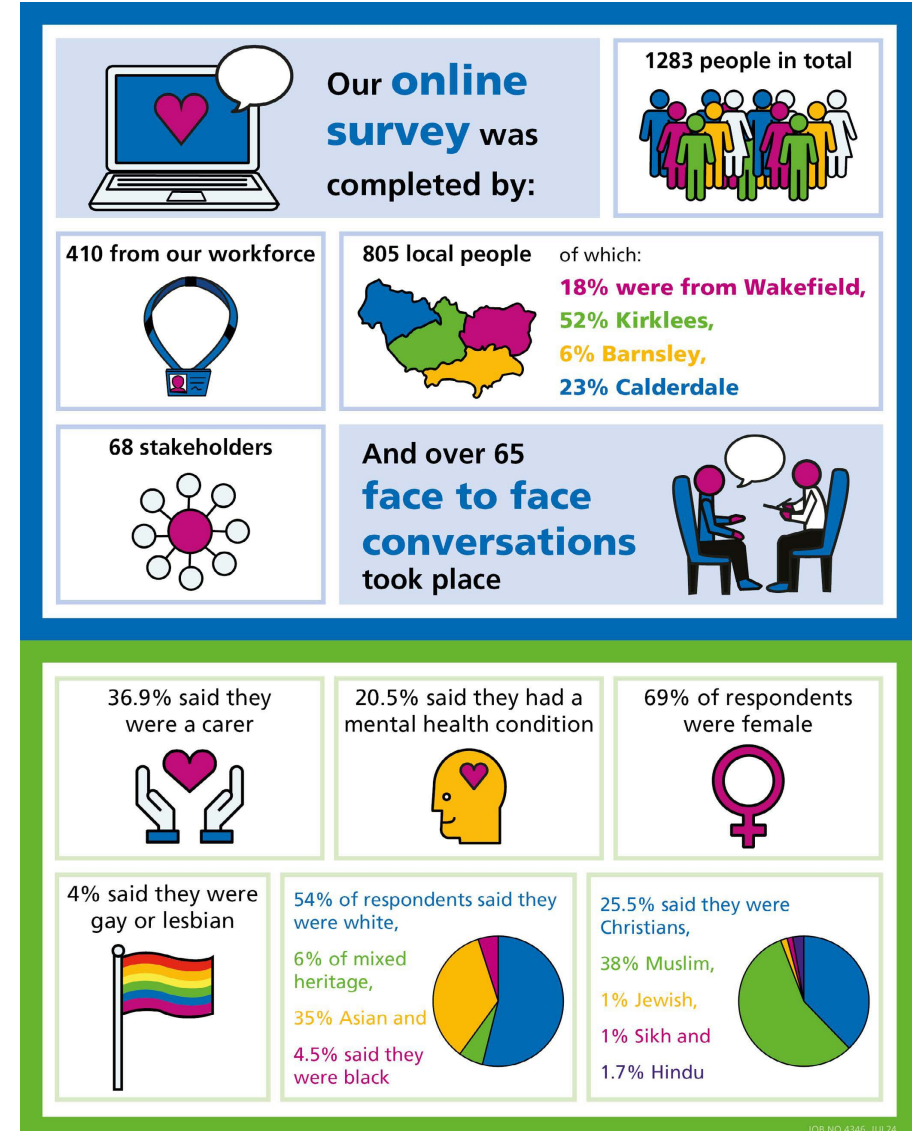
With all of us in mind.

Developing our EDI strategy

We have used the same development process as used to refresh the Trust Strategy

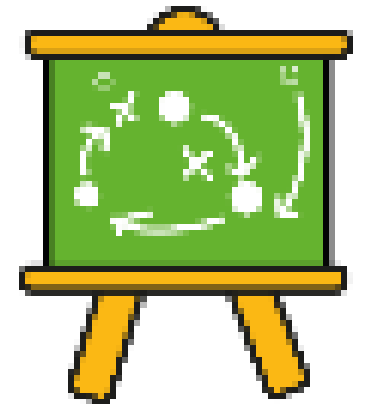


- Strategic analysis (internal) – checking the things we already know
- Strategic analysis (external) – the national context on EDI and health inequalities
- Full equality impact assessment
- All of us conversation = extensive, inclusive engagement



