MEETING OF THE COUNCIL OF GOVERNORS
A Meeting to be held in public on 3 May 2017
At
Bernard’s Sports Hall
Atherleigh Park
Atherleigh Way
Leigh
WN7 1YN
Lunch from 1.00pm
Meeting 2.00pm-4.30pm

A G E N D A

<table>
<thead>
<tr>
<th>Item No</th>
<th>Agenda Item</th>
<th>Time</th>
<th>Duration</th>
<th>Enclosure</th>
</tr>
</thead>
<tbody>
<tr>
<td>CG/17/18</td>
<td>Apologies for Absence &amp; Welcome</td>
<td>2.00</td>
<td>2 mins</td>
<td>Verbal</td>
</tr>
<tr>
<td>CG/17/19</td>
<td>Declaration of Interest in Agenda items</td>
<td>(Bernard Pilkington, Chairman)</td>
<td>2.02</td>
<td>2 mins</td>
</tr>
<tr>
<td>CG/17/20</td>
<td>Register of Interests, Fit and Proper Person, Code of Conduct</td>
<td>(Bernard Pilkington, Chairman)</td>
<td>2.04</td>
<td>2 mins</td>
</tr>
<tr>
<td>CG/17/21</td>
<td>Minutes of Council of Governor’s meeting held on;</td>
<td>(Bernard Pilkington, Chairman)</td>
<td>2.06</td>
<td>5 mins</td>
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<td></td>
<td>• 1 February 2017</td>
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<tr>
<td>CG/17/22</td>
<td>Matrix Action Log</td>
<td>(Bernard Pilkington, Chairman)</td>
<td>2.11</td>
<td>2 mins</td>
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<tr>
<td></td>
<td><strong>Holding the Non Executive Directors to account for the performance of the Board:</strong></td>
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<tr>
<td>CG/17/23</td>
<td>Chairman’s Report</td>
<td>(Bernard Pilkington, Chairman)</td>
<td>2.13</td>
<td>15 mins</td>
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<tr>
<td></td>
<td><strong>Quality and Performance:</strong></td>
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<tr>
<td>CG/17/24</td>
<td>Business Report</td>
<td>(Simon Barber, Chief Executive)</td>
<td>2.28</td>
<td>15 mins</td>
</tr>
<tr>
<td>CG/17/25</td>
<td>Chief Executive Question time</td>
<td>(Simon Barber, Chief Executive)</td>
<td>2.43</td>
<td>15 mins</td>
</tr>
<tr>
<td>Agenda Item</td>
<td>Description</td>
<td>Presenter</td>
<td>Time</td>
<td>Duration</td>
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<tr>
<td>CG/17/26</td>
<td>Quality Priorities</td>
<td>(Patricia Drohan, Head of Patient Engagement, Experience and Inclusion)</td>
<td>2.58</td>
<td>10 mins</td>
</tr>
<tr>
<td>CG/17/27</td>
<td>Approved minutes from the Governors’ Assurance Committee meeting held on 10 January 2017</td>
<td>(Alan Griffiths, Committee Chair)</td>
<td>3.08</td>
<td>2 mins</td>
</tr>
<tr>
<td>CG/17/28</td>
<td>Report from the Governors’ Assurance Committee meeting held on 14 March 2017</td>
<td>(Alan Griffiths, Committee Chair)</td>
<td>3.10</td>
<td>5 mins</td>
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<tr>
<td></td>
<td><strong>Break</strong></td>
<td></td>
<td>3.15</td>
<td>10 mins</td>
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<td><strong>Decisions Required:</strong></td>
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<tr>
<td>CG/17/29</td>
<td>Framework for Appointing Non-Executive Directors and holding them to account</td>
<td>(Helen Bellairs, Vice Chairman/SID)</td>
<td>3.25</td>
<td>20 mins</td>
</tr>
<tr>
<td>CG/17/30</td>
<td>Constitution Changes -Trust Name Change</td>
<td>(Jacqueline Hughes, Company Secretary)</td>
<td>3.45</td>
<td>10 mins</td>
</tr>
<tr>
<td></td>
<td><strong>Representing the Interests of the Members and the Public:</strong></td>
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<tr>
<td>CG/17/31</td>
<td>Minutes from the Governors’ Membership and Communications Committee meeting held on 5 December 2016</td>
<td>(John Richards, Committee Chair)</td>
<td>3.55</td>
<td>2 mins</td>
</tr>
<tr>
<td>CG/17/32</td>
<td>Report from the Governors’ Membership and Communications Committee meeting held on 21 March 2017 Including Membership Strategy Update Terms of Reference Review</td>
<td>(John Richards, Committee Chair)</td>
<td>3.57</td>
<td>5 mins</td>
</tr>
<tr>
<td></td>
<td>Review of last meeting and questionnaire</td>
<td>(Nicola Robinson, Assistant Company Secretary)</td>
<td>4.02</td>
<td>2 mins</td>
</tr>
</tbody>
</table>

**Date of next meeting**
18 July 2017
Annual Members’ Meeting
St Peter’s Pavilion-Wigan
DRAFT Minutes of the Council of Governors’ Meeting
Held on 1 February 2017 at
Partnership for Learning Charity
Training and Conference Centre
South Road
Speke
Liverpool
L24 9PZ
Commencing at 1.30pm

<table>
<thead>
<tr>
<th>NAME</th>
<th>DESCRIPTION</th>
<th>PRESENT</th>
<th>APOLOGIES</th>
</tr>
</thead>
<tbody>
<tr>
<td>Andy Jones</td>
<td>Halton Constituency</td>
<td>✓</td>
<td></td>
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<tr>
<td>Rev Lyn Cavell-McIver</td>
<td>Halton Constituency</td>
<td></td>
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<tr>
<td>Jacqui McGloin</td>
<td>Halton Constituency</td>
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<tr>
<td>Ron Rotheram</td>
<td>Knowsley Constituency</td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Chris Whittle</td>
<td>Knowsley Constituency</td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Chris Coffey</td>
<td>St Helens Constituency</td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Alan Griffiths</td>
<td>St Helens Constituency</td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>John Richards</td>
<td>St Helens Constituency</td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Michael Ashley</td>
<td>Warrington Constituency</td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Chris Hugo</td>
<td>Warrington Constituency</td>
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<tr>
<td>Chris Molyneux</td>
<td>Warrington Constituency</td>
<td></td>
<td>✓</td>
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<tr>
<td>Jim Sinnott</td>
<td>Warrington Constituency</td>
<td></td>
<td>✓</td>
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<tr>
<td>Trevor Barton</td>
<td>Wigan Constituency</td>
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<tr>
<td>Norman Bradbury</td>
<td>Wigan Constituency</td>
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<td>✓</td>
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<tr>
<td>John Brennan</td>
<td>Wigan Constituency</td>
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<tr>
<td>Sheila Ratcliffe</td>
<td>Wigan Constituency</td>
<td></td>
<td>✓</td>
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<tr>
<td>Denis McFarland</td>
<td>Other Constituency</td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Kevin Redmond</td>
<td>Staff – Nursing</td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Hazel Hendriksen</td>
<td>Staff – Allied Health Professionals</td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Charlie Leonard</td>
<td>Staff – Supporting Services</td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Wendy Mitchell</td>
<td>Staff – Supporting Services</td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Jackie Hughes</td>
<td>Staff – Managers</td>
<td></td>
<td>✓</td>
</tr>
<tr>
<td>Amber Dickinson</td>
<td>Staff – Nursing</td>
<td></td>
<td>✓</td>
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<tr>
<td>Dr Marian Catalan</td>
<td>Staff – Medical</td>
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<tr>
<td>Cllr Marie Wright</td>
<td>Appointed – Halton Council</td>
<td></td>
<td>✓</td>
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<tr>
<td>TBC</td>
<td>Appointed – Knowsley Borough Council</td>
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<tr>
<td>Cllr Marlene Quinn</td>
<td>Appointed - St Helens Council</td>
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<td>✓</td>
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</tbody>
</table>
Cllr Damien Edwardson  Appointed - Wigan Borough Council

