

Council of Governors – to be held in public

Meeting to be held on Friday, 20th September 2019 from 14:00
in the Diss Business Hub, Hopper Lane, Diss, IP22 4GT

AGENDA

Time	Item No	Item	Presenter	Paper / Verbal / Presentation
14:00	19.44	Chair’s welcome, notification of any urgent business and apologies for absence: Ken Applegate	Marie Gabriel	
	19.45	Declarations of Interest	Jean Clark	Paper A
14:05	19.46	To approve the minutes of the previous meeting – 12 July 2019	Marie Gabriel	Paper B
	19.47	To note the appointment of the External Auditors from meeting held on 28 August 2019	Marie Gabriel	Verbal
14:10	19.48	To address any matters arising from the minutes	Marie Gabriel	Paper C
	19.49	Chair and Chief Executive’s report	Marie Gabriel Jonathan Warren	
14:15	a.	Strategic Activity Update and NSFT Strategy		Paper D
14:45	b.	Capital expenditure – update		Verbal
14:50	c.	Sustainability and Transformation Partnership – update	Marie Gabriel Howard Tidman	Verbal
	19.50	Governance Framework Update	Marie Gabriel	
15:00	a.	Improvement Plan – to note update on progress and details to be considered by the Performance Group	Marie Gabriel	Paper E
15:10	b.	Results of the election for Deputy Lead Governor	Marie Gabriel	Verbal
15:15	c.	Process for the appointment of Lead and Deputy Lead Governor	Marie Gabriel	Paper F
15:20	d.	Governor roles – People Participation Committee	Jean Clark	Paper G

Time	Item No	Item	Presenter	Paper / Verbal / Presentation
15:25		BREAK		
	19.53	Report from the Nominations & Conduct Committee		
15:20	a.	To approve the amended Code of Conduct for Governors	Marie Gabriel	Paper H
15:25	b.	To approve the appraisal process for the Trust Chair and Non-Executive Directors	Marie Gabriel	Paper I
15:30	c.	To approve the appointment of two Non-Executive Directors	Marie Gabriel	Paper J
15:40	d.	Elections to the Council of Governors – update	Andrea Goldsmith	Verbal
	19.54	Items from the Governors		
15:45	a.	Norfolk Governors' Forum – 2 Sept 2019	Governors	Verbal
15:05	b.	Partner Governors		Verbal
		Items for Information		
16:15	19.55	Any other business, previously notified to the Chair	All	Verbal
16:25	19.56	Date, time and location of next meeting The next meeting of the Council of Governors' to be held in public will be on Friday 6 th December 2019 – venue tbc		
16:30		CLOSE		

NORFOLK & SUFFOLK FOUNDATION TRUST – GOVERNOR DECLARATION OF INTERESTS						
FIRST NAME	LAST NAME	POSITION / BASE	DETAILS OF INTEREST	DATE FROM	DATE TO	Date of Declaration
Katherine	Axford	Public Governor Suffolk	Member of the Labour Party Daughter is employed by the Trust as a Consultant Psychiatrist	01.04.19	PRESENT	06.05.19
Peter	Beazley	UEA Governor Norfolk	Employee of UEA Psychological assessments and reports for court and for safeguarding purposes (including safeguarding Adult Reviews involving regional Safeguarding Adult Boards PCC Member (Trustee) - Cromer Parish Church	01.04.19	PRESENT	08.05.19
Stephen	Benns	Public Governor Norfolk	Partner works for the mental health liaison team at the NNUH.	01.04.19	PRESENT	07.05.19
Lisa	Bream	Staff Governor	NIL	01.04.19	PRESENT	08.05.19
Maximillian	Clark	Service User Governor Suffolk	Founder of Thinklusive, (supports the creation of accessible information for people with additional needs across Health & social care system)	01.04.19	PRESENT	03.07.19
Peter	Coleman	Carer Governor Suffolk	Employee with D-Tech International Ltd Charities - Felixstowe Dementia Action Alliance	01.04.19	PRESENT	07.05.19
Jill	Curtis	Staff Governor	NIL	12.02.18	PRESENT	12.02.2018
Paddy	Fielder	Public Governor Suffolk	Debenham Project Trustee	01.04.19	PRESENT	08.05.19
Ronald	French	Public Governor Norfolk	NIL	01.04.19	PRESENT	09.05.19
Andrew	Good	Public Governor Suffolk	Member of Colchester and Suffolk Borders Samaritans - Volunteer Convenor of meetings to establish partnerships between NSFT and Samaritan branches - covered by MoU. Non pecuniary interest	01.04.19	PRESENT	14.05.19
Hilary	Hanbury	Public Governor Norfolk	NIL	01.04.19	PRESENT	03.07.19
Ian	Hartley	Public Governor Suffolk	Member of the Labour Party, and of both National and Suffolk Mind step son is married to Sue Bridges	01.04.19	PRESENT	08.05.2019

Christine	Hawkes	Carer Governor Norfolk	Member of the Labour Party Member of the National Education Union Member of the Campaign to Save Mental Health Services in Norfolk & Suffolk	01.04.19	PRESENT	5.7.19
Kevin	James	Service User Governor Norfolk	Trustee User-led disability Rights Organisation "Equal Lives" Lived Experience and Co-Productions Lead for the Faculty of Medicine and Health Sciences at the UEA Member of the Citizens Senate of the East of England National Adviser to Equally Well UK Chair of the Norwich City FC Disabled Supporters Association Independent Consultant - Lived experience Co-production Norfolk	01.04.19	PRESENT	10.05.19
Sara	Muzira	Public Governor Suffolk	Volunteer advisor with Citizens Advice West Suffolk	01.04.19	PRESENT	08.05.19
Sheila	Preston	Governor Norfolk Public	Member of the Labour Party Member of Healthwatch Norfolk Member of Chartered Institute of Designers Member of the campaign to save mental health services in Norfolk and Suffolk	01.04.19	PRESENT	5.7.19
James	Reeder	SCC Governor	Governor James Paget University Hospital	01.04.19	PRESENT	03.07.19
Heather	Rugg	University of Suffolk Governor	Close family members works for NSFT	01.04.19	PRESENT	5.7.19
Derek	Saunders	Service User Governor Suffolk	Volunteer with Oxfam, Diss Volunteer work with Royal College of Psychiatrists and volunteer at Recovery College	16.01.19	PRESENT	07.05.2019
Clare	Smith	Public Governor Norfolk	Co- Founder and member of Norfolk Autism/Asperger Network (NAAN); Volunteer for Sheringham RSPCA shop	01.04.19	PRESENT	08.05.19
Meghan	Teviotdale	Youth Council Governor Norfolk	Works in the Early Intervention Team	01.04.19	PRESENT	5.7.19
Howard	Tidman	Staff Governor	Director / Trustee of Access community Trust Member of Liberal Democrats	01.04.19	PRESENT	03.07.19

Rebecca	Toye	Public Governor Norfolk	Parent is a current mental health act manager for NSFT	01.04.19	PRESENT	08.05.19
Vikki	Versey	Youth Council Governor Suffolk	NIL	01.04.19	PRESENT	5.7.19

Date:	20 th September 2019	B
Item:	19.46	

Norfolk and Suffolk

NHS Foundation Trust

Unconfirmed

Minutes of the Council of Governors' meeting – held in public held on Friday 12th July 2019 in the Diss Business Hub, Hopper Way, Diss, IP22 4GT

Present:

Council of Governors:

- | | |
|-----------------------|--|
| Marie Gabriel (MG) | Trust Chair |
| Katharine Axford (KA) | Public Governor – Suffolk |
| Stephen Bennis (SB) | Public Governor – Norfolk |
| Max Clark (MC) | Service User Governor – Suffolk |
| Peter Coleman (PCn) | Carer Governor – Suffolk |
| Jill Curtis (JCu) | Staff Governor |
| Paddy Fielder (PF) | Public Governor – Suffolk |
| Ronald French (RF) | Public Governor – Norfolk |
| Andrew Good (AGd) | Public Governor – Suffolk |
| Hilary Hanbury (HH) | Public Governor – Norfolk |
| Ian Hartley (IH) | Public Governor – Suffolk |
| Christine Hawkes (CH) | Carer Governor – Norfolk |
| Kevin James (KJ) | Service User Governor – Norfolk |
| Sara Muzira (SM) | Public Governor – Suffolk |
| Sheila Preston (SP) | Public Governor – Norfolk |
| Heather Rugg (HR) | Partner Governor – University of Suffolk |
| Clare Smith (CS) | Public Governor – Norfolk |
| Howard Tidman (HT) | Staff Governor – Lead Governor |
| Rebecca Toye (RT) | Public Governor – Norfolk |
| Vikki Versey (VV) | Youth Council Governor – Suffolk |

Attendees:

- | | |
|------------------------|--------------------------------------|
| Ken Applegate (KA) | Senior Independent Director |
| Pip Coker (PCr) | Vice Chair – Norfolk |
| Adrian Matthews (AM) | Non-Executive Director |
| Jonathan Warren (JW) | Chief Executive Officer |
| Jenn Parfitt (JP) | Senior HR Business Partner |
| Kathy Walsh (KW) | Deputy Director of Finance |
| Stephanie Beavis (SBv) | External Auditor, KPMG |
| Jean Clark (JCI) | Trust Secretary |
| Andrea Goldsmith (AGh) | Interim Governance Support (minutes) |

Meeting commenced at 13:05

Item No	Agenda title	Action
19.24	Chair's welcome, notification of any urgent business and apologies for absence	
i.	MG welcomed those present, and advised that apologies had been received from Derek Sanders, Vikki Versey, Peter Beazley, Lisa Breame	

Item No	Agenda title	Action
	and Meghan Teviotdale.	
ii.	MG advised that Nigel Boldero, Kathleen Ben Rabha and Jemima Jackson had resigned as Governors since the last meeting, but NB and JJ were still engaged with the Trust. MG thanked them on behalf of the Council for their work and contribution while they were Governors.	
iii.	MG stated that the Executive Directors would be invited to attend future Council meetings.	
19.25	Declarations of Interest	
i.	SP and CH declared that they were members of the Campaign to Save Mental Health Services in Norfolk and Suffolk. SB declared that his partner worked for the mental health liaison team at the NNUH.	
19.26	To approve the minutes of the last meeting – held on 11 April 2019	
i.	The minutes were approved subject to the correction of typographical errors, changes to the Declarations of Interest, and clarify JCI and JCu.	
19.27	Matters arising from the minutes	
i.	Min 19.08i: KA and PF volunteered to be members of the Physical Health Mobilisation Board: ACTION	JCI, AGh
ii.	Min 19.08ii: JCI agreed to follow-up the action for all governors to receive copies of the OAG minutes: ACTION.	JCI
iii.	Min 19.17: A workplan will be established once the future meetings have been agreed, with an update on Board Effectiveness added: ACTION.	AGh
iv.	Min 19.18: JW agreed to follow-up the CAMHS spend with the STP: ACTION. JW advised that the budget was not clear, and neither was the detail of the service required, which meant that it was difficult to make comparisons. The Trust would be using the Royal College of Psychiatrists measure for CAMHS to help clarify the spend.	JW
v.	Min 19.22: JCI agreed to circulate the links between PALS and the Governors: ACTION.	JCI
	Strategic Items	
19.28	Chair's report	
a.	NSFT purpose and objectives – draft	
i.	MG advised that the Governors agreed strategic priorities, along with service users, carer and staff feedback, had informed the draft NSFT Strategy which JW had written. The strategic aim was for NSFT to be in the top quarter of Trusts for quality and safety by 2023. The strategy had five main objectives, with key actions and areas of focus. JW confirmed that measures for each objective are also being developed. MG asked	

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	the Governors to discuss in groups any items which were missing and how the strategy could be improved.	
ii.	<p>The Governors fed back the following:</p> <ul style="list-style-type: none"> • More mention of Governors as part of the wider engagement programme • Whether “dreams” should be included in the overall aim, as this was very individual and not always possible to achieve • Challenges with Places of Safety should be added • In considering children and young people’s services, the impact of social media and cyber-bullying should be included • A breakdown of the unfilled vacancies would be useful to see where the vacancies are. (It was confirmed that this was more appropriate for performance reporting rather than inclusion in a strategy.) • A partnership strategy for working with social care and other third sector organisations should be developed, including how services and teams should work with external partners. (It was confirmed that the Strategy would have underpinning delivery plans and one of those would be partnership working.) • Whilst it was recognised that rightly this was a high-level document, some of the terms used were difficult to understand and the document should be in plain English. • There needed to be a balance between the primary care and wellbeing services and those with more complex, enduring needs • Service user voice within the strategic and operational items, and most importantly within their own care must be included. • It was felt that autism services were missing. • It was important to ensure sustainable staffing and finances. 	
iii.	As part of the feedback there was a request to join the Directors’ visits to sites and services, to allow Governors the opportunity to meet with front-line staff. It was confirmed that Governors are developing their own programme of visits and that Executive Walkabouts had a particular operational purpose. On recruitment issues, it was suggested that a reducing the time between interviews and start date should be looked at.	
iv.	MG thanked the Governors for their comments, which had been very similar to those of the Directors. The final version of the strategy would be brought to the next Council meeting, after further consultation with stakeholders, before final approval by the Board: ACTION . JW noted that co-production would be a key part of the detailed discussions on delivering the strategy, and also care planning.	JW
b.	Sustainability and Transformation Partnership – update	
v.	MG reminded the Governors that they had requested this item. MG, adding that the STPs were becoming Integrated Care Systems and that	