The purpose of our EDI strategy

- Our purpose as an organisation is to help people reach their potential and live well in their community.
- Our EDI strategy ensures that **EVERYONE is helped to live well in their community**. It describes how we will work to **actively understand our communities and colleagues so that all of us reach our potential**, identity does not predict outcome, and this is the best place to work and learn for all.
- Explicitly, the strategy sets out our EDI approach and plans for our community of colleagues (our colleagues), and also the communities we serve (our public). An important part of the communities we serve are our service users, patients and carers.



With **all of us** in mind.

Our strategy



Definitions

	Definition
Equality	Creating a fairer society where everyone can be involved and fulfil their potential
Diversity	Recognising, acknowledging and valuing difference
Inclusion	Being valued , respected and supported so we can actively participate and influence decisions

Our strategic aims for EDI

Note: items marked with a * are same as in trust strategy

Strategic aims		Areas covered		
		Colleagues	Public	Both
Area	Strategic aim			
Strengthen our approach to EDI	One: We will strengthen our approach and weave EDI through everything that we do so it is easier to do the right thing			
Embrace Equality	Two: Consistently address health inequalities across our services, ensuring we are inclusive and working to minimise the impact of deprivation and the wider determinants of health*			
	Three: We will actively address equality for the people we serve and our colleagues			
Recognise Diversity	Four: We will ensure we recognise and value diversity through the systematic collection and analysis of data (both numbers and voice) according to protected characteristics. We will use this to develop understanding and as the basis for our decisions			
Deliver inclusivity	Five: We will ensure inclusive practices with #allofusinmind so that our colleagues feel they belong, are proud to work here and want to stay*			
	Six: We will truly listen to all our communities and demonstrate the difference we make to those we serve			

Themes from the discussion at Members' Council 15.11.24

If we get equality, diversity and inclusion right for our workforce, what will we see?

Somewhere
people want
to work

Trauma
informed and
emotional
intelligence

Workforce
representative of
our community

Improved
access

Feel treated
equally

As a governor or member, how can you help us understand our communities better?

Reaching out
and feeding
back

Help explain
geographical
inequalities

Ambassador
for community
and Trust

Reach out to the
hardest to reach
communities to
engage with them

Help us
understand
deprivation

Build
networks

With **all of us** in mind.

Strategic aim six

We will truly listen to all our communities and demonstrate the difference we make to those we serve

This strategic aim aligns with the feedback that we received from the Members' Council in November. It would be really helpful to understand your thoughts on how we can successfully work with members to do this.

Our initial discussions have identified that we need to consider how we:

- Strengthen the connections to local community organisations that are in contact with the Trust
- Connect to the communities who are not already in contact with the Trust
- Help all of our communities to know what SWYPFT does and what a governor does.
- Check information is understandable by the general population and not just those who work in the Trust.



With **all of us** in mind.

Strategic aim six

We will truly listen to all our communities and demonstrate the difference we make to those we serve

We will be honest and open about what decisions people can influence

We will challenge ourselves to hear and respond rather than just do what we are required to do

We have identified the following headline initiatives that we will use to truly listen and demonstrate the difference.

We will:

- Develop impact measures
- Develop and support our staff networks
- Embed connecting people and working with our communities
- Further embed stakeholder collaboration and partnership working

Tools

- Stakeholder map and plan
- Connecting people and community asset building
- Staff networks
- Stories
- Members' Council and governors



With **all of us** in mind.

Our next steps

For the development of the strategy:

- Produce a strategy document from the content in the slides
- Take this through our governance processes of Executive Management Team (EMT), then our Equality Involvement and Inclusion Committee (EIIC) and then to Trust Board for approval on the 25th March 2025.

We will develop a deployment plan which sets out how we are going to deliver the strategy – the how – and also considers the resources needed.

We have also agreed that we will draft a plan on how we can work together to engage and include our communities in the work of the Trust.



With **all of us** in mind.

Questions/discussion



Feedback/comments



With **all of us** in mind.