Cllr Pat Wright  Appointed - Warrington Borough Council  ✓

Ann Cunliffe  Appointed - Staff Side Representative  ✓

IN ATTENDANCE

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<thead>
<tr>
<th>NAME</th>
<th>DESCRIPTION</th>
<th>PRESENT</th>
<th>APOLOGIES</th>
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<tbody>
<tr>
<td>Bernard Pilkington</td>
<td>Chairman</td>
<td>✓</td>
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<tr>
<td>Simon Barber</td>
<td>Chief Executive</td>
<td>✓</td>
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<tr>
<td>Helen Bellairs</td>
<td>Non-Executive Director &amp; Vice Chair</td>
<td>✓</td>
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<tr>
<td>Brian Marshall</td>
<td>Non-Executive Director</td>
<td>✓</td>
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<tr>
<td>Louise McKay</td>
<td>PA to Company Secretary</td>
<td>✓</td>
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<tr>
<td>Nicola Robinson</td>
<td>Assistant Company Secretary</td>
<td>✓</td>
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</table>

NO  MINUTES  ACTION

1  CG/17/01 Apologies for Absence & Welcome
   Apologies were noted as above.

2  CG/17/02 Declaration of Interest in Agenda Items
   Mrs Helen Bellairs, Non-Executive Director declared an interest in Agenda Item CG/17/09, Report from Governors' Nomination and Remuneration Committee.

4  CG/17/03 Meeting Schedule 2017
   A revised schedule of meetings for 2017 was circulated to the governors.

5  CG/17/04 Minutes of Council of Governor’s meeting held on:
   • 21 November 2016
   The minutes of the previous meeting held on 21 November 2016 were approved as a true and accurate record.

6  CG/17/05 Matrix Action Log
   All actions were complete or on the agenda for consideration.

7  CG/17/06 Chairman’s Report
   Mr Bernard Pilkington, Chairman referred to the written report circulated with the papers and referenced the following:

8  Mr Pilkington attended the CAMHS Awards Event on the 9 December 2016, and congratulated the CAMHS and the Equality Diversity and Inclusion Unit for an outstanding evening, which was well organised and enjoyed by all children, families and staff who attended.
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<tr>
<td>9</td>
<td>Mr Pilkington informed the Governors that the two year tenure for the role of Lead Governor, which is currently Mr Chris Whittle, is due to end on 18 March 2017.</td>
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<tr>
<td>10</td>
<td>Mr Pilkington gave a brief summary of the role of the Lead Governor and informed the Governors that Mr Whittle, Public Governor for Knowsley has indicated that he would like stand again for the position, however would like to request nominations from any other Governor wishing to stand for the role.</td>
</tr>
<tr>
<td>11</td>
<td>Further information about the role will be distributed by the Company Secretary, and a request was made for applications to be returned to the Company Secretary, including a brief statement detailing why they would like the role, by the 16 February 2017.</td>
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<tr>
<td>12</td>
<td>If more than one nomination is received a ballot will take place at the next Council of Governor’s meeting on 3 May 2017.</td>
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<tr>
<td>13</td>
<td>Mr Chris Whittle has agreed to remain as Lead Governor to cover the position up to that date in this instance.</td>
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<td>14</td>
<td>As from 2 February 2017, Mrs Jacqueline Hughes, Staff Governor for Managers, will be commencing in the role of Interim Company Secretary, covering whilst Jane Taylor-Holmes is on maternity leave. Mrs Hughes will submit her resignation for the role of Governor as of 1 February 2017.</td>
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<td>15</td>
<td><strong>The Council of Governors noted the Chairman’s Report.</strong></td>
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<tr>
<td>16</td>
<td><strong>CG/17/07 Business Report</strong></td>
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<tr>
<td>17</td>
<td>Mr Simon Barber, Chief Executive provided the Business Report.</td>
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<tr>
<td>18</td>
<td>No significant changes were reported for the Quality and Performance Report update Quarter 3. Improvements areas for incidents of self-harm and pressure ulcers have seen positive improvements.</td>
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<tr>
<td>19</td>
<td>All of the Trust’s Staff measures are within tolerance with the exception of:</td>
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<tr>
<td></td>
<td>• Staff attendance</td>
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<td>• Staff turnover</td>
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<td></td>
<td>• Training – Core, Statutory and Specialist Training</td>
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<td>20</td>
<td>Staff attendance was cause for concern with some pockets of areas having higher levels of absence with stress or muscular skeletal being the main causes. Referrals to Occupational Health had seen an increase with the run up to December due numerous viruses, which impacted on staff attendance figures.</td>
</tr>
<tr>
<td>21</td>
<td>Training, Core, Statutory and Specialist Training have seen a slight decrease in compliance due to the new starters of on board services. None of the figures were any concern, however the Board will continue to monitor.</td>
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<tr>
<td>Agenda Item No</td>
<td>21</td>
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| 30 | **CG/17/08 Chief Executive Question time**  
Mr Chris Whittle, Lead Governor and Public Governor for Knowsley asked if agency expenditure was reduced, would bank costs increase and could this mean staff working longer hours? Mr Barber explained that the Trust would have a responsibility for this not to happen and would regulate this more closely than they are able to with Agency staff. A proposal for a single bank system with other neighbouring Trusts could mean tighter control and enable a quality service.  
Mr John Richards, Public Governor for St Helens queried if the number of staff on zero hours contracts contributes to the figure of bank staff? Mr Barber confirmed that he did not have this information and sought agreement to provide a future update.  
Mrs Hazel Hendriksen, Staff Governor representing Allied Health Professionals questioned why there wasn’t any consistency in recruitment. Mr Barber replied that all wards do their own recruiting and it could be beneficial if recruitment was completed for the Trust and not for individual teams to ensure consistency.  
Dr M Catalan, Staff Governor for Medical Staff added that recruiting medics was more complex. Mr Barber explained that one of the main issues is that Agencies pay weekly and the bank pays monthly and that our current payroll provider is only required currently to pay monthly; this is an area the Trust is looking to improve. |  
 Chief Executive  
3 May 2017 |
| 34 | **CG/17/09 Report from Governors’ Nomination and Remuneration Committee:**  
a) Process Undertaken for the appointment of the Chairman  
b) Recommended candidate for approval  
Mrs Helen Bellairs left the meeting for this item, as she had previously declared an interest.  
Mr Chris Whittle, Lead Governor presented the report that covered both the process for the appointment of the Chairman, and the recommended candidate for approval.  
Mr Whittle explained that the Trust engaged Gatenby Sanderson to support the Trust throughout the recruitment process. The process had robust procedures in place shown on the attached appendix.  
Following the interviews the panel unanimously agreed that Mrs Bellairs should be recommended to the Council of Governors for appointment to the Board as Chair effective from 17 May 2017.  
Mr Whittle requested the Council of Governors to vote on the recommendation that Helen Bellairs is appointed to the Board as Chair effective from 17 May 2017. |
The Council of Governors were assured that the process undertaken for the recruitment of the Chair was robust and fair.

The Council of Governors voted unanimously to approve the recommendation for Mrs Helen Bellairs to be appointed Chair.

CG/17/10 Quality Account:
- Quality Priorities 2017/18
- Governor Indicator Audit

Ms Pat Drohan, Head of Patient Engagement, Experience and Inclusion provided a presentation to the Governors showing progress to date on the Quality Account. The aims of the presentation was to:

- To endorse the suggestions for 2017/2018 quality priorities.
- To choose a metric for a local indicator for audit by Price Waterhouse Cooper, from the suggestions put forward by the Governors Assurance Committee.