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	they were being given more responsibility for the local implementation of the NHS Long Term, for capital monies and for the requirement to balance finances across the new regions; for NSFT, that is the whole East of England: Bedfordshire, Luton, Cambridgeshire and Peterborough, Norfolk and Waveney and Suffolk and North East Essex.	
vi.	MG confirmed that as requested by Governors, the Trust was not just engaged with the mental health programme, but across other themes such as acute and chronic physical health, and primary care, and improved its active involvement. JW had taken on the Senior Responsible Officer role for the mental health work in the Norfolk & Waveney STP and the Trust was now an Alliance Partner in the Suffolk and North East Essex STP.	
vii.	There was now one accountable officer across the Norfolk and Waveney CCGs and also one across the Suffolk and North East Essex STP, which means that the relevant Clinical Commissioning Groups have a leadership team in common.	
viii.	Alliances were being set up to work across organisations to provide the best services possible without tenders. Following a discussion, MG agreed to ask what role the Governors would have on Alliances, and where the risks and accountabilities will lie: ACTION .	MG
ix.	In confidence, MG noted that Governors were aware of questions that had been raised on the future structure of the Trust, before her and JW's arrival. Whilst these questions were not now raised as often, she advised that the NSFT Board rather than the STPs would lead consideration of all the options for the future of Trust. This option appraisal would result in a final, clear, evidenced and reasoned decision based on best service user outcomes. Governors would be kept updated and the outcome of the option appraisal would be made public in due course, but currently there was no evidence to show that a merger or a break-up of the Trust would improve services and definitely not more than the improvement changes that are already underway. MF added that whilst they were a long way from such a decision, any significant transaction or change will require Council approval, as required under NHS Improvement guidance.	
x.	JW advised that both he and Marie had met with the local MPs and had had positive discussions with them.	
xi.	There was ongoing work to ensure that NSFT had a voice in the STPs, Alliances and Local Delivery Groups, which was welcomed by the Governors. MG noted that work with STPs would be a regular item on future Council agendas: ACTION .	AGh
c.	Governor impact	
xii.	MG presented the impact that Governors had been involved in since the last meeting, which included contribution to the new Trust strategy, raised	

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	issues with NSFT involvement in the STPs, discussions to improve focus and structure of the Council, involved and approved the appointment of the new CEO, and started a Quality Improvement programme. MG thanked all Governors for their work and noted the need to link this to patient outcomes in future presentations: ACTION .	MG
d.	Board of Directors – governance update	
xiii.	Taken under Item 19.25 in the meeting held in private, and under the CEO's report below	
19.29	Chief Executive Officer's report	
i.	JW advised that he had met many services users, carers and staff since he joined the Trust, and listened to their concerns and ideas for improvement. He had also been interviewed by newspapers, television and radio across Norfolk & Suffolk. There had been a recent staffside away-day which had raised recruitment and retention, and staff morale.	
ii.	Progress meetings had been held with NHS England and Improvement and the CQC, which had been very positive. There were concerns to ensure that the senior executive team were supported as the improvement of NSFT was a marathon not a sprint and a shared focus on ensuring that improvement is sustainable.	
iii.	Adverts were currently out for the Medical Director due to retirement, Director of Quality and Director of Strategy and Partnerships. JW advised that Human Resources was likely to report to the Director of Quality as their cultural change and organisational development work is directly related to improvements in staff morale, recruitment and retention, and therefore the quality of services provided. MG advised that this had been discussed in great detail by the NEDs at the Appointments and Remuneration Committee of the Board. Governors noted that strong leadership and support will also be important to staff morale.	
iv.	Governors raised concerns that the Trust received the best value from current medical staff and JW advised that Dr Jan Falkowski was using the Royal College of Psychiatrists' standards to review each medical job plan.	
v.	The need for a process for all Governors to feedback on meetings and events was raised. It was agreed that this would be discussed with the Lead Governor and consideration would be given to opportunities to report back more regularly rather than wait for Council meetings: ACTION .	MG, HT, JCI, AGh
vi.	As part of this discussion it was noted that Governors had been invited to a Staff Wellbeing Governance meeting. This covered a number of detailed operational items and it was noted that Governors' time was precious and should be used to focus on their statutory duties and strategic items, rather than operational items. It was clear that there was	

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	a need to raise the profile and the role with Governors with staff so that they better understand their role.	
19.30	Partner Governors' feedback	
i.	Due to time constraints, this would be circulated following the meeting: ACTION.	AGh
19.31	Staff report – retaining and empowering staff	
i.	JP advised that the Trust was currently recruiting 55 staff per month, but losing 38 per month, as well as leave for holidays, sickness and other reasons this was causing pressure for staff. There was work to be done on retention, as staff who stay with an organisation for longer than two years were less likely to leave, and in particular staff groups, such as Band 5 nurses.	
ii.	The staff survey had highlighted a number of themes: <ul style="list-style-type: none"> • Engagement and input into decisions • Safety culture – lessons learned • Quality of care – number of staff. 	
iii.	The response to the staff survey and plans had been included within the report. These noted that staff wellbeing was a long-term project, with work underway on reducing bullying and harassment, and ensuing a Just culture with the staff at the heart of creating and maintaining that.	
iv.	Once the STP work had been developed further the HR requirements would be clearer and as the team were involved in this development they would therefore be ready to respond to their recommendations.	
v.	In the discussion that followed and in response to Governor questions the following points were made. <ul style="list-style-type: none"> • JW confirmed that NHS Improvement had funded the work by Newton Europe to help better understand how to best support staff. There had been no surprises in the findings and they had identified that staff spend the benchmark average on patient care; however there was more that could be done to improve bureaucracy and look to reduce activities of lesser values. Work was already underway to address these points, including a focus on teams with specific challenges. • The Electronic Patient Record system was currently out for procurement. • JW acknowledged that more could be done on communication to ensure that misinformation was addressed and is working with the Communications Team to achieve this. • MF also advised that East London Foundation Trust had recently adapted best practice from well-performing trusts for a successful nursing recruitment campaign, which had been shared with NSFT. JW confirmed that a similar learning was 	

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	<p>also underway for medical recruitment.</p> <ul style="list-style-type: none"> • JW noted that staff should regularly undertake reflective practice and he would talk to Diane Hull, Chief Nurse, about including reflective practice and resilience within the cultural change programme: ACTION • JW confirmed that for some posts the Trust did pay a recruitment premium. • MG passed on comments from a Governor who had visited a number of sites and heard staff concerns about loss of services in Walker Close. JW replied that the building and service model was outdated, and currently only three of the six beds were in use. The Trust was reviewing the services to LD service users to ensure the best service by 2021. There was a different regulatory framework for LD services. As acknowledged previously, JW noted that clearer communications were required. 	JW
	BREAK: 15:05 – 15:10	
	Governance	
19.32	Council of Governors – governance framework	
i.	MF reminded the Governors of the work which had been led by former Governor, Nigel Boldero, on which the Framework was based. MF advised that the Task and Finish Group had met earlier in the week to discuss items following the 16 May 2019 meeting. The next stage, if Council approved would be to set the meeting dates and items, and ELFT would continue to support this process.	
ii.	<p>MF then presented the range of decisions made by the Council at meetings on 8th and 16th May 2019 and also the recommendations of the Task and Finish Group. The Council approved the recommendations of the Task and Finish Group and confirmed the outcomes of the May meetings:</p> <ul style="list-style-type: none"> • To consider moving Council meetings around NSFT • Trial members’ event – Felixstowe • Changes to Nominations & Conduct Committee – to include Code of Conduct and Governors’ training and development • Performance Group to consider CQC improvement plan, Quality Account and strategic priorities – deep dives with NED and Executive leads • “Closing the Gap” conference in October 2019 • Review new structure and format in one year: ACTION. 	JCI, AGh
iii.	MG advised that the PPC had not met yet. The PPC would be established in co-production with service users and carers, and the People Participation Leads. Once the Committee had met, membership including Governors would be confirmed. The Council would then decide how to select its representatives.	

Item No	Agenda title	Action
iv.	The Council approved the minutes of the 16 May 2019 meeting. The minutes of the 8 May 2019 meeting would be considered at the next joint Council-Board meeting: ACTION . The Council requested that the membership of the sub-groups be circulated: ACTION .	AGh AGh
19.33	Appointment of Deputy Lead Governor	
i.	MG requested those Governors who were interested in becoming the Deputy Lead Governor and helping HT, put themselves forward by the end of July 2019: ACTION .	ALL
19.34	Report from the Nominations & Conduct Committee	
a.	Terms of Reference	
i.	MG advised that the Nominations & Conduct Committee had discussed the Terms of Reference at their meeting earlier that week, and were presenting their recommendations for approval. The appointments of the Non-Executive Directors had been expanded to cover the Fit & Proper Persons requirements. The training and development responsibility had been included in Appendix I. It was agreed that references to the University of Suffolk should be made wherever references were made to the University of East Anglia.	
ii.	The Council approved the updated Terms of Reference for the Nominations & Conduct Committee.	
b.	Governor elections	
iii.	AGh presented the timetable, noting that RF should be in the Norfolk Governors. There was work underway on the information leaflet and sessions for prospective Governors, which will require Governor involvement. The timetable required delegation of certain actions to the Nomination and Conduct Committee.	
iv.	The Council approved the election timetable, and to delegate the review of the information leaflets and sessions for prospective Governors to the Nominations & Conduct Committee.	
v.	In response to a short discussion on whether the constituencies within the Constitution could be reviewed, particularly the separate service user and carer constituencies. MG advised that AGh was currently reviewing the Constitution, including constituencies, which would be brought to the Council and the Board in due course.	
c.	Code of Conduct	
vi.	MG apologised that some of the changes previously discussed had not been included in the version being presented, and these would be included and the Code brought back to the next meeting: ACTION .	AGh
vii.	It was noted that within the revised Code, the process to look at alleged	

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	breaches of the Code of Conduct had been considered to ensure that the Lead Governor and Nominations & Conduct Committee was more involved, working with the Trust Chair.	
d.	Governor training and development programme	
viii.	The proposed programme took in discussions held at previous Council and sub-group meetings. The Nominations & Conduct Committee had also suggested other topics and comments already noted above. In considering a proposal for 360 ⁰ Governor appraisals, MG cautioned on the amount of time this would involve, noting that Governors were volunteers.	
19.35	Annual Report and Accounts	
i.	MG advised that the Annual Report and Accounts would also be presented to the Annual Members' Meeting, to be held on World Mental Health Day, 10 October 2019.	
ii.	KA, Chair of the Audit & Risk Committee, reminded the Council that AM would be chairing the Committee following the approval in the private session. The accounts were considered by the Committee and the Board before final sign-off. The external auditors, KPMG, had praised the finance team and the audit process.	
iii.	In explaining the terms that auditors being "unable to satisfy themselves", SBv advised that the audit process was very proscriptive and especially so for trusts in special measures and needed to reflect the regulators' views. The same statement had been made for the last two years. SBv advised that KPMG had undertaken a deep dive a couple of years ago and had found similar issues to those highlighted by the CQC. MG added that it was for the CQC to declare whether any improvements had been made after their next inspection. The standard term "clean limited assurance" referred to the information which had been looked at had been correct, but it was not possible to review all information within the audit process.	
iv.	It was noted that the Trust was in a relatively good financial position and it was queried whether more funds could be used to improve quality. However it was also noted that NSFT had an underlying deficit and that there was a requirement to use resources well, and so the Trust must continue to be prudent in investing as much as it could in improvement. KW added that the NHS needed to be in balance by 2021, with funds from a sustainability fund being used to move towards this.	
v.	It was noted that money from vacancies were used for the agency staff and locums to cover those posts.	
vi.	It was also noted that it was not possible to provide an easier-to-read version of the Annual Report and Accounts, because the format and contents of this document were absolutely proscribed.	