Members' Council annual work programme 2024/25

Key
O – take as read submit questions in advance
x - statutory item
- deferred

	Strategy	Business	Strategy	Annual Members' Meeting	Joint Members' Council and Trust Board meeting	Strategy
Agenda item/issue	23 Feb 2024	15 May 2024	14 Aug 2024	18 Sept 2024	15 Nov 2024	14 Feb 2025
Declaration of interests	x	x	x		x	x
Minutes of the previous Members' Council meeting	x	x	x		x	x
Matters arising from the previous meeting and action log	x	x	x		x	x
Chair's report and feedback from Trust Board	O	x	O		x	O
Chief Executive's comments on the operating context		x	x		x	
Governor feedback and appointment to groups and Committees	O	x	O		x	O
Assurance from Member's Council groups and Nominations	O	O	O		O	O

	Strategy	Business	Strategy	Annual Members' Meeting	Joint Members' Council and Trust Board meeting	Strategy
Agenda item/issue	23 Feb 2024	15 May 2024	14 Aug 2024	18 Sept 2024	15 Nov 2024	14 Feb 2025
Committee						
Integrated performance report	x	x	x		x	x
Appointment / Re-appointment of Non-Executive Directors and Associate Non-Executive Directors <i>(if required)</i>	x	x	x			
Ratification of Chief Executive appointment <i>(if required)</i>			x			
Review of Chair and Non-Executive Directors' remuneration (subject to NHSE guidance and appraisal)	x				x *recommend- dation for Chair's remuneration only	x
Evaluation / Development session <i>(will take place outside MC meetings through the year)</i>						
Annual report unannounced / planned visits		x				
Care Quality Commission (CQC) action plan - update		x	x			x
Private patient income (against £1 million threshold) *not required if under threshold						
Annual report and accounts			#			

	Strategy	Business	Strategy	Annual Members' Meeting	Joint Members' Council and Trust Board meeting	Strategy
Agenda item/issue	23 Feb 2024	15 May 2024	14 Aug 2024	18 Sept 2024	15 Nov 2024	14 Feb 2025
Quality account and external assurance			✗			
Freedom to Speak Up – Annual survey results and planning tool	✗		#		✗	
Patient Experience annual report					✗	
Incident Management annual report					✗	
Strategic meeting with Trust Board					✗ PM	
Trust annual plans and budgets, including analysis of cost improvements					#	
Fit and Proper Person Test (FPPT) for Board members (annual – May)		✗				
Members' Council elections	✗ *update	✗ *outcome	✗ (mid year election – process)		✗ *process	✗ *update
Chair's appraisal	✗ *process	✗ Appraisal input from governors (private)	✗ Final appraisal (private)			✗ *process

	Strategy	Business	Strategy	Annual Members' Meeting	Joint Members' Council and Trust Board meeting	Strategy
Agenda item/issue	23 Feb 2024	15 May 2024	14 Aug 2024	18 Sept 2024	15 Nov 2024	14 Feb 2025
Biennial evaluation (2023) <i>Next evaluation will be scheduled for 2025.</i>	x					
Review and approval of Trust Constitution		x				x
Consultation / review of Audit Committee terms of reference		x				
Members' Council Co-ordination Group annual report		x				
Members' Council Quality Group annual report		x				
Nominations' Committee annual report		x				
Appointment of Lead Governor (every three years)						
Appointment of Trust's external auditor – to review 2025						
Review of Members' Council objectives (three yearly due Autumn 2025)						
Review of Members' Council declaration and register of interests (including gifts and hospitality policy)		x				
Members' Council meeting dates and annual work programme	x					x

	Strategy	Business	Strategy	Annual Members' Meeting	Joint Members' Council and Trust Board meeting	Strategy
Agenda item/issue	23 Feb 2024	15 May 2024	14 Aug 2024	18 Sept 2024	15 Nov 2024	14 Feb 2025
Focus on items to be discussed and agreed at Co-ordination Group meetings to ensure relevant and topical items are included.	✕ Biennial evaluation (1 item)	✕ (1 item)	✕ (1 item)		✕ (1 item)	✕ (2 items)