Ms Drohan explained the process undertaken with stakeholders to identify subjects for the Trust’s 2017-18 quality priorities. A new development to previous years is the introduction of two-year Quality Priorities, which provides more time for improvement and investment that is sustainable.

Suggested Quality Priorities for 2017-2018 are:

<table>
<thead>
<tr>
<th>Duty of Candour</th>
<th>Always Event – 2 year priority</th>
<th>Complaints Concerns, Compliments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Suicide reduction</td>
<td>Yr 1 – Inpatients</td>
<td>Yr 2 Rollout to other services. Clinical Transformation Plans</td>
</tr>
</tbody>
</table>

Following a discussion, the Governors supported the following topics for the 2017/18 Quality Priorities:

- Duty of Candour
- Always Events (2 year priority)
- Complaints, Concerns, Compliments

Ms Drohan then provided information relating to the proposed areas for the local indicator audit, explaining that that the audit looks at the Trust process in relation to quality of data collected. The Governors agreed to the local indicator for audit would be; improving access to psychological therapies – waiting time to begin treatment.

Ms Drohan highlighted the possibility of a third indicator being set nationally; in this instance the Governors agreed that the national indicator would replace the local indicator for external audit. Ms Drohan
confirmed that the Council of Governors would be informed of any change to the local indicator.

**The Council of Governors noted the presentation and agreed:**

- **The 2017/18 Quality Priorities:**
  - Duty of Candour
  - Always Events (2 year priority)
  - Complaints, Concerns, Compliments
- **The local indicator for audit; improving access to psychological therapies – waiting time to begin treatment, this would be replaced by a mandated indicator if necessary.**
- **To delegate the approval of the final measures for the local indicator and the final worked-up Quality Priorities for 2017/18.**

**CG/17/11 Minutes from the Governors’ Assurance Committee meeting held on 11 October 2016**

- The Governors received the approved minutes of the Governors’ Assurance Committee held on 11 October 2016.
- Alan Griffiths, Chair of the Governors’ Assurance Committee acknowledged and welcomed Mr J Richards to the Committee.
- The Governors noted the minutes of the Governors’ Assurance Committee held on 11 October 2016.

**CG/17/12 Report from the Governors’ Assurance Committee meeting held on 10 January 2017**

- Mr Alan Griffiths, Chair of the Governors’ Assurance Committee provided a report and feedback on the Governors’ Assurance Committee meeting held on the 10 January 2017.
- The report provides the Council of Governors feedback from the meeting.
- Attendance at Borough Service User / Carer Forums was discussed and it was reiterated that Governors should attend meetings in the boroughs they represent with a view to possibly attending in other boroughs. All agreed that the Forums are an excellent way of relaying information and networking with service users in the local boroughs. Governors raised the issue that Forum dates had not yet been distributed for 2017. The Company Secretary Team agreed to provide the dates and venues to be distributed to all Governors.
- Mr Griffiths discussed the Quality and Audit Committee reports and suggested that the Chairs of these meetings attend the Governors Assurance Committee meetings rather than send a report. The Governors all agreed that further discussion was required at the Governors’ Assurance Committee.

*Company Secretary Team 3 May 2017*
<table>
<thead>
<tr>
<th></th>
<th>The Council of Governors noted the contents of the report.</th>
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<tbody>
<tr>
<td>57</td>
<td>CG/17/13 Membership and Communication Committee Annual Report 2015-169</td>
</tr>
<tr>
<td>58</td>
<td>Mr Whittle presented the report to outline how the Membership and Communications Committee has complied with the role delegated by the Council of Governors through the Terms of Reference.</td>
</tr>
<tr>
<td>59</td>
<td>The Governors noted the report and agreed that the Membership and Communications Committee is appropriate and progressing as required.</td>
</tr>
<tr>
<td>60</td>
<td>CG/17/14 Minutes from the Membership and Communications Committee meeting held on 18 October 2016</td>
</tr>
<tr>
<td>61</td>
<td>The Governors received the approved minutes of the Membership and Communication Committee held on 18 October 2016.</td>
</tr>
<tr>
<td>62</td>
<td>CG/17/15 Report from the Governors’ Membership and Communications Committee meeting held on 5 December 2016</td>
</tr>
<tr>
<td>63</td>
<td>Mr Chris Whittle, Chair of the Membership and Communication Committee provided a report and feedback from the Governors’ Membership and Communications Committee meeting held on the 5 December 2016.</td>
</tr>
<tr>
<td>64</td>
<td>The Chair of the Membership and Communications Committee is required to be elected for the following 12 months. Nominations are invited and will be noted for discussion at the next meeting on 21 March 2017.</td>
</tr>
<tr>
<td>65</td>
<td>The next issue of Reflect magazine is due in April 2017. Chris Whittle has featured in the last edition and expressions of interest for featuring in future editions were welcomed. Governors who are interested in featuring in future editions of the Reflect Magazine are asked to contact Mr Chris Whittle.</td>
</tr>
<tr>
<td>66</td>
<td>Discussions took place around the discontinued use of business cards. Most found the cards very useful but concerns around them being quite generic and potentially a risk had been raised. The Governors all agreed that paper cards were outdated however other designs had cost implications.</td>
</tr>
<tr>
<td>67</td>
<td>The Governors noted the update of the Governors’ Membership and Communications Committee meeting held on 5 December 2016.</td>
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</table>

An evaluation sheet had been included in the pack for Governors to complete. Governors were encouraged to complete the forms as all
<table>
<thead>
<tr>
<th>66</th>
<th>CG/17/17 Review Questionnaire</th>
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<tbody>
<tr>
<td></td>
<td>Nicola Robinson, Assistant Company Secretary asked the Governors to advise the Company Secretary Team of their venue preferences and recommendations within their boroughs.</td>
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**Date and time of next meeting:**

3 May 2017, 1pm  
Bernard’s Sports Hall  
Atherleigh Park  
Atherleigh Way  
Leigh  
WN7 1YN
<table>
<thead>
<tr>
<th>Meeting Date:</th>
<th>Item/subject:</th>
<th>Decision taken and/or Action required:</th>
<th>Product:</th>
<th>Responsible Person:</th>
<th>Deadline:</th>
<th>Complete</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.02.17</td>
<td>Lead Governor Role</td>
<td>Governors who are interested in being put forward for the role need to complete a short statement detailing why they would like to do the role and return it to the Company Secretary by 16 February 2017. Details to be sent out to all Governors.</td>
<td>Chairman’s Report.</td>
<td>Company Secretary Team</td>
<td>16 February 2017</td>
<td>Completed</td>
</tr>
<tr>
<td>1.02.17</td>
<td>Service Users Carers Forums</td>
<td>Dates and venues to be distributed to all Governors.</td>
<td>Governors Assurance Meeting Minutes</td>
<td>Company Secretary Team</td>
<td>3 May 2017</td>
<td>Completed</td>
</tr>
<tr>
<td>1.02.17</td>
<td>Reflect Magazine</td>
<td>Volunteers interested in featuring in future edition of the Reflect Magazine forward details to Company Secretary/Chris Whittle.</td>
<td>Members and Communication Committee (MACC) Report</td>
<td>All Governors/ Mr Chris Whittle</td>
<td>3 May 2017</td>
<td>Completed</td>
</tr>
<tr>
<td>1.02.17</td>
<td>Question Time</td>
<td>Mr John Richards, Public Governor for St Helens queried if the number of staff on zero hours contracts contributes to the figure of bank staff? Mr Barber confirmed that he did not have this information and sought agreement to provide a future update.</td>
<td>Chief Executive Question time</td>
<td>Chief Executive</td>
<td>3 May 2017</td>
<td>Verbal Update</td>
</tr>
</tbody>
</table>