Item No	Agenda title	Action
vii.	In answer to a query on the number of deaths given within the annual report for the previous year and a request for a detailed breakdown. JW agreed to ask Dr Bohdan Solomka to provide a breakdown including the number of avoidable deaths: ACTION . It was noted that deaths were also reviewed at the Mortality Review Group.	JW
19.36	Overview and Assurance Group – update	
i.	Due to time constraints, it was agreed that this item would not taken. It was agreed that a more timely update should be provided: ACTION .	MG, HT
	Items for information	
19.37	Any other business, previously notified to the Chair	
i.	SP asked about services in North Norfolk and actions following a meeting with JW, MG and Stuart Richardson, Chief Operations Officer. JW advised that he had spoken and emailed following that meeting, and was visiting the group the following week and would confirm the actions undertaken. MG added that there were ongoing discussions regarding their suggestions and how to work together to achieve their joint aims.	
ii.	CH noted the recent EDP article regarding the increase in 999 calls to the Police relating to mental health issues. JW advised that he would be working with the liaison nurse soon, and look at how the Trust and Police could better work together to address this.	
iii.	HT suggested that NSFT contractors be requested to have mental wellbeing policies. There were concerns that this would be a paper exercise only. It was also unclear whether it was possible under procurement law to do this. MG agreed to talk to Daryl Chapman, Director of Finance: ACTION .	AGh, JCI
19.38	Date, time and location of next meeting	
i.	The next meeting of the Council of Governors to be held in public in board-room style – date to be confirmed	

There being no other business, the Chair thanked those present for their contribution and closed the meeting at 16:45.

Chair:

Date:

Council of Governors – Matters Arising from 12 July 2019 meeting

Agenda No	Action	By whom?	By when?	Comments
19.27i	To advised the Physical Health Mobilisation Board of the governors volunteers (KA & PF)	JCI	Sept 2019	Contacted Deputy Chief Nurse for details of Physical Health Mobilisation Board
19.27ii	To check that all Governors received the OAG papers and minutes	JCI	Sept 2019	CLOSED – all governors added to distribution list
19.27iii	To set a workplan for the Council	AGh	Dec 2019	In progress
19.27iv	To follow-up the CAMHS spend with the STP	JW	Sept 2019	CLOSED – in CEO's report
19.27v	To circulate the guidance on links between PALS and the Governors	JCI	Sept 2019	CLOSED – to include in induction / training programme
19.28iv	To bring the Trust Strategy back to the Council before final Board approval	JW	Sept 2019	CLOSED – on agenda
19.28viii	To ask what role the Governors will have in the governance of the proposed Alliances	MG	Sept 2019	CLOSED – on agenda
19.28xi	To add STP updates as a standing item to Council agendas	AGh	Sept 2019	CLOSED – on agenda
19.28xii	To include the link to patient outcomes in future Governor impact reports	MG		CLOSED – next join Council-Board meeting
19.29v	To consider Governors' roles and feedback from meetings and events to the Council	MG, HT, JCI, AGh	Sept 2019	CLOSED – on agenda
19.30i	To circulate the Partner Governors' feedback	AGh	Sept 2019	CLOSED – on agenda
19.31v	To include reflective practice and resilience in the cultural change programme	JW, Diane Hull	Sept 2019	CLOSED – included
19.32ii	To review the new Council meeting and governance structure in one year	JCI, AGh	July 2020	Review planned in 6 month's time and then in one year

Agenda No	Action	By whom?	By when?	Comments
19.32iv	To include the minutes of the last Joint Board-Council meeting for the next joint meeting	AGh	Sept 2019	CLOSED – next Joint Board-Council meeting to be held on 30 Sept 2019
19.32iv	To circulate membership of sub-groups	AGh	Sept 2019	CLOSED – Nominations & Conduct Committee only: MG, HT, CH, HT, PF, AGd, RF, SP, VV
19.33i	Governors who were interested in being the Deputy Lead Governor to put themselves forward	Governors	Sept 2019	CLOSED – Rebecca Toye is the new Deputy Lead Governor
19.34vi	To bring the amended Code of Conduct to next meeting	AGh	Sept 2019	CLOSED – on agenda
19.35vii	To ask Dr Bohdan Solomka to provide a breakdown including the number of avoidable deaths detailed in the Annual Report	JW	Sept 2019	Data to be provided
19.36	To provide more timely updates following OAG meetings	MG, HT	Sept 2019	CLOSED – updates circulated, governors receive papers
19.37iii	To ask Daryl Chapman whether it would be possible to require NSFT contracts to have mental health wellbeing policies	AGh, JCI	Sept 2019	CLOSED – discussed with procurement team to add to future ITTs
19.22	To circulate guidance on PALS to Governors	Jake Palmer	Sept 2019	CLOSED – to include in induction / training programme

Date:	20th September 2019	H
Item:	19.49ai	

Report to:	Council of Governors
Meeting date:	20th September 2019
Title of report:	Strategic Activity Update
Action sought:	For Information
Estimated time:	10 minutes
Author:	Mason Fitzgerald, ELFT Executive Director of Planning and Performance
Director:	Jonathan Warren, CEO

Executive Summary:

SUMMARY

The aim of this report is to provide the Council of Governors with an update on key areas of the Trust's strategic decision-making, planning and management. It is structured to provide information on:

- The national context.
- Our partnership working in local integrated care systems.
- Progress in developing the new Trust strategy.

The report contains a number of national news items that will be of interest to the Trust, including items regarding the CQC and funding.

NFST and Norfolk Community Health and Care NHS Trust have signed a memorandum of understanding about developing their working together to deliver better integrated services to local residents. Progress will be reported back to the Council through this report. In Suffolk, work to develop the high-level models for Children and Family Services, Adult Mental Health Access & Community Mental Health, Crisis and Learning Disabilities have continued over the summer and will be evaluated by the Alliance and stakeholder partners on 20th September.

The draft Trust strategy has been subject to consultation and the CEO has updated the document based on the key feedback received. The current version is here for discussion. The overall objective of the framework is to provide a structure that enables successful implementation of the strategy, ensuring that systems and plans are aligned to and support delivery of the strategy, and that we work effectively with our staff, service users, carers, governors and stakeholders in the development and delivery of plans.

Newly published guidance on the implementation on the Long Term Plan is also attached for information.

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1.0 Background / Introduction

- 1.1 The Trust operates in an increasingly more complex and diverse health and social care economy which is continually changing and developing the landscape of health and social care commissioning and service provision.
- 1.2 The external drivers for change place increasing demands upon the Trust's capacity for strategic decision-making, planning and management. The pace and volume of change is increasing and it is therefore important that senior decision-makers within the Trust are kept abreast of strategic developments, both internally and externally. This report aims to fulfil this requirement.
- 1.3 The Trust is part of two Sustainability and Transformation Partnership (STP) footprints: Norfolk and Waveney, and Suffolk and North East Essex. The footprints are comprised of local NHS providers, Clinical Commissioning Groups (CCGs), Local Authorities, and local other health and care services who together have developed STPs for accelerating the implementation of the Five-Year Forward View (5YFV).
- 1.4 The Trust Board has developed a new draft Trust strategy and this paper will provides updates on progress.

2.0 Update on the National Context: Emerging Themes, Policies and Initiatives

2.1 CQC appoints Dr Kevin Cleary as new Deputy Chief Inspector of Hospitals and lead for mental health

- 2.1.1 Kevin Cleary, a quality improvement lead for mental health at the largest district health board in New Zealand, has been appointed as deputy chief inspector and mental health lead for the CQC.
- 2.1.2 He will take over from Dr Paul Lelliott in September who held the post for five years.
- 2.1.3 Dr Cleary, who trained as a psychiatrist in New Zealand, has previously worked as Executive Medical Director at the North Middlesex University Hospitals Trust and Chief Medical Officer for the East London Foundation Trust
- 2.1.4 He also worked as a consultant child and adolescent forensic psychiatrist at the West London Mental Health Trust, and was the Medical Director at the National Patient Safety Agency.

2.2 Update on CQC phase two of the thematic review of Restraint, Seclusion and Segregation (RSS)

- 2.2.1 At the end of 2018, Matt Hancock, the Secretary of State for Health and Social Care, asked the CQC to look at the use of restrictive interventions for people with mental health conditions, learning disability or autism.
- 2.2.2 Phase two of the RSS will go on until the end of October 2019 and the team would be visiting approximately 40 services across the country. This includes mental health rehabilitation and low secure wards.

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2.2.3 If CQC inspectors or Mental Health Act Reviewers (MHAR) encounter any concerns on visits to hospitals or adult social care services, action would be taken.

2.2.4 CQC is publishing the joint escalation agreement they have with NHS England which outlines which organisations have responsibility to raise and escalate concerns at different levels. Learning Disability and Autism Reducing Restrictive Practices National Oversight Group are responsible for overseeing this agreement.

2.3 Spending plan: What it means for health and care

2.3.1 In terms of health and care, in the chancellor's spending announcement - £6.2bn extra for the NHS and £1.5bn for social care in England. The £6.2bn refers to the extra cash the front line of the NHS will receive next year as part of the five-year settlement announced a year ago by then Prime Minister, Theresa May. It takes the total available to NHS England, to pay for services from hospital care to GP practices and ambulance crews, to nearly £130bn.

2.3.2 The increase amounts to a 3.4% above-inflation rise. The extra money given will be spent on a range of other things, such as buildings maintenance and training for staff. The money available for those areas is rising by £400m to £9bn. The extra money is welcomed but still leaves the NHS playing catch up, with waiting lists growing and a huge backlog in buildings maintenance, according to the Institute for Public Policy Research (IPPR).

2.3.3 Social care will receive an extra £1.5bn, made up of:

- £1bn extra of dedicated funding for councils to pay for both adults' and children's social care
- a potential £500m for adult social care, if town halls raise council tax by 2%

2.3.4 About £30bn a year is set to be spent by councils on social-care services this year - a third of which goes on children. It is assumed that two-thirds of the extra £1.5bn will be spent on adult services, that would represent a 5% increase in funding. But the biggest challenge for the government is still to be tackled - how to reform the system of funding.

2.3.5 Currently, only about a fifth of older people who need care receive it from the state, with the rest having to go without, rely on friends and family or pay for it themselves. It was noted that plans would be published in due course.

2.4 CQC shares previously unpublished findings of 2015 inspection of Whorlton Hall in County Durham

2.4.1 Ian Trenholm, CQC Lead for Mental Health and Dr Paul Lelliott, CQC Chief Executive appeared before the Joint Committee on Human Rights (JCHR) on 12 June 2019 to answer questions about CQC's regulation of Whorlton Hall. Ahead of this appearance, the Committee requested the previously unpublished findings of a 2015 inspection of Whorlton Hall.

2.4.2 The CQC commissioned David Noble QSO to undertake an independent review into how the CQC dealt with concerns raised by Barry Stanley-Wilkinson, an ex-CQC inspector, in relation to the regulation of Whorlton Hall. The review focused on concerns raised about the draft report prepared in 2015, and how they were addressed through CQC's internal processes. The Independent Reviewer would report on the handling of CQC's draft reports.

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2.4.3 The CQC are also commissioning a wider review of their regulation of Whorlton Hall between 2015 and 2019, which will include recommendations for how their regulation of similar services can be improved, in the context of a raised level of risk of abuse and harm.

2.5 Losing mental health care at the age of 18

2.5.1 The Child and Adolescent Mental Health Services (CAMHS) treat young people up until the age of 18.

2.5.2 Approximately 25,000 young people in England that make the move to adult mental health services every year. It was noted that young people struggle to make a smooth transition and can end up going for months or even years without the treatment they need.

2.5.3 NHS England declared it plans to address the issue by extending young people's mental health care until the age of 25 in its Longer Term Plan.

2.6 20 NHS Building Projects Given Green Light

2.6.1 The Prime Minister, Boris Johnson has given the green light to 20 new building and infrastructure projects in the NHS in England.

2.6.2 The £850m package will pay for new wards, intensive care units and diagnostic centres as well as refurbishing some existing facilities over the next five years. There would be an extra £1bn this year, 2019-20 to improve and maintain existing buildings. The £1bn for this year was extra - and would mean "more beds, new wards, and extra life-saving equipment". It will bring spending to £7bn during 2019-20.

2.6.3 Amongst the Trusts receiving funding for upgrades includes:

- **Norfolk & Norwich University Hospitals** - £69.7m to provide diagnostic and assessment centres in Norwich, Great Yarmouth and King's Lynn for cancer and non-cancerous disease.
- **Norfolk and Suffolk** - £40m to build four new hospital wards in Norwich, providing 80 beds.
- **South Norfolk Clinical Commissioning Group** - £25.2m to develop and improve primary care services in South Norfolk.

3.0 Local Integrated Care Systems

3.1 The Norfolk & Waveney STP

3.1.1 NFST and Norfolk Community Health and Care NHS Trust have signed a memorandum of understanding about developing their working together to deliver better integrated services to local residents. Progress will be reported back to the Board through this report.

3.1.2 A key development in the Norfolk and Waveney STP since the last report is the appointment of Jocelyn Pike as Director of Special Projects at Norfolk and Waveney CCGs. Jossy will be leading on the CFYP Alliance and Long-Term Plan submissions.

3.2 Children & Young People's Mental Health

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- Further to the appointment of Jocelyn Pike, Rebecca Hulme has been jointly appointed by Norfolk County Council and Norfolk and Waveney CCGs as Associate Director for Children, Young People and Maternity.
- NSFT have seconded Sylvia Huxtable to the Alliance as Project Manager.
- Terms of reference have now been produced and agreed for the Programme.