Members' Council annual work programme 2025/26

Key
O – take as read submit questions in advance
x - statutory item
- deferred

	Strategy	Business	Strategy	Annual Members' Meeting	Joint Members' Council and Trust Board meeting	Strategy
Agenda item/issue	14 Feb 2025	7 May 2025	13 Aug 2025	17 Sept 2025	14 Nov 2025	13 Feb 2026
Declaration of interests	x	x	x		x	x
Minutes of the previous Members' Council meeting	x	x	x		x	x
Matters arising from the previous meeting and action log	x	x	x		x	x
Chair's report and feedback from Trust Board	O	x	O		x	O
Chief Executive's comments on the operating context	x	x	x		x	x
Governor feedback and appointment to groups and Committees	O	x	O		x	O
Assurance from Member's Council groups and Nominations	O	O	O		O	O

	Strategy	Business	Strategy	Annual Members' Meeting	Joint Members' Council and Trust Board meeting	Strategy
Agenda item/issue	14 Feb 2025	7 May 2025	13 Aug 2025	17 Sept 2025	14 Nov 2025	13 Feb 2026
Committee						
Integrated performance report	x	x	x		x	x
Appointment / Re-appointment of Non-Executive Directors and Associate Non-Executive Directors <i>(if required)</i>		x				
Ratification of Chief Executive appointment <i>(if required)</i>						
Review of Chair and Non-Executive Directors' remuneration (subject to NHSE guidance and appraisal)	x					x
Evaluation / Development session <i>(will take place outside MC meetings through the year)</i>						
Annual report unannounced / planned visits		x				
Care Quality Commission (CQC) action plan - update		x	x		x	x
Private patient income (against £1 million threshold) *not required if under threshold						
Annual report and accounts				x		
Quality account and external assurance		x				
Freedom to Speak Up – Annual survey results and planning tool					x	

	Strategy	Business	Strategy	Annual Members' Meeting	Joint Members' Council and Trust Board meeting	Strategy
Agenda item/issue	14 Feb 2025	7 May 2025	13 Aug 2025	17 Sept 2025	14 Nov 2025	13 Feb 2026
Patient Experience annual report					✕	
Incident Management annual report					✕	
Strategic meeting with Trust Board					✕ PM	
Update on progress for the Equality, Diversity and Inclusion strategy (May 2026)						
Trust annual plans and budgets, including analysis of cost improvements					✕	
Fit and Proper Person Test (FPPT) for Board members (annual – May)		✕				
Members' Council elections	✕ *update	✕ *outcome	✕ (mid year election – process)		✕ *process	✕ *update
Chair's appraisal	✕ *process	✕ Appraisal input from governors (private)	✕ Final appraisal (private)			✕ *process

	Strategy	Business	Strategy	Annual Members' Meeting	Joint Members' Council and Trust Board meeting	Strategy
Agenda item/issue	14 Feb 2025	7 May 2025	13 Aug 2025	17 Sept 2025	14 Nov 2025	13 Feb 2026
Biennial evaluation (2023) <i>Next evaluation will be scheduled for autumn 2025 with results to be presented in Feb 2026.</i>						x
Review and approval of Trust Constitution	x					x
Consultation / review of Audit Committee terms of reference		x				
Members' Council Co-ordination Group annual report		x				
Members' Council Quality Group annual report		x				
Nominations' Committee annual report		x				
Appointment of Lead Governor (every three years)		x				
Appointment of Trust's external auditor – to review 2025						
Review of Members' Council objectives (three yearly due Autumn 2025)					x	
Review of Members' Council declaration and register of interests (including gifts and hospitality policy) (review May 2027)						
Members' Council meeting dates and annual work programme	x					x

	Strategy	Business	Strategy	Annual Members' Meeting	Joint Members' Council and Trust Board meeting	Strategy
Agenda item/issue	14 Feb 2025	7 May 2025	13 Aug 2025	17 Sept 2025	14 Nov 2025	13 Feb 2026
Focus on items to be discussed and agreed at Co-ordination Group meetings to ensure relevant and topical items are included.	✕ (1 item)	✕ (1 item)	✕ (2 items)		✕ (1 item)	✕ (2 items)