Ref: COUNCIL OF GOVERNORS 2017  
DATE: 3 May 2017
<table>
<thead>
<tr>
<th>Date</th>
<th>Action Description</th>
<th>Details</th>
<th>Responsible Party</th>
<th>Date</th>
<th>Status</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.02.17</td>
<td>Non-Executive Director attendance at the Governors' Assurance Committee</td>
<td>Mr Griffiths discussed the Quality and Audit Committee reports and suggested that the Chairs of these meetings attend the Governors' Assurance Committee meetings rather than send a report. The Governors all agreed that further discussion was required at the Governors' Assurance Committee.</td>
<td>Company Secretary</td>
<td>3 May 2017</td>
<td>Completed</td>
</tr>
<tr>
<td>Meeting Date:</td>
<td>Item/subject:</td>
<td>Decision taken and/or Action required:</td>
<td>Product:</td>
<td>Responsible Person:</td>
<td>Deadline:</td>
</tr>
<tr>
<td>-------------</td>
<td>--------------</td>
<td>--------------------------------------</td>
<td>---------</td>
<td>---------------------</td>
<td>----------</td>
</tr>
<tr>
<td>21.11.16</td>
<td>Membership Strategy Update</td>
<td>To be quarterly updates of Membership Strategy to Council of Governors and to be added to the Council of Governors workplan and Members and Communication Committee workplan.</td>
<td>Provided as part of Membership &amp; Communication Committee standing agenda item.</td>
<td>Head of Patient Experience &amp; Inclusion</td>
<td>February 2017</td>
</tr>
<tr>
<td>14.9.16</td>
<td>Amendments to the Constitution</td>
<td>The Company Secretary to submit the agreed changes to quoracy from 12-10 to NHS Improvement to take place with immediate effect.</td>
<td>Constitution sent to NHS improvement</td>
<td>Company Secretary</td>
<td>September 2016</td>
</tr>
<tr>
<td>14.9.16</td>
<td>Membership Strategy Update</td>
<td>Governors Membership and Communications Committee to be presented to the next Council of Governors meeting on 21 November 2016.</td>
<td>Presentation</td>
<td>Head of Patient Experience &amp; Inclusion</td>
<td>November 2016</td>
</tr>
<tr>
<td>11.05.16</td>
<td>Chairman’s Report</td>
<td>The Company Secretary is liaising with the Local Council and the Trust Involvement Scheme to consider how the vacancies in Halton can be publicised. Any suggestions or ideas on how to attract prospective Governors in Halton please forward to the Chairman or the Company Secretary.</td>
<td>Verbal Update</td>
<td>Company Secretary</td>
<td>September 2016</td>
</tr>
<tr>
<td>11.05.16</td>
<td>Membership Strategy Update</td>
<td>Attendance by Governors at meetings had become problematic Jane Taylor-Holmes to consider what options are available to ensure the quorate for decision making is met.</td>
<td>Verbal Update</td>
<td>Company Secretary</td>
<td>September 2016</td>
</tr>
<tr>
<td>Date</td>
<td>Action Item</td>
<td>Description</td>
<td>Update in Chairman’s report</td>
<td>Company Secretary</td>
<td>Date</td>
</tr>
<tr>
<td>------------</td>
<td>------------------------------------------------------------------------------</td>
<td>------------------------------------------------------------------------------------------------</td>
<td>-----------------------------</td>
<td>-------------------</td>
<td>------------</td>
</tr>
<tr>
<td>22.02.16</td>
<td>Appointment to Governor’s Nomination and Remuneration Committee</td>
<td>Nomination to be ratified at the next Council of Governors Meeting to elect Mr M Ashley to serve on the Nomination and Remuneration Committee.</td>
<td>Update in Chairman’s report</td>
<td>Company Secretary</td>
<td>11 May 2016</td>
</tr>
<tr>
<td>22.02.16</td>
<td>Nomination and Remuneration Committee Vacancy</td>
<td>Nominations from public Governors to sit on the Committee from 1 March 2016. To be ratified at the next Council of Governors meeting.</td>
<td>Update in Chairman’s report</td>
<td>Company Secretary</td>
<td>11 May 2016</td>
</tr>
<tr>
<td>11.05.16</td>
<td>Chairman’s Report</td>
<td>An Extra Ordinary Council of Governors Meeting to be arranged as soon as possible and it is essential that the meeting is quorate to enable a number of key decisions to be made before the next scheduled Council of Governors meeting on 14 September 2016.</td>
<td>Verbal Update</td>
<td>Company Secretary</td>
<td>July 2016</td>
</tr>
<tr>
<td>11.05.16</td>
<td>Chairman’s Report</td>
<td>An Extra Ordinary Council of Governors Meeting to be arranged as soon as possible and it is essential that the meeting is quorate to enable a number of key decisions to be made before the next scheduled Council of Governors meeting on 14 September 2016.</td>
<td>Verbal Update</td>
<td>Company Secretary</td>
<td>July 2016</td>
</tr>
</tbody>
</table>
Date of Meeting: 3 May 2017

Title of Report: Chairman’s Report

Report Presented By: Bernard Pilkington, Chairman

Purpose of Report:
- To give the Council of Governors an overview of the work undertaken by the Non-Executive Directors.
- To provide the Council of Governors with evidence to support their duty to hold the Non-Executive Directors to account for the performance of the Board.

Recommendation to the Council of Governors:
The Council of Governors discuss this report and agree that Mr Chris Whittle is to be appointed as Lead Governor for a further 2 years until March 2019.

The Council of Governors note the Governors’ record of attendance, which will be included within the Trust’s Annual report.
Chairman’s Report

Holding Non-Executive Directors to account for the performance of the Board

Trust Board

Since the Council of Governor’s meeting on 1 February 2017, the Trust Board has met on the following dates;

27 February 2017
27 March 2017
24 April 2017

The approved minutes of the Board meeting held in February and March are publicly available on the Trust website. The minutes from the Board meeting held in April will be approved at the Board meeting on 30 May 2017.

The following Governors observed the Trust Board meetings;

February:
Mr C Whittle      Lead Governor, Governor Knowsley Constituency
Mr J Sinnott      Governor, Warrington Constituency

March:
Mr C Whittle      Lead Governor, Governor Knowsley Constituency
Mrs S Ratcliffe   Governor, Wigan Constituency
Mr A Jones        Governors, Halton Constituency
Mr D McFarland    Governor, Other Constituency
Mrs C Molyneux    Governor, Warrington Constituency

April:
Mr C Whittle      Lead Governor, Governor Knowsley Constituency

Committee Meetings

Since the Council meeting on 1 February 2017, the following meetings have occurred;

Quality Committee – 8 February 2017
  8 March 2017
  12 April 2017

Mr A Griffiths, Mrs C Molyneux and Mr A Jones are members the Quality Committee.
Non-Executive Directors Mrs Bellairs, Mr Sear and Ms Tubb are all members of the Quality Committee. All Non-Executive Directors attended with the exception of Philippa Tubb in February.

Audit Committee – 8 February 2017 12 April 2017

Non-Executive Directors Mr Marshall, Mrs Bellairs, Mr Sear and Ms Tumilty are all members of the Audit Committee. All Non-Executive Directors attended the Audit Committee meeting with the exception of Brian Marshall in April.

The approved minutes of the Audit Committee and Quality Committee, along with a verbal report of the previous meeting, where applicable, have been provided to the Board meeting and are publicly available on the Trust website.