3.3 The Suffolk and North East Essex Integrated Care System (ICS)

3.3.1 Suffolk Mental Health Alliance Implementation

- Work to develop the high-level models for Children and Family Services, Adult Mental Health Access & Community Mental Health, Crisis and Learning Disabilities have continued over the summer and will be evaluated by the Alliance and stakeholder partners on 20th September.
- Due Diligence on the models will take place between October and January before the agreed models are further refined and operationalised for transition by the end of September 2020.

4.0 Trust Strategy

4.1 The draft Trust strategy has been subject to consultation and the CEO has updated the document based on the key feedback received. The current version is here for discussion

4.2 A draft strategy framework has been developed and submitted to the Trust Board. The overall objective of the framework is to provide a structure that enables successful implementation of the strategy, ensuring that systems and plans are aligned to and support delivery of the strategy, and that we work effectively with our staff, service users, carers, governors and stakeholders in the development and delivery of plans. Further work is required, particularly on the measurement framework, and this will be brought back to the November Board meeting.

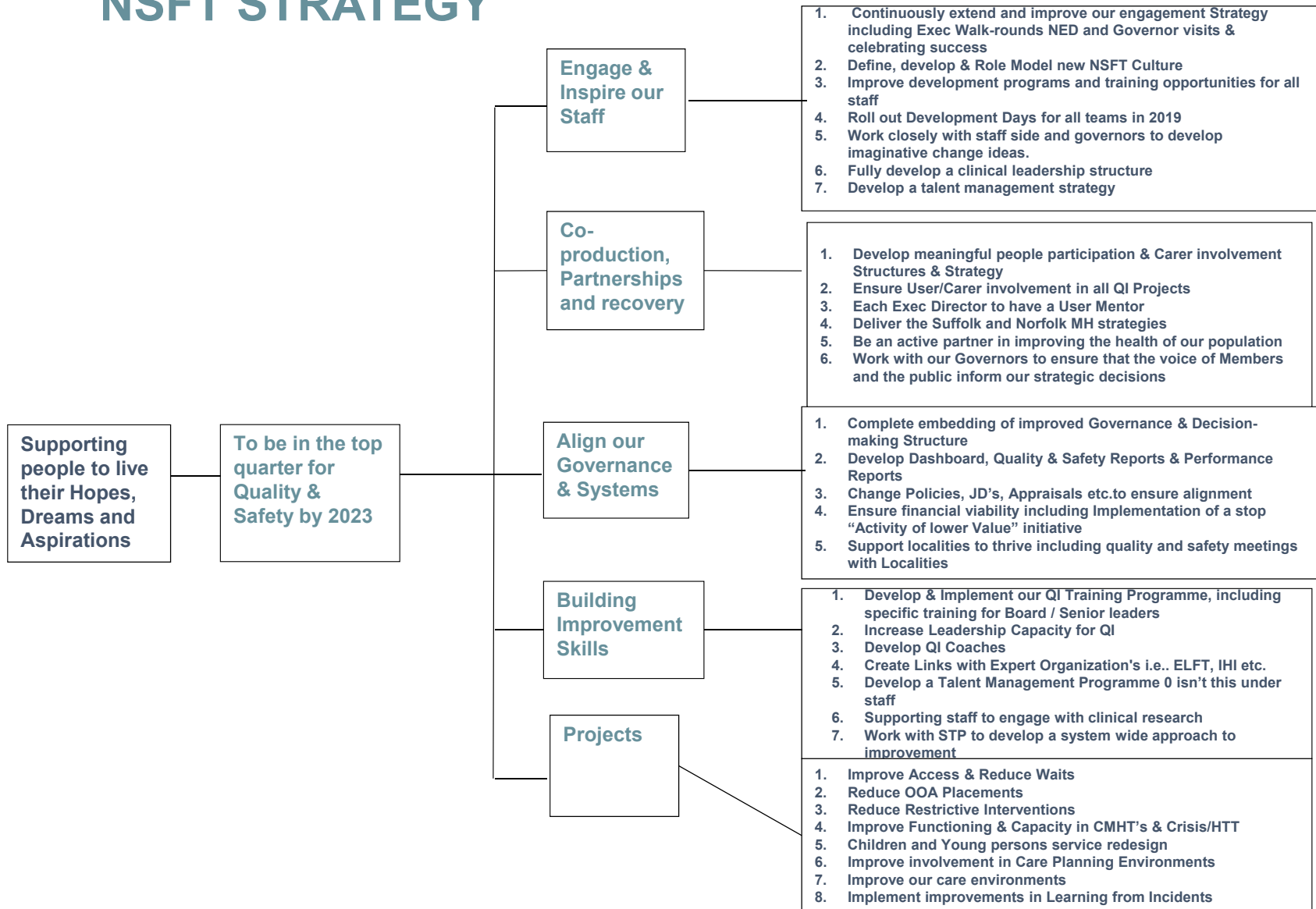
Recommendation:

The Council is asked to:

- note the contents of this report

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NSFT STRATEGY



Governor Focus – Implementation Framework Summary

The NHS long term plan, published in January 2019, set out a number of ambitions for ensuring the NHS is fit for the future, and consolidated the expectation that NHS organisations will work collaboratively with local partners within sustainability and transformation partnerships (STPs) and integrated care systems (ICSs).

The NHS long term plan implementation framework requires STPs and ICSs to create five-year strategic plans by November 2019 covering the period 2019/20 to 2023/24, based on realistic workforce assumptions, to deliver the commitments in the long term plan. This framework sits alongside NHS England's recently published briefing, *Designing integrated care systems (ICSs) in England*.

NHS England and NHS Improvement will then aggregate assumptions drawing on all system plans to inform a national implementation plan, which will be published by the end of the calendar year. This approach will also enable national cross checking of collective resourcing assumptions, particularly with regards to the funding envelopes for capital, education and training, public health and social care.

The implementation framework makes clear that system plans will be able to respond to local need and prioritise the pace of delivery for the majority of commitments. However, it also states that some commitments are 'critical foundations' for service transformation and system development, and that systems will need to demonstrate plans for organisational financial recovery. Of these critical foundations, systems are asked to prioritise the following:

- Their intended progression, using the maturity matrix, to developing from STP to ICS status
- Supporting the development and integration of primary care networks as key system partners
- Delivering the commitments in the long term plan which can be prioritised according to local need, focussing on:
 - Transforming out of hospital care
 - Reducing pressure on emergency hospital services
 - Personalised care
 - Digitally-enabled primary care and outpatient care
 - Better care for major health conditions such as cancer, mental health and shorter waits for planned care.

The implementation framework then goes on to address key issues of workforce, digital and financial planning for systems.

Workforce

The implementation framework reiterates the key messages of the interim NHS People Plan, highlighting four priority areas for systems to address in workforce planning:

1. **Leadership and culture** – Systems will be asked to establish the cultural values and behaviours expected from senior leaders and create a single talent management process to be used across the footprint.
2. **NHS as the best place to work** – The framework highlights the need for systems to set BME representation targets for their leadership teams and broader workforce by 2021/22 and respond to the new Workforce Disability Equality Standard, while doing more to improve staff health and wellbeing and enable flexible working.
3. **Workforce transformation** – The framework emphasises the importance of a holistic approach to staff numbers, calling for “more people, working differently”. System plans should address:
 - planned workforce growth in different staff groups (taking efficiency plans into account);
 - plans for improving retention, international recruitment and use of the apprenticeship levy; and
 - workforce efficiency plans including changes in skills mix, reductions in sickness absence and “better use of scientific and technological innovation”.
- **Workforce devolution** – As part of the new operating model for the workforce outlined in the interim People Plan, systems are asked to describe how they will develop capacity, capability, governance and ways of working to enable more workforce activity to take place at system level. This will be supported by better sharing of data between HEE, systems and other arm’s-length bodies.

Digital

Systems need to produce digital strategies and investment plans that describe how digital will support wider transformation plans. In their strategies, systems should describe:

- How and when organisations will achieve a “defined minimum level of digital maturity”
- How they will adopt global digital exemplar blueprints
- How they will adhere to controls and use approved commercial vehicles such as the Health System Support Framework to ensure technology vendor and platforms comply with national standards.

Financial Planning

Five year CCG allocations have already been set for the period to 2023/24. In addition to this, systems will receive funding allocations on an indicative, ‘fair share’ basis, to support systems meet their long term plan commitments for mental health, primary medical and community services, cancer and some other commitments. Access to this fair share funding will be conditional upon systems having strategic plans agreed with their regional teams. More mature systems will have greater autonomy over how additional resources can be used.

On top of the CCG allocations and fair share system allocations, further funding will be made available to test specific long term plan commitments where a general distribution is not appropriate. This targeted

funding will be used to support the delivery of various elements of the plan including: mental health, primary and community services; technology; cancer; cardiovascular disease, stroke, respiratory; children and young people; and maternity.

Capital

Indicative capital assumptions need to be produced at a system level. The framework suggests systems may also wish to produce a “well prioritised list” of further capital investments beyond the envelope available to them. Systems are asked to prioritise capital spending across their ICS/STP and region. Plans will need to take account of capital requirements across all care settings including digital transformation.

What this means for governors

STPs and ICSs need to submit strategic plans for delivery for the next five years, with a set of supporting technical material that underpins this delivery (e.g. workforce and activity plans). This will set out how a system intends to progress to ICS status if it isn't there already, and deliver the ambitions of the NHS long term plan. NHS organisations and their local partners will need to work together to progress delivery plans, improving services and the health of the communities they serve. These plans will need to be agreed with regional teams, and will also need to demonstrate how plans have been clinically-led and developed with the full engagement of local stakeholders.

Governors can play a considerable part in the development of new closer relationships between the health service and local communities. Their role will be vital in ensuring essential changes outlined in the long term plan take place and, in particular, they can play an important role in making the case for change with the public.

Governors may also wish to explore the question of whether local provision is meeting the current and future needs of the populations they serve and how their local system's direction of travel will facilitate whole system sustainability and transformation in the long term.

Further reading

- <https://www.longtermplan.nhs.uk/implementation-framework/>
- <https://www.england.nhs.uk/publication/designing-integrated-care-systems-icss-in-england/>
- https://www.longtermplan.nhs.uk/wp-content/uploads/2019/05/Interim-NHS-People-Plan_June2019.pdf

Date:	20th September 2019	E
Item:	19.50ai	

Report to:	Council of Governors
Meeting date:	20 September 2019
Title of report:	Improvement Plan
Action sought:	For noting
Estimated time:	10 mins
Author:	Jean Clark, Trust Secretary Andrea Goldsmith, Interim Governance Support
Director:	Marie Gabriel, Trust Chair

Executive Summary:

This paper is to update the Council on progress with the improvement plan discussed at the Council of Governors on 12th July.

1. Council of Governors

1.1. The NHS Act 2006 and the Health & Social Care Act 2012 outline the statutory duties and responsibilities of Foundation Trust Governors.

1.2. These duties and responsibilities can be summarised as follows:-

- Appoint and if appropriate remove the Chair and Non executive Directors (NEDs)
- Decide the remuneration and other allowances of the Chair and NEDs
- Approve the appointment of the CEO
- Approve and if appropriate remove the Trust's auditor
- Receive the annual accounts, auditor report and annual report
- Duty to hold the NEDs, individually and collectively, to account for the performance of the Board of Directors
- Duty to represent the interests of the members of the Trust as a whole and the interests of the public - Governors must be accountable to their constituency, representing the interests of the members who elected them.
- Right to require a director to attend a Governors' meeting
- Approve significant transactions
- Approve an application to enter into a merger, acquisition, separation or dissolution
- Approve any proposed increases in private patient income of 5% or more in any financial year
- Approve amendments to the Trust's Constitution
- A copy of the Board agenda and Board minutes must be sent to the CoG

1.3. It is incumbent on the Trust to support Governors to undertake their role.

2. Improvement Plan

2.1. There have been two facilitated workshops to take forward the Climate Change report recommendations and improve the Trust's support to the Council of Governors. The first was a Joint Board of Directors / Council of Governors session on 8th May, and the second a meeting of the Planning and Performance Group of the CoG on 16th May.

2.2. The resulting improvement plan discussed the proposed recommendations for each Governor meeting based on key principles of member engagement, influencing strategy and governance (e.g. holding to account).

2.3. The plan was reviewed by a task and finish group on the 9th July 2019 and approved at the CoG meeting in public on 12th July 2019.

2.4. The Council has also agreed Strategic Priority areas which have informed the CoG work plan for 2019/20. These are:-

- Retaining and Empowering Staff – CoG 12 July 2019
- Communications and Engagement – CoG 20 Sept 2019
- Quality of services – for joint BoD/CoG session on 30 Sept 2019
- Using resources well
- Creating an open, transparent and engaging culture
- Building effective partnerships

2.5. The Council has helped to develop the new Trust Strategy and will review the final version on 20th September 2019.

2.6. The Improvement Plan has incorporated both the Governor priorities and Trust strategy.

2.7. The plan is presented to the Council, outlining progress.

2.8. The effectiveness of the improvements will be reviewed after a year

3. Recommendations

3.1. The Council is asked to note the update and further work required.

Date:	19th September 2019	E
Item:	19.50aii	

Council of Governors – Improvement Plan update

Developed following the Climate Change report, discussions at the Planning & Performance sub-group on 16 May 2019, a follow-up meeting on 9 July 2019, and the Council of Governors’ meeting on 12 July 2019. Linked to the Governors’ Strategic Priorities:

1. Retaining and Empowering Staff – 12 July 2019
2. Communications and Engagement – 20 Sept 2019
3. Quality of services
4. Using resources well
5. Creating an open, transparent and engaging culture
6. Building effective partnerships

Meeting / Forum	Main functions	Agree Improvement	Implementation Action	Progress
Council of Governors Legal requirement and must continue	<ul style="list-style-type: none"> • Approval of formal Council decisions – appointments of non-executive directors, CEO, external auditors • Discussions on Council priorities and Trust Strategy and expressing a view to the Board • Receiving the auditors’ report • Approving changes to the Constitution • Receiving updates from sub-committees and forums 	Increase to six meeting per year (currently four)	6 CoG meeting dates for 2019-2020 meeting dates set and circulated to Governors and Directors	Complete – survey undertaken re venue and time
		Use meetings more effectively for Governors to be more involved in strategic planning	CoG agenda linked to Governor Strategic Priorities, Trust Strategy and STP/ICS plans	Complete – Booked as follows: <ul style="list-style-type: none"> • Retaining/Empowering Staff 12/07/19 • Comms & Engagement 20/09/19 • Quality of services – for joint BoD/CoG session 30/09/19 • Using resources well - CoG • Creating an open, transparent and engaging culture - CoG • Building effective partnerships - CoG
		All meeting to be held in public	Details of Council meetings to be held in public published on NSFT website	Complete
		Add private / confidential session to end of meeting if required	To be added as required – eg: non-executive director appointments	Complete

Meeting / Forum	Main functions	Agree Improvement	Implementation Action	Progress
		Governor briefing sessions to be arranged prior to the Council meetings (optional attendance)	To organise briefing session	Suggested using morning session for the Performance Group and training and development sessions as required. Trust Secretary to draft TOR for Performance Group for discussion by October
		Request NED attendance	Details of Council meetings were sent to non-executive and executive directors	Complete
		To ensure Council undertakes statutory duties	To review workplan of CoG and report on progress	Complete - Chair's Report at each CoG outlines achievements, which in 2019 have included:- <ul style="list-style-type: none"> • Appointment of Chair • Appointment of CEO • Recruitment of two NEDs • Procurement of External Auditors • Shaping the Trust's Strategy • Shaping Chair and NED appraisal process • Approval of changes to Constitution • Engagement with STP planning and closer working with other FT governors

Meeting / Forum	Main functions	Agree Improvement	Implementation Action	Progress
Annual Members' Meetings / Annual General Meeting Legal requirement and must continue	<ul style="list-style-type: none"> Receiving the annual report and accounts Council presents annual report to the members 	Ensure AGM covers legal requirements	To organise AGM and support Governors with their stand, publicity materials	AGM to be held on Thursday 10 October 2019, on World Mental Health Day – invitations sent to Governors Governors will have a stand during the day in The Forum – a rota will be arranged for those Governors who want to be involved Publicity material reviewed with minor changes made in light of the Strategic Priorities 2 and 5
Nominations & Conduct Committee Legal requirement and must continue	<ul style="list-style-type: none"> Leading on appointment, terms and conditions, remuneration and appraisals of the Chair and non-executive directors (NEDs) for recommendation to the Council Developing and monitoring the Governor Code of Conduct 	Remit to be expanded to include developing and monitoring the Code of Conduct	To review Terms of Reference (TOR), Code of Conduct, training and development programme, election material and induction programme, appraisal process for the Chair and NEDs	Complete – by Nominations & Conduct Committee on 9 th July and 12 th August Committee has overseen the recruitment of two new NEDs
		Increase to four meetings per year in order to effectively discharge this wider responsibility	4 meeting dates for 2019-2020 set and circulated	Complete
		To circulate a list of members to Council	To circulate a list of members to Council	Complete – on CoG action log
Performance Group (formerly the Planning &	<ul style="list-style-type: none"> Receiving updates and assurance on the delivery of the CQC improvement plan 	Merge with FT development Group to reduce the number of meetings	To be held in the mornings of the formal Council meetings so all Governors can attend if they want to	Meetings booked. Trust secretary to develop TOR for discussion by October

Meeting / Forum	Main functions	Agree Improvement	Implementation Action	Progress
Performance Group)	<ul style="list-style-type: none"> Receiving updates and assurance on the delivery of the Trust's strategies and plans Being consulted on the Trust's annual plans Oversight of the Council Improvement Plan 	Refocus on receiving assurance on delivery of CQC improvement plan, quality account and agreed strategic priorities – including deep dives	To undertake Deep Dives into key quality areas – programme being developed]Nominations Committee has discussed Training and Development Plan
		Have oversight of the Council's improvement plan, including training and development	To include Governor Training and Development plan approved by Nominations & Conduct Committee	
Norfolk & Suffolk Governors' Forums	<ul style="list-style-type: none"> Meeting of geographical groups of governors Explore range of topical issues or more local importance, including STP issues 	The Service Director/s for the area and the relevant Vice-Chair may be invited as part of holding to account for the performance of the Board	To book Forum dates To agree TOR	<p>Norfolk Governors' Forum held on Mon 2 Sept 2019 with Marie Gabriel</p> <p>Suffolk Governors' Forum to be held on Thurs 26 Sept 2019 with Tim Newcomb</p> <p>Trust Secretary to agree future meetings dates and draft TOR for discussion by October to include:-</p> <ul style="list-style-type: none"> County issues such as STP and Long Term Plans County-specific events Care Group feedback on county-specific challenges Sharing mechanism between constituencies Formal reporting to CoG
		Ensure sharing of learning between constituencies to minimise separation	To agree mechanism of Forum reporting to CoG	

Meeting / Forum	Main functions	Agree Improvement	Implementation Action	Progress
People Participation Committee of the Board of Directors	<ul style="list-style-type: none"> Focal point for gathering information and intelligence about how the Trust's services are experienced by service users, carers, families, staff, partners and other partners Focus on co-production 	Membership to be considered at the first PPC meeting	For CoG to nominate Governor members of PPC	Paper on CoG agenda for 20 th requesting nominations for 2 Governor members of PPC
Visits to services	<ul style="list-style-type: none"> To improve Governor awareness and understanding of Trust services 	Establish a council of governors' programme of scheduled visits for the year	Programme to be agreed by Council	<p>Discussed by the Norfolk Governors on Mon 2 Sept 2019 – with a number of suggestions made as to how this could be taken forward</p> <p>To be discussed by the Suffolk Governors and programme to be agreed by CoG</p> <p>Trust Secretary to develop Governor Visit Guide by November</p>
Annual Plan consultation events	<ul style="list-style-type: none"> Opportunity for Governors to ensure the interests of the members and public are considered in relation 	To arrange constituency meetings in Feb 2020 and Trust-wide event in Mar 2020.	To be arranged in early 2020	Added to Council workplan

Meeting / Forum	Main functions	Agree Improvement	Implementation Action	Progress
	<p>to strategic developments, and specifically:</p> <ul style="list-style-type: none"> ○ Hear members' / public's views to inform the planning process ○ Inform members / public about future plans and developments ○ Share local challenges and successes ○ Receive feedback on the previous year's discussions – you said... we did... 	<p>Themes identified at constituency meetings to be mapped against the Trust's strategic outcomes and formal response to Council (May 2020)</p>		
Task & Finish Groups	<ul style="list-style-type: none"> ● To explore and develop thinking in specific areas of work 	<p>To be established as and when necessary for clear tasks – eg: appointment of external auditor and review of Constitution</p>	<p>To be arranged as and when required</p>	<p>e.g. Panel established for procurement of External Auditors Group established to take forward comms and MS Teams</p>
Other roles – campaigning, education, volunteering, fundraising etc	<ul style="list-style-type: none"> ● For Governors to get involved in areas of specific interest 	<p>Taking on other roles to be assessed as part of the induction and training programme. Could be taken forward as a Task & Finish Group</p>	<p>To be discussed within the induction and training programme, and for each strategic priority</p>	<p>For Council discussion and decision</p>

Meeting / Forum	Main functions	Agree Improvement	Implementation Action	Progress
Members and Public Meetings	<ul style="list-style-type: none"> • Locality-based Forums for members / public to: <ul style="list-style-type: none"> ○ Hear updates about Trust services in their locality ○ Share their views about services and experiences ○ Meet and hear from Governors 	Establish an annual plan of member and public meetings – locality events with service directors, link with other community events, public transport	To maintain and circulate an events calendar	<p>Interim membership officer support arrangements now in place and developing calendar of events.</p> <p>“Closing the Gap” conference on 15 November 2019 in Bury St Edmunds and discussions on Strategic Priority 2</p> <p>New promotion materials produced</p>

Date:	20th September 2019	F
Item:	19.50 c	

Report to:	Council of Governors
Meeting date:	20 September 2019
Title of report:	Appointment of Lead Governor & Deputy Lead Governor
Action sought:	For approval
Estimated time:	5 mins
Author:	Andrea Goldsmith, Governance Support
Director:	Marie Gabriel, Trust Chair

Executive Summary:

This paper is to allow the Council to formalise the process for appointing a Lead Governor or Deputy Lead Governor which took place over the summer.

The Council is asked to consider the process outlined in this paper.

1. Lead Governor and Deputy Lead Governor

- 1.1 The Lead Governor has a number of key roles in relation to working with other Governors, the Trust Chair and NHS Improvement. The Deputy Lead Governor supports the Lead Governor in these roles, and deputises when agreed.
- 1.2 The Governors voted on whether to have one Deputy Lead Governor per county or one Deputy Lead Governor across both counties, with the majority in favour of one Deputy Lead Governor across both counties.
- 1.3 The term of appointment shall be until the end of their current term as a Governor.

2. Lead Governor and / or Deputy Lead Governor vacancy

- 2.1 If there is a vacancy for the Lead Governor and / or Deputy Lead Governor role, Governors will be asked to self-nominate for either or both roles. Governors will send their self-nominations to the Trust Secretary or their nominated deputy. The nomination period will be open for a minimum of three weeks, with a clear deadline given.
- 2.2 The candidates will be asked to complete an election statement outlining why they want to stand and what experience, skills or qualifications they feel they would bring to the role and how they would demonstrate the Trust's values. This will be sent to the Trust Secretary or their nominated deputy no less than three weeks after the end of the nomination period: the statements will be checked against any work counts or obvious items that should be removed. These statements will then be circulated to all Governors, with the role descriptions for the Lead Governor and / or Deputy Lead Governor.

3. Unopposed elections

- 3.1 In the event that only one candidate stands for either role, the candidate will be ratified unopposed by the Council of Governors.
- 3.2 If the only candidate withdraws, by advising the Trust Secretary or their nominated deputy in writing, nominations will be re-opened.

4. Voting and results

- 4.1 If an election is required, the Trust Secretary or nominated deputy will set up the election via an online tool and circulate the voting link and candidates' statements to all Governors. If hard copy ballot papers are used, these will be circulated to all Governors and returned to the Trust Secretary or nominated deputy. The election(s) will be open for a minimum of three weeks. If a candidate wishes to withdraw, they should do this before the voting period is opened by advising the Trust Secretary or nominated deputy in writing.
- 4.2 If an online election tool is used, the election will be closed by the Trust Secretary or nominated deputy, and the candidates, the Trust Chair, and the Lead Governor for Deputy Lead Governor elections, will be advised before the other Governors.
- 4.3 If a hard-copy ballot is used, the votes will be opened and counted by the Trust Secretary or nominated deputy at the close of the election. The candidates, the Trust Chair, and the Lead Governor for Deputy Lead Governor elections, will be advised before the other Governors.
- 4.4 All Governors will be entitled to vote in the election, whether they are a candidate or not.

- 4.5 If there is a tie, the candidates will be advised by the Trust Secretary or nominated deputy. The following options are available:
- a) One of the tied candidates may withdraw, and can do this by advising the Trust Secretary or their nominated deputy in writing.
 - b) The two candidates may decide to share the role.
 - c) The successful candidate could be decided by the drawing of lots.
 - d) Rerun the election between the two candidates.
 - e) Online tools automatically pick a successful candidate at random in the event of a tie.
- 4.6 If the successful candidate withdraws immediately or within the first three months of their appointment, by advising the Trust Secretary or their nominated deputy in writing, then the unsuccessful candidate with the next highest number of votes will be considered the successful candidate.
- 4.7 The Council of Governors will be advised of the results or any resignations, in advance of a formal ratification at their next meeting. The successful candidate(s) may start to carry out their duties in accordance with the role descriptions before formal ratification by the Council, and will be known as Lead Governor-Elect or Deputy Lead Governor-Elect.