Safety Walkabouts

Board Safety Walkabouts commenced in May 2015. The walkabouts clearly reflect the Board commitment to patient safety and provide the opportunity for direct engagement with staff at all levels to discuss patient safety issues / concerns / challenges. They also afford an opportunity for direct supervised contact with patients. Non-Executive Directors are part of the safety walkabout programme.

During the period covered by this report, the Non-Executive Directors have participated in the following Safety Walkabouts;

- LD Psychology Team, Hazelmere, Leigh Infirmary Wigan – 3 February 2017 by Helen Bellairs (feedback provided by Helen Bellairs)
- The Bridges Team, Learning Disability Community Team, Widnes – 10 February 2017 by Simon Barber (feedback provided by Simon Barber)
- Wigan IAPT, Leigh – 17 February 2017 by Phil Tubb (Feedback provided by Phil Tubb)
- Wigan Early Intervention Team, Leigh Sports Village – 24 February by Brian Marshall (feedback provided by Brian Marshall)
- A&E Liaison Team, Whiston Hospital, Knowsley – 3 March 2017 by Alison Tumilty (feedback provided by Alison Tumilty)
- Child Health Team, Manor Farm, Knowsley – 10 March 2017 by Simon Barber (feedback by Simon Barber)
- Learning Disability Community Team, Hollins Park Hospital, Warrington – 24 March 2017 by Bernard Pilkington (feedback by Bernard Pilkington)
- St Helens Assessment Team & Home Treatment Team based at Peasley Cross Hospital - visited 31 March 2017 by Louise Sell.

A verbal report was provided on the above Safety Walkabouts to the Trust Board on 27 February 2017, 27 March 2017 and 24 April 2017.

Non-Executive Director meeting

On 8 March I chaired a Non-Executive Directors’ meeting. The Non-Executive Directors were provided with details of the new Performance Development Review and we agreed the appraisal process and timescales. At the meeting we also discussed the proposed process for appointment of Non-Executive Directors.

Governors’ Assurance Committee

Mrs Bellairs attended the Governors’ Assurance Committee on 14 March 2017 with Mrs T Hill, Director of Strategy and Organisational Effectiveness.

Chris Peake, Staff Governor-Support Services, has expressed an interest in attending this meeting in future.

Membership and Communication Committee

Mrs Bellairs attended the Membership and Communication Committee on 21 March 2017.

Wigan Council Relationship Meeting

On 15 March, Mr Simon Barber and I attended a relationship meeting held in Wigan Town Hall with Donna Hall, Chief Executive of the Council and Jo Wilmott, Assistant Director. The meeting was very positive and discussed the role that the council can play in reducing delayed transfers of care in the borough by working proactively with our in-patient and community teams. We also discussed Wigan’s Accountable Care Organisation. Donna was also pleased to hear about the transfer of patients to Atherleigh Park.

Knowsley Service User and Carer Forum

On 15 March I attended the Knowsley Service User and Carer Forum held in the Old School House in Knowsley. The meeting was lively and well attended, and supported well by Trust staff. Mr Simon Barber hosted ‘Take It To The Top’ where a number of subjects were discussed, including the transition from Children and Adolescent Mental Health Services to Adult Services, the interface with primary and secondary care services and the renaming of the Trust. Mr Graham Spratt gave a presentation on Psychology Services. As this was my last meeting before I retire in
May, I had the opportunity to thank everyone for their involvement and participation in the Forums.

Secure Services Forum

On 28 February I attended the Secure Services Forum on Chesterton. The service users said how it was difficult to sleep because light came in through the observation windows in their bedroom doors. They asked if small cloth “curtains” could be fitted over the outside of the widows to keep light out. Helen Roscaleer agreed and these will be fitted. There was also concern over the quality of some of the furniture in the dining room. Managers said that new furniture has been ordered.

On 16 March I attended the Secure Services Forum on Marlowe. Service users wish to try some new activities such as photography. This will be discussed at the next patients meeting.

On 5 April 2017 I attended the Secure Services Service User Forum on Auden Unit, Warrington with Mr Dennis Dewar, Engagement and Patient Experience Coordinator; five service users were present.

There was discussion regarding increasing the number of garden seats available; it was agreed this would be escalated to the Ward Manager, and also a discussion regarding the food; it was established that a service user would attend the Catering Focus Group.

Other Events/Meetings Attended

Nutrition and Hydration Week

On 17 March at Atherleigh Park, I was pleased to be involved in Nutrition and Hydration Week, where I joined the Dietetics Service from Knowsley who hosted a stand in the main foyer. The staff handed out fresh fruit and water and gave advice about hydration and diet. The stand was visited by staff, service users, families and the public.

Chairman’s Chat

On 5 April 2017 I held a Chairman’s Chat with the Council of Governors in the Kingfisher Meeting Room. This is an opportunity to openly discuss any matters with the Governors, outside of the formal Council of Governor’s Meeting. Seven Governors attended; we discussed new services, Sefton Borough membership and representation on the Council of Governors.

Award Night, Chester University

On 29 March 2017 I attended an award ceremony at Chester University held by Kathy Cowell, OBE High Sheriff of Chester and to my surprise I was presented with an award in recognition of great and valuable services to the community. The award also recognises the appreciation of the residents and people of the said High Sheriff’s County for activity and contribution in enhancing the life of the community.
**Lead Governor**

At the February Council of Governor’s meeting, I gave a brief summary of the role of the Lead Governor and informed the Governors that Mr Chris Whittle, Public Governor for Knowsley had indicated that he would like stand again for the position, however nominations were requested from any other Governor wishing to stand for the role.

Further information about the role was circulated by the Company Secretary, and a request was made for applications to be returned to the Company Secretary, including a brief statement detailing why they would like the role, by the 16 February 2017.

As there were no other nominations received, The Council of Governors are asked to agree that Mr Chris Whittle is to be appointed as Lead Governor for a further 2 years until March 2019.

**Review of Governor Attendance**

The following table provides details of Governor attendance at the Council of Governor meetings during 2016-17.

<table>
<thead>
<tr>
<th>Public, staff and appointed governors (alphabetical by surname)</th>
<th>11/05/16</th>
<th>13/07/16</th>
<th>14/09/16</th>
<th>21/11/16</th>
<th>01/02/17</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bernard Pilkington, Chairman</td>
<td>✓</td>
<td>✓</td>
<td>x</td>
<td>✓</td>
<td>✓</td>
</tr>
<tr>
<td>Michael Ashley – Public, Warrington, Elected</td>
<td>✓</td>
<td>x</td>
<td>✓</td>
<td>✓</td>
<td>x</td>
</tr>
<tr>
<td>Trevor Barton – Public, Wigan, Elected</td>
<td>x</td>
<td>x</td>
<td>x</td>
<td>✓</td>
<td>x</td>
</tr>
<tr>
<td>Norman Bradbury – Public, Wigan, Elected</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
</tr>
<tr>
<td>John Brennan – Public, Wigan, Elected</td>
<td>x</td>
<td>x</td>
<td>x</td>
<td>x</td>
<td>x</td>
</tr>
<tr>
<td>Dr Marian Catalan – Staff, Medical, Elected</td>
<td>✓</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>✓</td>
</tr>
<tr>
<td>Chris Coffey – Public, St Helens, Elected</td>
<td>✓</td>
<td>x</td>
<td>x</td>
<td>✓</td>
<td>✓</td>
</tr>
<tr>
<td>Ann Cunliffe – Staff Side Chair, Appointed</td>
<td>x</td>
<td>x</td>
<td>x</td>
<td>✓</td>
<td>x</td>
</tr>
<tr>
<td>Amber Dickinson – Staff, Nursing, Elected</td>
<td>x</td>
<td>x</td>
<td>x</td>
<td>✓</td>
<td>x</td>
</tr>
<tr>
<td>Damian Edwardson – Wigan Council, Appointed</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>x</td>
</tr>
<tr>
<td>Alan Griffiths – Public, St Helens, Elected</td>
<td>x</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
</tr>
</tbody>
</table>
The Council of Governors are asked to note the attendance, which will be included within the Trust’s Annual report.