5. Interim Arrangements

- 5.1 If the Lead Governor has taken a leave of absence, then the Deputy Lead Governor will cover the role.
- 5.2 If the Deputy Lead Governor has taken a leave of absence, the Lead Governor will consider whether any interim arrangements are required. If an interim Deputy Lead Governor is required, then they will be appointed by the process outlined in Sections 2-4.

6. Items for the Council to consider

- 6.1 Does the Council want one vote or a first and second preference votes?
- 6.2 Does the Council wish to consider the options given in Section 4.5 in breaking any tied election? If the Council agree to have first and second preference votes, Section 6.1 above, the counting of the second preference votes would be used to break any tie.

Date:	20th September 2019	G
Item:	19.50d	

Report to:	Council of Governors
Meeting date:	20 September 2019
Title of report:	Governor Roles on People Participation Committee
Action sought:	For approval
Estimated time:	5 mins
Author:	Jean Clark, Trust Secretary
Director:	Marie Gabriel, Trust Chair

Executive Summary:

This paper is to ask the Council to nominate two Governor representatives to attend the newly established People Participation Committee, a sub-committee of the Trust's Board of Directors.

1. The People Participation Committee

- 1.1 The Trust has established a People Participation Committee as a sub-committee of the Board of Directors with the aim of holding the board to account for effective engagement and participation.
- 1.2 The first Committee meeting was held 20th August 2019.
- 1.3 The main agenda item was the Terms of Reference, membership and proposed workplan of the committee and the committee heard feedback from the People Participation Leads (PPLs), noting they were new in post and not all had been appointed. The meeting also discussed the timeline and process for the development People Participation strategy
- 1.4 It was agreed that in the first instance the PPLs will represent their care groups but as the groups become established Service users and Carers will be invited with the intention that the PPL's are in time replaced by Service User and Carer representatives.
- 1.5 The PPLs would now be establishing mechanisms to engage with service users and carers within their Care Groups.
- 1.6 The Committee agreed to ask the Council of Governors to nominate two Governors to attend the meeting as non-voting members. They should be either a service user or carer governor and one should be a Suffolk Governor and one a Norfolk Governor.

2. Recommendations

- 6.1 The Council is asked to nominate two Governor representatives to attend the People Participation Committee.

Date:	20 Sept 2019	H
Item:	19.53 a	

Report to:	Council of Governors
Meeting date:	20 September 2019
Title of report:	Code of Conduct
Action sought:	For approval
Estimated time:	5 mins
Author:	Andrea Goldsmith, Interim Governance Support
Director:	Marie Gabriel, Trust Chair

Executive Summary:

The Code of Conduct was presented to the Governors at their last meeting, where it was highlighted that some changes previously considered had not been included in the version presented.

The Nominations & Conduct Committee considered these additional changes at their meeting on 12th August 2019 and that some of the sections relating to the Trust Chair and logistics for meetings did not fit with a Code of Conduct for Governors. The Committee agreed to suggest that the Governor-developed Standards for Meetings be used to develop a policy which would be recommended for use in all meetings across the Trust.

The Council of Governors are asked to **consider** and **approve** the Code of Conduct

Code of Conduct for Governors

Approved by Nominations & Conduct Committee on 12 Aug 2019 and Council of Governors on [20 Sept 2019]

NB – para numbering and table of contents will be updated when text finalised

Code of Conduct for Governors

Preface

Norfolk and Suffolk NHS Foundation Trust was formed from the merger of Norfolk and Waveney Mental Health NHS Foundation Trust and Suffolk Mental Health Partnership NHS Trust on 1st January 2012. Norfolk and Waveney Mental Health NHS Foundation Trust became a Foundation Trust on 1st February 2008. As a Foundation Trust, we have freedoms to act independently and improve mental health care for the communities we serve, whilst remaining an NHS Trust.

Foundation Trusts are given a licence to operate by NHS Improvement, an independent body which regulates Foundation Trusts. The licence issued by NHS Improvement is dependent upon having a Council of Governors in place as well as robust planning and financial systems.

Elections to the Council of Governors take place annually with Governors usually being offered a term of three years.

This document should be considered in conjunction with the following documents and other relevant Trust policies and procedures.

- Standards in Business Conduct Policy
- Public Interest Disclosure Act 1998 Policy
- Anti-Fraud and Anti-Bribery Policy
- Promoting equality, diversity and inclusion
- Freedom to Speak Up / Speak Out Safely (whistleblowing)
- Disclosure Barring Scheme
- Confidentiality
- Media

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1. Introduction

The purpose of this Code is to make clear the requirements of the office for all individuals occupying the position of Governor on the Trust's Council of Governors. As an elected [Governor](#) or appointed representative, it is important that Governors are in no doubt about the standards of conduct and personal behaviour expected of anyone who holds public office. Whilst it is fully anticipated that these standards will be complied with, the Trust considers an explicit Code of Conduct to be an essential guide for all Governors, particularly those who are newly elected or appointed to the role.

In particular, Governors must recognise the Trust is an apolitical public benefit organisation that seeks to promote social inclusion. Governors' actions must be in keeping with the public sector equality duty; all public bodies to have **due regard** to the need to:

- **eliminate unlawful discrimination**, harassment, victimisation and any other conduct prohibited by the [Equality Act 2010](#);
- **advance equality of opportunity** between people who share a protected characteristic and people who do not share it; and
- **foster good relations** between people who share a protected characteristic and people who do not share it. The promotion of any personal or political view that is at odds with this principle will be grounds for dismissal from the Council of Governors. Given the confidential, and often sensitive nature, of the issues considered by the Council of Governors, Governors both individually and collectively must always act with total discretion and integrity, and in the interests of the greater good of the Trust and the people who use its services.

[Any](#) Governors who are members or affiliates of any trade union body, [campaign group](#), political party, or other organisation that seeks to influence public opinion, must recognise that they will not be representing the views of such organisations. [In the case of Elected Governors](#), they are elected to represent the views of their constituency's members and the wider public.

The Code of Conduct for Governors should also be read in conjunction with:

- [The NHS and NSFT Constitution](#)
- [NHS Foundation Trusts – Code of Governance](#)
- [Your Statutory Duties – a reference guide for NHS foundation trust governors](#)

2. Guiding principles

2.1 Trust Values

Governors must actively demonstrate Trust's values in all their interactions with one another, NSFT service users, carers, volunteers and staff, and with the public.

Our values... Our behaviours... Our future

Working together for better mental health...

Positively...



Be proactive...

Look for solutions, think creatively and focus on what we can do

Take pride...

Always do our best

Take responsibility...

Plan ahead, be realistic and do what we say we will

Support people to set and achieve goals...

And be the best they can

Recognise people...

Their efforts and achievements, and say thank you

Respectfully...



Value everyone...

Acknowledge people's unique experiences, skills and contribution

Step into other people's shoes...

Notice what's actually happening

Take time to care...

Be welcoming, friendly and support others

Be professional...

Respect people's time and be aware of our impact

Be effective...

Focus on the purpose and keep it as simple as possible

Together...



Involve people...

Make connections and learn from each other

Share...

Knowledge, information and learning

Keep people updated...

With timely, open and honest communication

Have two-way conversations...

Listen and respond

Speak up...

Seek, welcome and give feedback



nsft.nhs.uk

2.2. Nolan Principles

The principles underpinning this Code of Conduct are drawn from the 'Seven Principles of Public Life', as defined by The Nolan Committee report (1996) and must be demonstrated by Governors. These are as follows:

Selflessness

Holders of public office should act solely in terms of the public interest: they should not do so in order to gain financial or other 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 seek to 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 rewards and benefits, holders of public office should make choices on merit alone.

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.

Declarations of Interest

In addition to the above Governors are expected to pay particular attention to declaring interests. Governors must declare all interests to the Trust Secretary. In addition Governors may be required to absent themselves from any meeting or part of a meeting where an interest occurs depending on the nature of the interest and the matter under consideration by the Council of Governors. This absence will be recorded in the minutes of that meeting.

3. The role of the Council of Governors

The [NHS Act \(2006\) and the Health and Social Care Act \(2012\)](#) sets out the general duties of the Council of Governors;

a) “ to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and

(b) to represent the interests of the members of the corporation as a whole and the interests of the public.”

1. **Advisory:** to represent the interests of members and the wider public and to provide advice to the Board of Directors. In order to do this the NHS Foundation Trust and the Council of Governors will need to consider:

- [How](#) each Governor will maintain a dialogue with the membership community that they represent. This will need to include how the public interests of the local community will be represented, including the interface between Governors and the constituency they represent taking account of forums already in place (for example, forums for people who use the services, voluntary sector networks, the Overview and Scrutiny Committees, staff groups);
- Governors will provide the opportunity for members to meet them within accessible venues
- Engagement with the wider community, including seldom heard groups and assisting with membership recruitment
- The day-to-day role of the Governors
- How the members can contact the Governors

2. **Strategic:** Governors advise on the longer-term direction for the NHS Foundation Trust so that the Board of Directors can effectively determine its strategy and policies; and

3. **Governance:** Governors hold Non-Executive Directors to account for the performance of the Board of Directors. They question, clarify and, if necessary [and based on clear evidence](#), challenge [the](#) decisions and ways of working of the Board of Directors. They promote the highest standards of probity in governance and financial matters. Governors appoint the Chair and NEDs, observe them in action, [ensure](#) their [effective](#) appraisals and set their remuneration. They appoint the external auditors, work with the Board of Directors to ensure the external evaluation of the Board is carried out appropriately and they also approve the CEO appointment.

Governors carry out these functions solely in the interests of promoting the good governance of the Trust and representing the interests of local people.

4. Accountability and the NHS Constitution

The NHS Constitution Principles also inform this Code, and should guide the activities of the Council of Governors. These principles are that:

“1: The NHS provides a comprehensive service, available to all.

2: Access to NHS services is based on clinical need, not on an individual’s ability to pay.

- 3: The NHS aspires to the highest standards of excellence and professionalism.
- 4: NHS services must reflect the needs and preferences of patients, their families and their carers.
- 5: The NHS works across organisational boundaries and in partnership with other organisations in the interest of patients, local communities and the wider population.
- 6: The NHS is committed to providing best value for taxpayers' money and the most effective, fair and sustainable use of finite resources.
- 7: The NHS is accountable to the public, communities and patients that it serves.”

NHS Constitution (2014) <http://www.england.nhs.uk/2013/03/26/nhs-constitution/>.

In this context patients includes service users.

5. Confidentiality

Governors will receive a mixture of confidential papers and public documents. Governors may also hear confidential information at meetings that they attend, or when speaking with patients, carers, staff and members of the public. All Governors are required to respect the confidentiality of the information they are made privy to as a result of their role.

All Governors are legally required to respect the confidentiality of information they are made privy to as a result of their role: written and verbal.

Governors must fully comply with the Data Protection Act (2003) and, from 2018, the General Data Protection Regulations, principally in respect to the safe storage, transit, and destruction of records. In particular, Governors should ensure that confidential documents sent to them are carefully stored. Governors must provide safe and secure storage of records within their homes and ensure other people do not have access to them.

Private Council of Governors' papers are particularly confidential and must not be shared with any third party. Once records are no longer needed they should be destroyed by shredding or returned to the Trust.

Governors may receive copies of private and confidential papers to inform their contributions to decision-making in accordance with the Constitution and may be asked to sign a specific confidentiality agreement*. Governors normally receive these electronically. It is particularly important that Governors take care not to forward electronic private Board of Directors' papers and to ensure that files are stored securely and deleted properly (including when disposing of the hard drive).

When discussing sensitive information Governors must be mindful of who is within earshot, including external visitors to meetings who are not Governors.

Any queries about confidentiality should be addressed to the Trust Secretary or Caldicott Guardian – see Appendix I.

6. Personal Conduct

Governors are required to act at all times in accordance with the Nolan Principles, and to live NSFT's values of Positively, Respectfully, Together. In respect of their interaction with others, they are also required to:

- Be mindful of their conduct and act at all times in a way that is fair, inclusive and non-discriminatory and that reflects positively on the Trust;
- Treat other Governors, the employees and others involved with NSFT with respect in accordance with the Trust's policies; that they are respected and the diversity of their experiences and contributions are valued
- Seek to ensure that as a Governor, there is a two-way dialogue between the members of the constituency or partner organisation, and to ensure that their constituents' views are fed back into the Trust, rather than the Governors' personal views
- To attend mandatory training, and other training as required
- Work in the best interests of the Trust improvement plans, recognising that Governors and the Trust Board of Directors and staff have a common purpose in the success of the Trust.
- Read and become familiar with the documents in the Governor Induction Pack, to include the completion and submission of the DBS form, declaration of interest and photo ID forms
- Demonstrate active commitment and participation by engaging with constituents and by attending relevant meetings and seeking to ensure a two-way dialogue between themselves, the wider public and the Trust
- Provide an email address that can be used for Governor communications, (where this is not possible to provide another form of direct communication) which is only accessible by the Governor to ensure confidentiality, and to respond to such communications in a timely way and manner
- Ensure that they deal with communication in a timely manner: a daily check where possible
- Attend, and be an active participant in, the Council of Governors' meetings. Where a Governor fails to attend two consecutive Council of Governors' meetings without an agreed leave of absence from the Chair, this will trigger the process for considering breaches of the Code of Conduct.