Bernard Pilkington
Chairman
MEETING OF THE GOVERNORS’ ASSURANCE COMMITTEE

Approved minutes of a meeting held on Tuesday 10 January 2017
Winwick Leisure Centre
1.30pm-4.00pm

Present:
Mr A Griffiths Public Governor, St Helens Constituency & Chair
Mrs T Hill Director of Strategy and Organisational Effectiveness
Mrs H Bellairs Non-Executive Director
Mrs J Hughes Staff Governor, Manager
Mr A Jones Public Governor, Halton Constituency
Mr J Sinnott Public Governor, Warrington Constituency
Mrs C Molyneux Public Governor, Warrington Constituency
Mr C Whittle Public Governor, Knowsley Constituency
Mr D McFarland Public Governor, ‘Other’ Constituency

Apologies:
Miss W Mitchell Staff Governor, Supporting Services
Mr J Richards Public Governor, St Helens Constituency

In Attendance:
Mrs P Drohan Head of Patient Engagement, Experience & Inclusion
Mrs N Robinson Assistant Company Secretary
Ms Louise McKay PA – Company Secretarial Team

<table>
<thead>
<tr>
<th></th>
<th>GAC/17/01 Attendance and Apologies</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Apologies were received from Mr J Richards and Miss W Mitchell.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>GAC/17/02 Declaration of Interest in Agenda Items</th>
</tr>
</thead>
<tbody>
<tr>
<td>2</td>
<td>There were no additional declarations of interest in relation to the agenda.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>GAC/17/03 Minutes of Governors’ Assurance Committee meeting held on 11 October 2016</th>
</tr>
</thead>
<tbody>
<tr>
<td>3</td>
<td>The minutes of the previous meeting held on the 11 October 2016 were approved as a true and accurate record.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>GAC/17/04 Matrix Action Log</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>The Committee reviewed the actions and noted that all actions were either complete or on the agenda for consideration.</td>
</tr>
</tbody>
</table>
### GAC/16/16 – Local authority representation
The Committee discussed the on-going issue. The Company Secretary informed the Committee that Knowsley Local Authority had chosen not to nominate a replacement representative. Action completed.

### GAC/16/29 – Service User Carer Forums
There was further discussion relating to Governors’ attendance at the Service User and Carer forums within their local constituency.

#### Action:
- It was agreed that the Company Secretary Team would circulate the details of future meetings, once known.
- Chris Whittle agreed to notify the Membership and Communication Committee that a request for future service user carer forum dates are included in subsequent publications of the Reflect magazine.

### GAC/17/05 Quality Account Participation of Governors Presentation

1. Mrs J Hughes provided a presentation to the Committee that outlined the Quality Account process and responsibilities of Governors.

2. The Committee was informed that the Annual Quality Account Stakeholder Event will take place on 25 January 2017; to be held at the Knowsley Enterprise Academy, North Mersey Business Centre, Woodward Road, Knowsley Industrial Park, L33 7UY, all Governors have been invited to attend.

3. The purpose of the event will be to look at progress for the current Quality Priorities and to discuss potential topics for 2017-18.

4. The current Quality Priorities are:
   - Lessons learned strategy
   - End of life strategy
   - Living life well strategy

5. The Committee then discussed the local (Governors) indicator for auditing, which needed to be an area where information is already reported. Suggestions from the Governors included; smoke-free, CBT and Learning Disability Transforming Care.

6. **Action:** Mrs J Hughes to explore these areas for suitability for auditing, and to provide details to the Council of Governors meeting on 1 February 2017.

7. Mrs Hughes explained that guidance for preparing Quality Account had not yet been issued, and therefore it was unknown if an additional mandated indicator was required. The Committee
16 were asked for agreement that if this were to be the case that this would replace the suggestions, made, as there was a cost implication for the additional indicator.

17 The Committee agreed to accept a third mandated indicator as their local (Governors) indicator if guidance issued by NHS Improvement required it.

18 The Committee were informed that the Council of Governors will be requested to delegate responsibility to the Governors’ Assurance Committee for final approval of the Quality Priorities for 2017-18.

The Committee received the presentation and noted its contents.

<table>
<thead>
<tr>
<th><strong>GAC/17/06 Quality Committee Summary</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>19 Mrs T Hill, Director of Strategy and Organisational Effectiveness, provided the Committee with Trust Board extracts covering the Quality Committee held on 7 September and 5 October.</td>
</tr>
<tr>
<td>20 Mrs T Hill outlined the responsibilities of the Non-Executive Directors for their roles in both the Quality Committee and Audit Committee.</td>
</tr>
<tr>
<td>21 The Committee agreed that the Non-Executive Directors play a key role in the Quality Committee in terms of discussing issues and challenging the Executive Directors in decisions and practice.</td>
</tr>
<tr>
<td>22 It was agreed that improvements were required in how the Committee receives the information; suggesting providing a copy of the minutes rather than a summary.</td>
</tr>
<tr>
<td>23 <strong>Action:</strong> It was agreed that the Governors’ Assurance Committee will receive the most recently approved minutes of the Quality Committee and Audit Committee as part of the agenda.</td>
</tr>
<tr>
<td>The Committee noted the verbal report.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>GAC/17/07 Audit Committee Summary</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>24 Mrs T Hill, Director of Strategy and Organisational Effectiveness, provided the Committee with Trust Board extracts covering the Quality Committee held on 3 August and 5 October.</td>
</tr>
<tr>
<td>25 The Committee agreed that they were less able to receive the same level of assurance as for the Quality Committee, as there is no Governor representation at the meetings; however it was felt the Committee were performing as it should.</td>
</tr>
</tbody>
</table>
The Committee noted the verbal report.

<table>
<thead>
<tr>
<th>GAC/17/08 Governors’ Assurance Framework 2017/18</th>
</tr>
</thead>
<tbody>
<tr>
<td>26 Mr A Griffiths introduced the updated Governors’ Assurance Framework.</td>
</tr>
<tr>
<td>27 Mrs J Hughes explained that further evidence had been added which included the CQC rating. Further changes included future dates for ‘strategic area’ deep dives, provided by the responsible Executive Director.</td>
</tr>
<tr>
<td>28 Discussions took place around the revised Governors’ Assurance Framework 2017/18; the Committee were pleased with the updated version, and agreed to use this going forward.</td>
</tr>
</tbody>
</table>

The Committee noted the Governors’ Assurance Framework

<table>
<thead>
<tr>
<th>GAC/17/09 Area for ‘deep dive’ from Governors’ Assurance Framework ‘Are we delivering to our patients and users’ – Public Sector Equality Duties (PSED) Actions</th>
</tr>
</thead>
<tbody>
<tr>
<td>29 Ms P Drohan, Head of Patient Experience, Engagement and Inclusion, presented to the Committee for the strategic area ‘are we delivering to our patients and service users’, focusing on the Public Sector Equality Duties.</td>
</tr>
<tr>
<td>30 Ms P Drohan listed the duties, tools and guidance used to measure the Trust’s ability and outlined the process to impact assessments against the 9 protected characteristics. The presentation also included the Equality Delivery System 2, which is a tool that enables the Trust to review and evidence its performance.</td>
</tr>
<tr>
<td>31 The Trust is undertaking a detailed review on one particular area; 2.4 ‘People’s complaints about services are handled respectfully and efficiently’. The review will look at outcomes within our services against all 9 of the protected characteristics which are listed below</td>
</tr>
<tr>
<td>- Age</td>
</tr>
<tr>
<td>- Disability</td>
</tr>
<tr>
<td>- Gender reassignment</td>
</tr>
<tr>
<td>- Marriage and civil partnership</td>
</tr>
<tr>
<td>- Pregnancy and maternity</td>
</tr>
<tr>
<td>- Race</td>
</tr>
<tr>
<td>- Religion or belief</td>
</tr>
<tr>
<td>- Sex</td>
</tr>
<tr>
<td>- Sexual orientation</td>
</tr>
</tbody>
</table>

CG-17-27 Governors’ Assurance Committee Minutes 10 January 2017
32 The proposed plan will include the process for monitoring compliance across the Boroughs to ensure we collect comparable evidence.