7. Standards for meetings

All Governors are asked to:

- Arrive in time for meetings to start promptly, having read the papers and prepared for the meeting

- Provide apologies in advance and in a timely manner (attendance records are required as part of the Annual Report and Accounts)
- Switch off all mobile devices, or to go to silent, during the meeting
- Inform the Chair and Trust Secretary if reasonable adjustments are required in line with the Equality Act (2010): eg: induction loop, separate room
- Support the Chair to enable business to be conducted effectively, so that the Governors can act as an efficient and effective team
- Respect the Chair if asked to move on from a topic or to allow others the chance to contribute
- Listen attentively to others' views, disagree courteously / constructively, and acknowledge that different views are worth hearing
- Remain respectful to other Governors in a way that is fair and inclusive
- Understand and accept that some Governors will have disabilities that may affect how they present, and to remain mindful of such disabilities in line with the Equality Act (2010)
- Address the problem and not the person, remaining polite and civil at all times
- Recognise the value of an open debate
- Make contributions solely on the agenda topic being considered at the time
- Indicate to the Chair that they wish to contribute and wait until invited to speak
- Speak clearly and as concisely as possible
- Share the time available so that all Governors have the opportunity to contribute, ensuring that quieter Governors have the chance to present their views if they so wish
- Act in the best interests of the Trust as a whole, and not as a representative of any outside body or pressure group.

Governors should not:

- Dominate the meeting, speak over someone else or repeat the same points
- Raise their voice
- Use discriminatory or bad language
- Make personal criticisms of individuals
- Make invalid generalisations

- Use jargon or acronyms without first clearly explaining their meaning
- Take phone calls or deal with external communications on mobile devices unrelated to the business of the meeting (unless urgent) without first notifying the Chair
- Introduce any business which is not on the agenda without prior agreement under Any Other Business (AOB)

8. Non-compliance with the Code of Conduct

First Stage

If it is suspected by the Chair of the Nominations & Conduct Committee or alleged via a complaint that a Governor may have contravened this Code of Conduct, then the first step will always be to see to resolve the matter informally. This is unless the matter is of a severity that the Chair and the Lead Governor decide that immediate action is necessary.

Whatever the stage of the process, it is recognised that this can be a stressful time for the Governor(s) concerned and support will be offered.

Informal resolution can take many forms but shall always begin with a conversation between the Chair and the Lead Governor to agree a course of action. The Chair will then contact the Governor(s) identifying that there are some concerns and asking for a meeting to resolve them informally. At the meeting, the Chair and Governor will discuss the concern, the impact and relevant expected behaviour and agree a course of action.

If this proves unsuccessful, the Chair may then, after discussion with the Lead Governor, raise with the issue Nominations & Conduct Committee. The Committee may decide that one or two of their number should join the Chair at a further attempt at informal resolution with the Governor concerned.

If the matter concerns disagreements between two or more Governors, then informal resolution will be attempted followed by independent mediation.

The outcomes of such a meeting could be that no further action is required, other than a letter confirming agreed changes in behaviour and additional support. The Chair will report to the Nominations & Conduct Committee on any informal resolutions, but will not necessarily need to provide details or the name of the Governor(s) if the matter is resolved swiftly and amicably. If other outcomes are necessary, such as a leave of absence or other jointly-agreed conclusions, these will be shared with the Governor(s) involved, the complainant and the Nominations & Conduct Committee, but not with the Council of Governors.

Second Stage

Should the alleged breach of the Code of Conduct continue or be serious enough for an investigation or suspension to be required, or when it may lead to the termination of the Governor's office to be considered, then the Chair should immediately advise the Lead Governor and thereafter the Nominations & Conduct Committee as soon as possible after received the allegation of a breach. This notification will be in the strictest confidence.

The Chair may appoint the Senior Independent Director or an independent person to investigate more serious allegations of non-compliance, with a report prepared for consideration by the Nominations & Conduct Committee. The decision may be taken to immediately suspend the Governor(s) pending the outcome of an investigation.

The Chair will meet with the Governor(s) involved and may do so with the Lead Governor, members of the Nominations & Conduct Committee or the Trust Secretary present. The Governor may wish to bring support with them, but this should not be a legal representative.

If the Governor(s) involved fail to reply or attend a meeting, the Chair, Lead Governor and members of the Nominations & Conduct Committee may decide to suspend the Governor(s) and move to the Third Stage of this process.

The outcome(s) and recommendations of the meeting will be shared with the Governor(s) involved, the complainant(s), the Lead Governor and the Nominations & Conduct Committee.

Third Stage

If the outcomes from the report or meetings, or continued non-compliance with the Code of Conduct, are deemed serious enough to warrant expulsion from the Council of Governors, the Chair and the Nominations & Conduct Committee will prepare a report to the Council for their consideration in private session. This meeting must be quorate (one third of the total number of Governors in role must be present) and it may be a special Council meeting is convened with sufficient time for all arguments to be heard fairly.

At the meeting, the Nominations & Conduct Committee will put forward its recommendation for expulsion and the reasons why, and the Governor(s) involved will be provided with a right of response. The Governor(s) involved may be supported by a friend in a non-legal capacity, and this should be advised to the Trust Secretary in advance.

If the Council of Governors decide that the Code of Conduct has not been infringed, then the matter is closed.

If the Council of Governors decide that the Code of Conduct has been infringed, then the following sanctions are available:

I. A written warning

II. Suspension from the role of Governor for a time-limited period with immediate effect

III. Dismissal from the role of Governor with immediate effect.

The decisions shall be made by majority vote of those present and the decision of the Council shall be final. The Governor(s) who have alleged to have breached the Code of Conduct may not vote on this matter.

8.2 Failure to attend Council of Governors' meetings

As set out in Section-6, Ggovernors undertake to regularly attend Council of Governors' meetings and where a Ggovernor fails to attend two consecutive meetings without leave of absence from the Chair then this section of the Code of Conduct will be triggered.

From 2018, Governors will be expected to attend public Council of Governors' meetings, any private or informal sessions held in the morning and the members' event and conferences held every year. If a Governor attends in the morning only, their attendance will be recorded as 'part'.

The Chair (or the **Trust** Secretary on behalf of the Chair) will contact the **G**overnor to review the reasons for non-attendance and to agree a plan to enable attendance in the future. If appropriate, Trust support will be offered to help with the plan.

If there is an ongoing reason which makes it unlikely that an **E**lected **G**overnor can attend future Council of Governors' meetings then the **G**overnor should consider whether they are able to fulfill the role that they were elected to serve. By standing down it may be possible to offer the seat to next candidate on the ballot sheet as set out in the **NSFT** Constitution.

If the **E**lected **G**overnor does not agree to a plan to ensure attendance, or does not follow the plan, the Chair may trigger a formal process under **8.1**.

If there is an ongoing reason which prevents a **P**artner **G**overnor from attending Council of Governors' meetings, then the Chair (or the **Trust** Secretary on behalf of the Chair) will ask the host organisation to nominate a new **G**overnor who is able to attend.

9.8. Actions available to Chairs of subgroups

A sub-group Chair may insist that a Governor leave a subgroup meeting if they believe that the Governor is in breach of this Code of Conduct. The sub-group Chair will then make a written report to the Council of Governors' Chair with a view to the matter being considered under the process set out above.

10.9. Relationship with NHS Improvement

The NHS Foundation Trust Code of Governance (2014) clearly sets out the Roles of Governors (www.gov.uk/government/publications/nhs-foundation-trusts-code-of-governance). Section B of the Code contains the principles and provisions. All Governors should familiarise themselves with the Code.

In particular Governors are reminded of Section A.5 of the Code in considering their conduct.

11.10. The Council of Governors should inform NHS Improvement if the Trust is at risk of breaching its license, if these concerns cannot be resolved at a local level. Use of Governor Powers

Governors acknowledge the overall responsibility of the Board of Directors for running the NHS Foundation Trust and should not try to use the powers of the Council of Governors to veto the decisions of the Board of Directors. In exercising their powers as set out below, Governors must seek advice from NHS Improvement and a majority of the Governors (two-thirds present and voting) must agree the course of action.

The Council of Governors should only exercise its power to remove the Chair or any Non-Executive Directors after exhausting all other means of engagement with the Board of Directors, and they have reasons which are legitimate, factual and legally sound.

The Council of Governors should only exercise its power to refuse to authorise the appointment of the Chief Executive or external auditors if they have reasons that are legitimate, factual and legally sound.

12.11. Personal declaration

Declaration:

I, (please print full name), have read, understood, and agree to abide by the Code of Conduct for the Council of Governors of the Norfolk and Suffolk NHS Foundation Trust. I understand that the Code of Conduct is reviewed annually and agree to be bound by changes approved by the Council of Governors. I understand that in order to continue to as a member of the Council of Governors I must comply with the conditions set out in the Trust's ~~e~~Constitution.*

Signature:

.....

Date:

.....

* Extract from the Trust's Constitution,

- 14.1** The following may not become or continue as a member of the Council of Governors:
- 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 has made a composition or arrangement with, or granted a trust deed for, his / her creditors and has not been discharged in respect of it;
 - 14.1.4** 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 / her.

Also in Annex 6

- 1. Persons also may not become or continue as a Governor of the Trust if:
 - 1.1 they are a Director of the Trust, or a Governor or Director of another NHS Body, or of an independent / private sector healthcare provider. These restrictions do not apply to Appointed Partnership Governors;

- 1.2 being a member of the Public Constituency or the Service Users' and Carers' Constituency, they are or were entitled to be a member of one of the classes of the Staff Constituency at any point during the preceding two years;
- 1.3 being a member of the Public Constituency, they refuse to sign a declaration in the form specified by the Council of Governors of the particulars of their qualification to vote as a member of the Trust, and that they are not prevented from being a member of the Council of Governors;
- 1.4 they are the subject of a sex offender order;
- 1.5 they have within the preceding two years been dismissed, otherwise than by reason of redundancy, expiry of a fixed-term contract, disability, ill health or age from any paid employment with a health service body. In other cases of dismissal, such as capability, an individual may be permitted to become a Governor, at the discretion of the Trust, and subject to full disclosure of the relevant circumstances and facts concerning their dismissal;
- 1.6 they are a person whose tenure of office as the Chair or as a member or Director of a health service 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;
- 1.7 they have had their name removed, by a direction under the National Health Service Act 2006, or have otherwise been disqualified or suspended from any health care profession, and have not subsequently had their name included in such a list or had their qualification reinstated or suspension lifted (as applicable);
- 1.8 they are an Elected Governor and they cease to be a member of the constituency or class by which they were elected. This may include, but is not restricted to, the reasons for ceasing to be a member identified in Annex 9;
- 1.9 they are a Governor appointed by a partnership organisation and they cease to be sponsored by their partnership organisation;
- 1.10 they are the spouse, partner, parent or child of a member of the Board of Directors of the Trust;
- 1.11 they are a member of the local authority's Overview and Scrutiny Committee covering health matters;
- 1.12 they fail to or indicate that they are unwilling to act in the best interests of the Trust and in accordance with The Seven Principles of Public Life laid out by the Committee on Standards in Public Life in its first report as amended from time-to-time;
- 1.13 they fail to agree (or, having agreed, fail) to abide by the values of the Trust's principles.
2. Criticism of a Governor's actions, accepted as a prima facie case to be heard, is to be reviewed by a sub-committee of the Council of Governors in accordance with the Trust's Code of Conduct for Governors, which is based on the NHS Improvement Code of Governance paragraph D.2.3.
3. Governors are required to inform the Chair if they become disqualified for appointment within 14 days of them becoming disqualified.

Please return this form, once signed, to the Trust Secretary

Reviewed by Code of Conduct meeting 17.04.18 – no changes made.

Appendix I

13-12. Contact details

Dr Viv Peeler	Caldicott Guardian		caldicott.guardian@nsft.nhs.uk
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Ken Applegate	Senior Independent Director		marion.saunders@gmail.com
Jean Clark	Trust Secretary	01603 421375	jean.clark@nsft.nhs.uk
Marie Gabriel	Trust Chair	01603 421101	marie.gabriel1@nhs.net
Tim Newcomb	Vice Chair		
Pip Coker	Vice Chair		

Date:	20 Sept 2019	I
Item:	19.53 b	

Report to:	Nominations & Conduct Committee
Meeting date:	12 Aug 2019
Title of report:	Appraisal process for the Trust Chair and Non-Executive Directors
Action sought:	For approval
Estimated time:	5 mins
Author:	Andrea Goldsmith, Governance Support
Director:	Marie Gabriel, Trust Chair

Executive Summary:

The appraisal process for the Trust Chair and other Non-Executive Directors is a key duty for the Council of Governors

This paper outlines a process which the Nominations & Conduct Committee considered and discussed, and are recommending to the Council of Governors.