33 The report will be published following external assessment and the evidence will be linked to the Quality Account.

<table>
<thead>
<tr>
<th><strong>GAC/17/10 Work Plan Review 2017/18</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr A Griffiths introduced the 2017/18 Governors’ Assurance Work Plan that has been updated to include the Governors’ Assurance Framework Review.</td>
</tr>
<tr>
<td>Following discussions it was agreed that Tracy Hill, Director of Strategy and Organisational Effectiveness, would present at the next meeting for the strategic areas ‘Do we have sufficient highly motivated, skilled staff?’ on 14 March 2017.</td>
</tr>
<tr>
<td><strong>Action:</strong> An updated work plan would be provided to the next meeting.</td>
</tr>
<tr>
<td><strong>Action:</strong> Guidance notes for presenters would be created and circulated to the Executive Directors prior to presenting at the Committee.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>GAC/17/11 Any Other Business</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Mrs J Hughes provided the Committee with an update relating to the recruitment of Trust Chairman; reminding Governors, of the forthcoming recruitment panels to meet candidates prior to final interview.</td>
</tr>
<tr>
<td>Ms H Bellairs, Vice Chairman, left the meeting whilst this item was being discussed.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Date and time of next meeting:</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>14 March 2017</td>
</tr>
<tr>
<td>1.30pm-4pm</td>
</tr>
<tr>
<td>Nightingale Meeting Room</td>
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<tr>
<td>Hollins Park Hospital</td>
</tr>
</tbody>
</table>
Governors’ Assurance Committee Report to Council of Governor’s Meeting

<table>
<thead>
<tr>
<th>Chairperson’s name:</th>
<th>Alan Griffiths</th>
</tr>
</thead>
<tbody>
<tr>
<td>Date of meeting:</td>
<td>14.3.2017</td>
</tr>
<tr>
<td>Name of receiving group:</td>
<td>Council of Governors’</td>
</tr>
<tr>
<td>Date of receiving group:</td>
<td>3.5.2017</td>
</tr>
</tbody>
</table>

This report provides the Council of Governors’ with outputs from the meeting of the Governors Assurance Committee.

The Committee have met once since the last Council of Governors’ meeting. The meeting took place on Tuesday 14 March 2017.

5 Governors attended the meeting which was supported by Tracy Hill (Director of Strategy and Organisational effectiveness), and Helen Bellairs Non-Executive Director.

**Summary of points discussed at Governors’ Assurance Committee**

Discussed Trust name change, Governors agreed to ensure that 5 governors would attend Trust Board on 27 March 2017, to allow Chairman’s powers to take place and for the Name change to agreed and ratified at the Council of Governors meeting on 3 May 2017.

Agreed Governors would receive the CQC statement of purpose, regarding new services and sites for April.

Agreed we would need a constitutional change approved by the Council of Governors to ensure appropriate responsibilities from areas where we are taking on new business.

Noted impact of new business on STPs.

Noted content of Quality and Audit Committees held in December 2016. Agreed that going forward the Governors’ Assurance Committee will continue to receive the last approved minutes of the Quality and Audit Committee.

Helen Bellairs offered a model of accountability that would ensure all Non-Executive Directors would attend each Governor’s Assurance Committee and as Chairman she will also attend. It was also agreed that Helen Bellairs would share a composite of
Non-Executive Directors objectives in quarter 1 and report back on achievement against those in quarter 4.

Received presentation on the Smoke Free programme from Louise Sell, Medical Director, and Steve Hull, Deputy Director of Nursing and Quality. Information was provided on the progress and thanks were made to Andy Jones and Paul Davies for their hands on support. This is the start of the journey and a huge cultural change and there are continuous actions to fully embed.

Confirmed in patients would be further supported on discharge.

Debated the pros and cons of vapor cigarettes and confirmed that Occupational Health are supporting staff to quit smoking.

The Committee discussed, and under delegated authority from the Council of Governors, agreed the quality priorities for 2017/18.

As part of the Governors Assurance Framework, the Committee agreed to deep dive the NHS Staff Opinion Survey and receive a presentation from Tracy Hill, Director of Strategy and Organisational Effectiveness, and also receive a brief presentation from the Chief Finance Officer at the next meetings.

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**Any issues raised for the Council of Governors’**

The Council of Governors is asked to:

- Review the contents within this report and request any necessary clarification.
- Confirm that the work of the GAC is appropriate and progressing as required.
REPORT TO THE COUNCIL OF GOVERNORS

DATE OF MEETING: 3 May 2017

TITLE OF REPORT: Framework for Appointing Non-Executive Directors and holding them to account

PURPOSE OF REPORT: To set out the process to be undertaken for;
- the future recruitment of a Non-Executive Director
- providing assurance to the Governors about the setting, and monitoring the achievement, of Objectives (Personal Development Review)
- to set out the outcome of the recruitment process undertaken during April and concluded on 2 May 2017.

KEY POINTS/TEAM BRIEF: This report establishes a new Framework for appointing and supporting Non-Executive Directors to deliver their responsibilities and how Governors will receive assurance that they are delivering to those objectives.

AUTHOR: Helen Bellairs, Vice Chairman

RECOMMENDATION TO THE COUNCIL OF GOVERNORS

The Council of Governors is asked to:

- Approve the process for appointing Non-Executive Directors.
- Approve the establishment of virtual Nomination and Remuneration Committees and the associated change to the Trust’s Constitution.
- Approve the establishment of virtual Council of Governors’ Meetings and the associated change to the Trust’s Constitution.
- Ratify the Nominations and Remuneration Panel’s recommendation for the Appointment of a new Non-Executive Director. (The identity and brief background of the successful applicant will be given verbally at the meeting.)
- Approve the appointment of Philippa Tubb as Vice-Chair.
• Approve the framework for holding Non-Executive Directors to account.

• Approve the Appointment in December 2017 of Alison Tumilty to take over as Chair of the Audit Committee.

• Note the proposed change to remove additional remuneration for the role of Senior Independent Director.
Report to the Council of Governors

1. BACKGROUND

On the 15 March 2017 a paper was circulated to the Nominations and Remuneration Committee, setting out the process and rationale to be applied to the recruitment of a Non-Executive Director to replace the newly promoted Non-Executive Director. The proposal (attached as Appendix 1) was approved, and the process set in motion. This paper proposes a new process, based on the proposal approved in March, to be used each time we recruit a new Non-Executive Director.

In addition to creating an established process for recruiting a new Non-Executive Director, a further proposal for a new framework for holding Non-Executive Directors to account through the Personal Development Review (PDR) process and via the Governor’s Assurance processes is included.

To support this process a new set of role descriptions is attached as Appendix 3. These are currently in draft however will be circulated as final versions to the Governors at the next Council meeting.

2. THE PROCESS FOR RECRUITING A NON-EXECUTIVE DIRECTOR

As far as possible the recruitment process will commence at least 12 weeks before the “retiring” Non-Executive Director leaves.