It has been adapted from the procedure used currently in NSFT, and the process in Essex Partnership University FT and East London FT.

1. Regulatory Framework – NHS Improvement Code of Governance for Foundation Trusts

- 1.1 The Council of Governors has a “*statutory duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors*”.
- 1.2 The Council of Governors “*which is responsible for the appointment and re-appointment of non-executive directors, should take the lead on agreeing a process for the evaluation of the Chair and the non-executive directors with the Chair and the non-executive directors.*”
- 1.3 The evaluation of the Chair should be undertaken by the Senior Independent Director (SID), with the Chair appraising the other Non-Executive Directors (NEDs)
- 1.4 The responsibility for the appraisal of the whole Board of Directors and the executive directors lies with the Board of Directors, not the Council of Governors.
- 1.5 The Code of Governance gives a number of supporting principles to consider:
 - 1.5.1 *The balance of the skills, experience, independence and knowledge of the NHS foundation trust on the board, its diversity, including gender, how the board works together as a unit, and other factors relevant to its effectiveness. This should be reported to the council of governors with a specific focus on what changes are needed for improvement.*
 - 1.5.2 *Individual evaluation of directors should aim to show whether each director continues to contribute effectively and to demonstrate commitment, and has the relevant skills for the role (including commitment of time for board and committee meetings and any other duties going forward).*
 - 1.5.3 *The chair should act on the results of the performance evaluation by recognising the strengths and addressing the weaknesses of the board, identifying individual and collective development needs, and, where appropriate, proposing new members be appointed to the board or seeking the resignation of directors*
 - 1.5.4 *The focus of the chair’s appraisal will be their performance as leader of the board of directors and council of governors. The appraisal should carefully consider that performance against pre-defined objectives that support the design and delivery of the NHS foundation trust’s priorities and strategy described in its forward plan.*
 - 1.5.5 *The senior independent director should lead the performance evaluation of the chair, within a framework agreed by the council of governors and taking into account the views of directors and governors*
 - 1.5.6 *The chair, with the assistance of the board secretary, if applicable, should use the performance evaluations as a basis for determining individual and collective professional development programmes for non-executive directors relevant to their duties as board members.*

2. Performance review process – overview

- 2.1 The objectives of the Trust Chair and the other NEDs should be aligned with NSFT Trust strategy, with personal objectives for each NED. The appraisal cycle therefore starts once the strategic objectives have been agreed.
- 2.2 A mid-year review with the Chair for the other NED, and the SID for the Chair would allow for progress to be monitored and objectives amended if required.
- 2.3 The End-of-Year review would allow for performance against the objectives to be assessed, and any actions required for objectives that were not met. The Chair and other

NEDs should be asked to reflect on their own performance and their fellow NEDs. The EDs should be asked for their views on the performance of the Chair and the other NEDs through the Chief Executive Officer (CEO). The Governors will be asked for their views through the Lead Governor.

- 2.4 For the appraisal of the Chair, the SID will also seek the views of the Board of Directors and the Council of Governors. The SID should ask the Governors' views through the Lead Governor, and the EDs' views through the CEO. As mentioned in the Code of Governance, the review of the Chair should focus on their leadership and the delivery of the trust's strategy and plan.
- 2.5 The End-of-Year review should also be used for setting the objectives for the coming year.
- 2.6 The results of these reviews would then be presented to this Committee, before a report is made to the full Council of Governors. The report would also assure Governors that a suitable process is in place and it has been followed, and that the Chair and other NEDs are performing their duties to the highest standards.
- 2.7 The process is shown below:



3. Performance review process – Non-Executive Directors

- 3.1 This will be led by the Trust Chair, Marie Gabriel.
- 3.2 Stage 1: The Chair receives from each NED a self-assessment of their own performance during the previous year, actions to address any objectives not achieved, and proposed personal objectives for the coming year.
- 3.3 Stage 2: The Chair meets with the CEO to hear the views on each NED, with comments to be shared with the particular NED.

- 3.4 Stage 3: The Chair to meet with the Lead Governor to consider the views on each NED, with comments to be shared with the particular NED. These would be on behalf of the Council, and not a specific Governor.
- 3.5 Stage 4: The Chair to meet with each NED to discuss their self-assessment, and any feedback from their fellow NEDs, EDs, and Governors.
- 3.6 Stage 5: The notes from the discussions will form the basis of the Chair's report to the Nominations & Conduct Committee on each NED
- 3.7 Stage 6: The Nominations & Conduct Committee considers the reports and agrees the items to be taken to the Council of Governors.

4. Performance review process – Trust Chair

- 4.1 This will be led by the Senior Independent Director, Ken Applegate.
- 4.2 Stage 1: The SID receives from the Chair a self-assessment of their own performance during the previous year, actions to address any objectives not achieved, and proposed personal objectives for the coming year.
- 4.3 Stage 2: The SID meets with the other NEDs to hear their views on the Chair, and discuss the Chair's self-assessment, with comments to be shared with the Chair.
- 4.4 Stage 3: The SID meets with the CEO to hear the views on each NED, and discuss the Chair's self-assessment, with comments to be shared with the Chair.
- 4.5 Stage 4: The SID to meet with the Lead Governor to consider the views on the Chair, with comments to be shared with the Chair. These comments would be on behalf of the Council, and not a specific Governor.
- 4.6 Stage 5: The SID to meet with the Chair to discuss their self-assessment, and any feedback from the other NEDs, the EDs, and the Governors.
- 4.7 Stage 6: The notes from the discussions will form the basis of the SID's report to the Nominations & Conduct Committee on the Chair
- 4.8 Stage 6: The Nominations & Conduct Committee considers the report and agrees the items to be taken to the Council of Governors.

5. Next steps

- 5.1 The Council of Governors are asked to **consider** the proposals for the appraisal of the Trust Chair and other Non-Executive Directors, and **agree** the process.

Date:	20 Sept 2019	J
Item:	19.57	

Report to:	Council of Governors – meeting in private
Meeting date:	20 September 2019
Title of report:	Appointment of two Non-Executive Directors
Action sought:	For approval
Estimated time:	10 mins
Author:	Andrea Goldsmith, Governance Support
Director:	Marie Gabriel, Trust Chair

Executive Summary:

The Council has previously approved the appointment of two new Non-Executive Directors (NEDs) and the process: one with expertise in quality / quality improvement (Q/QI) and the other in HR / organisational development (HR/OD).

The appointment process has been overseen by the Nominations & Conduct Committee, and the interviews took place on Tuesday 10 September 2019.

The Council is asked to **approve** the two recommended candidates:

- Quality and Quality Improvement – Katy Steward
- HR and Organisational Development – Tricia Fuller

1. Advertising process

- 1.1 Hunter Healthcare were appointed by the Nominations & Conduct Committee (N&CC) as recruitment consultants for these two roles, with a closing date for applications on Friday 26 July 2019. Over both roles, 24 applications were received.

2. Longlisting and shortlisting of applications

- 2.1 Marie Gabriel, Howard Tidman, Ronald French and Christine Hawkes were agreed as the appointing panel on behalf of the Committee and to undertake responsibility for the leading the process and making the decision on candidates to recommend to the Council. Other Committee members agreed to participate in the Stakeholder Panels if they were available. The appointing panel considered the candidates for longlisting and shortlisting and undertook a refresher session on NED interviewing with Hunter Healthcare
- 2.2 The longlisting discussions took place on Friday, 2nd August 2019, and considered Hunter Healthcare's initial review of the candidates: 11 for the Q/QI role, 9 for the HR/OD role and four that should not be taken forward. Eight candidates were agreed for longlisting following these discussions: five female and three male; and one BME and three with lived experience.
- 2.2 Hunter Healthcare interviewed each of the longlisted candidates and presented their recommendations for shortlisting on Wednesday, 21st August 2019. Five candidates were shortlisted. Unfortunately, one candidate had to withdraw after clarification that their home address was not within the Trust's geographical area. Four candidates were then confirmed for interview: one for the QI role, two for the HR/OD role and one who could do either; two male and two female; and three with lived experience.

3. Interviews

- 3.1 The formal interviews took place on Tuesday 10th September 2019, with the following panel:
- Marie Gabriel, Trust Chair
 - Howard Tidman, Lead Governor (N&CC member)
 - Ronald French, Public Governor (N&CC member)
 - Christine Hawkes, Carer Governor (N&CC member)
 - Dr Lynne Wiggins, NHS England & NHS Improvement
- 3.2 The stakeholder panel consisted of:
- Katherine Axford, Public Governor
 - Steve Bennis, Public Governor
 - Sara Muzira, Public Governor
 - Sheila Preston, Public Governor (N&CC member)
 - Derek Sanders, Service User Governor
 - Ken Applegate, Senior Independent Director
 - Tim Newcomb, Vice Chair (Suffolk)
 - Mark Gammage, HR Advisor to the Board
 - Alison, Involved Service User / Carer
 - Malcolm, Involved Service User / Carer
- 3.3 The candidates were given time to prepare to lead a discussion with the stakeholder panel on the following unnotified topic: *Please identify the key relationships that you would expect a NED to have and how would you build those relationships?* Understanding and

being able to engage in key relationships was on the areas that the Appointing Panel wanted to test.

- 3.4 The stakeholder panel, via a nominated representative and the Headhunters advised the interview panel of their individual and collective view of each candidate, considering both their knowledge of the key relationships and also on their ability to engage the stakeholders.
- 3.5 The interview panel asked eight additional questions that were also core to the two roles, (Q/QI and HR/OD), with follow-up and additional questions as needed. This meant that all candidates were tested on nine areas to understand their suitability.
- 3.6 Of the four candidates interviewed, three were above the line and appointable: two for the HR/OD and one for quality/quality improvement. The stakeholder panel's feedback to the interview panel was crucial to the final decision for the HR / OD role, and in the support that would be offered to the two successful candidates, as well as to the other candidate who was above the line. Feedback will be given to all candidates by Hunter Healthcare after the Council decision.

4. Recommended Appointments for Approval

- 4.1 The panel were unanimous in the decision to recommend the two candidates. The panel followed the process agreed by the Council and developed by the Nominations and Conduct Committee and made their decision after sound debate and consideration of all the information available.
- 4.2 This information included the candidate applications, Hunter Healthcare longlist interview feedback which tested a range of areas, stakeholder panel feedback on the question of key relationships and responses to the eight questions asked by the interview panel. The panel also noted how the two candidates would bring different experience and approaches to the NED team.

Quality and Quality Improvement recommended candidate – Katy Steward

- 4.3 *Katy's working career has been for the last 15 years in healthcare and reform of the NHS. She was Head of Governance at Monitor and Senior Fellow at The Kings Fund, a leading independent health think tank between 2006 and 2015. Since 2015, Katy has been an independent consultant specialising in change. She has been involved in overseas development throughout her career and was on the board of Amref UK and sustainability charity the Kaloko Trust. Since 2013, she has been a Non-Executive Director for OxfamGB as the lead for people. Before entering the NHS, Katy worked as a management consultant in organisational change at KPMG and OASiS, a business re-engineering consultancy and was a member of a senior leadership team at Citigroup.*
- 4.4 The appointing panel were unanimous in their view that Katy gave the best interview of all candidates. She provided solid answers to all eight core areas and her follow ups, underpinned by good examples. She demonstrated a range of relevant experience and networks both in employment and as a carer. The panel did however feel that, although her values were strong, she could have been warmer in how she came across in the interview. The stakeholder panel also highlighted her need to be more engaging and also noted that she was intelligent and knowledgeable. If approved, Katy's induction will therefore include specific development on engagement. Katy is from Suffolk.

HR and Organisational Development recommended candidate – Tricia Fuller

- 4.5 *Tricia joined Norse Group in 1990 as Personnel Officer and has seen the organisation change and grow significantly over the years and in 2002 became Group HR Director. Prior to Norse Group, Tricia held Personnel and Training roles at Sainsburys and Gateway Food Market. She has previously chaired Norfolk Pro Help, a network of professional firms that support community organisations in the Norfolk area, and Norfolk Employability and Skills, a programme working with local businesses to assist those facing multiple barriers to gaining employment.*
- 4.6 Tricia was strongest in her response to questions on HR and organisational development and was particularly strong in understanding how to improve culture, with proven success within a complex organisation. She also had good local voluntary sector links in Norfolk where she is based and also has lived experience. The stakeholder feedback was again instrumental, this was because it reassured the appointing panel that Tricia was a warmer candidate than had come across in the interview. It also identified a lack of NHS NED experience, which could be positive as it would bring a fresh perspective. However, if appointed, Tricia's induction will include an introduction to the NHS.

5. Recommendations

- 6.1 The Council of Governors is asked to **approve** the two recommended candidates to the roles of Non-Executive Directors of NSFT:
- a. Quality and Quality Improvement – Katy Steward
 - b. HR and Organisational Development – Tricia Fuller