Deciding on the Skill Set

For each appointment it is important that we determine the skill set we are looking for and identify the reasons for that decision. To do this the Chairman will, with the Nominations and Remuneration Committee:

- consider the skill set of the “retiring” Non-Executive Director
- discuss the skills needed on the Board at the time of the appointment with the Non-Executive Directors, the Chief Executive, Executive Directors and the Lead Governor.
- establish a “virtual” Nominations and Remuneration Committee, if required, to approve the advert and person specification.

Establishing the Appointment Panel

In order to keep within our governance arrangements, and the Code of Governance, the formal interview panel will be chaired by the Chairman and consist of a majority of Governors; from the Nominations and Remuneration Committee. The Chief Executive may also choose to participate in the Panel.
Identifying and Appointing Suitable Candidates

To carry out recruitment as cost effectively as possible we have explored a range of options including using a recruitment consultancy as we have in the past, and also conducting the whole process in house.

For future recruitment we will use the auspices of NHS Improvement who, free of charge, advertise the post on a range of sites including NHS Improvement, Cabinet Office, Women on Boards, and Non-Executive Director Appointments.

In addition they ensure that the advert is forwarded to individuals in their “Talent Pool”.

In house we will advertise the role on NHS Jobs and will utilise appropriate social media options such as Twitter and Linked-in.

We will also contact local Trusts to find suitable experienced Non-Executive Directors who may be reaching the end of their time on other Trusts, but could bring experience to the Board.

We will use a recruitment consultant to carry out preliminary interviews of long-listed candidates.

The Chairman and Company Secretary will create the long list of candidates, based on the objective criteria and with due regard for the benefits of diversity on the board and the requirements of the trust.

The Nominations and Remuneration Committee panel, will, with the Chairman and Company Secretary determine the short-list for interview.

As well as the formal interview panel all recruitment processes will include two focus groups as part of the process. These groups will meet the candidates with a set of issues to explore. The two groups will be:

- a group of Governors (not including members of the formal panel) with service users/carers identified through the volunteer scheme. This group will be supported by the Company Secretary;
- a group of Board members.

Each group will feed back to the Chairman issues to be probed at the formal interview panel.

The formal Panel will make the appointment and make their recommendation to the Council of Governors, for ratification it at their next meeting.
Subject to a minor amendment in the Constitution, where the timing of the recruitment does not allow for expedient ratification of the appointment at a Council of Governors Meeting, this process allows for a “virtual” Council of Governors Meeting with the requirement that the equivalent number of Governors that makes for a Quorum approve the appointment following the circulation of a paper recommending a candidate, and that no governor objects.

3. APPOINTMENT OF NON-EXECUTIVE DIRECTOR MAY 2017

Following the process set out and agreed by the Nominations and Remuneration Committee a formal interview panel will meet on the 2 May 2017 to appoint a new Non-Executive Director to the Board of Directors of Northwest Boroughs Healthcare NHS Foundation Trust. The candidate appointed by the Nominations and Remuneration Committee will be notified verbally to the Council of Governors on 3 May by the Lead Governor for formal ratification at the meeting as the interviews will only have taken place on the 2 May.

We had 21 applications which were reduced to a long list of 7 candidates. This was further reduced to a short-list of 4 for formal interview; at a meeting of the Appointment Panel on 25 April. It was a strong field of candidates which supports the process we undertook.

The paper approved by the virtual Nominations and Remuneration Committee containing an outline of the process to be undertaken, the specific role description, person specification, advert and timetable are attached as Appendix 1.

4. APPOINTMENT OF VICE CHAIR AND AUDIT CHAIR “ELECT”

With the Appointment of the Vice-chair as Chairman it is necessary to appoint a Vice-Chair. It is proposed that one of the most experienced Non-Executive Directors is appointed to that role for the remainder of her term of Office. The Governors are asked to approve the appointment of Philippa Tubb as Vice-Chair.

In preparation for the “retirement” of the Non-Executive Director currently holding the Chair of the Audit Committee it is essential we plan for a smooth succession to this role. It is proposed therefore that the Governors approve the appointment from December 2017 of the Vice Chair of the committee Alison Tumilty to the Chair of the Audit Committee.

When the current Audit Committee Chair leaves he will also vacate the role of Senior Independent Director. Prior to this role being assigned to the Audit Committee Chair it was appointed with additional remuneration over and above the normal Non-Executive Director remuneration.
When this role is reassigned it is proposed that it is NOT additionally remunerated. Roles and responsibilities of Non-Executive Directors have changed significantly and other additional roles have emerged. It is therefore not appropriate to offer additional remuneration for any other role other than Audit Committee Chair which historically was additionally remunerated because it carries with it additional professional accountabilities.

5. HOLDING NON-EXECUTIVE DIRECTORS TO ACCOUNT

Background

The Council of Governors has a duty to hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors.

To enable the Governors to carry out this function the framework for setting objectives and monitoring their achievement is set out below.

Setting objectives

A new format has been introduced within the Trust for the setting and reviewing of objectives, this considers not just the objectives, but also considers how the objectives will be achieved and the behaviours demonstrated in the achievement of the objectives. It also focuses on the potential of the individual and sets a framework for helping people to achieve their own goals and ambitions. The documentation has been adapted to be relevant to Non-Executive Directors. Copies will be available at the Council of Governors’ meeting for those Governors who wish to see these.

All Non-Executive Directors will have objectives set by the Chairman at the beginning of each year. The Senior Independent Director will, in conjunction with Governors set the objectives for the Chairman.

The objectives will largely be personal to the individual Non-Executive Director and will where necessary reflect the additional roles they undertake. All additional roles above the generic Non-Executive Director role have job descriptions and these are attached at Appendix 3.

Monitoring the achievement of objectives

Although the Chairman will take responsibility for monitoring the achievement of objectives and the performance of Non-Executive Directors it is important that the Governors have an opportunity to receive assurance that Non-Executive Directors are meeting their objectives and discharging their duties effectively.
To enable the Governors to receive this assurance all Non-Executive Directors will, as part of their objectives, be required to attend a Governors’ Assurance Committee and set out for the Governors their progress to date. They will also outline to the Governors the activities they have undertaken to meet their objectives.

In addition, at the first meeting of the Governors’ Assurance Committee following the start of the year, the Non-Executive Directors’ objectives will be summarised for the Governors’ Assurance Committee and at the end of each year the Chairman will give a summary report of their achievement at the last Governors’ Assurance Committee.

In addition to attendance at the Governors’ Assurance Committee, Non-Executive Directors will also be required to attend at least one Council of Governors’ meeting and at least one User and Carer Forum. This will enable Governors to see Non-Executive Directors in settings other than at Board meetings.

The DRAFT objectives for 2017-18 are set out in Appendix 2. All Non-Executive Directors have also diarised the Governors Assurance meeting.

6. RECOMMENDATIONS

The Governors are asked to

- Approve the process for appointing Non-Executive Directors.
- Approve the establishment of virtual Nomination and Remuneration Committees and the associated change to the Trust’s Constitution.
- Approve the establishment of virtual Council of Governors’ Meetings and the associated change to the Trust’s Constitution.
- Ratify the Nominations and Remuneration Panel’s recommendation for the Appointment of a new Non-Executive Director. (The identity and brief background of the successful applicant will be given verbally at the meeting.)
- Approve the appointment of Philippa Tubb as Vice-Chair.
- Approve the framework for holding Non-Executive Directors to account.
- Approve the Appointment in December 2017 of Alison Tumilty to take over as Chair of the Audit Committee.
- Note the proposed change to remove additional remuneration for the role of Senior Independent Director.
Report to Nominations and Remuneration Committee March 15th 2017

1 BACKGROUND

With the appointment of the Vice-Chair to the post of Chairman effective from 17 May 2017, it has been necessary to appoint a replacement Non-Executive Director for the Board of Directors of 5 Boroughs Partnership NHS Foundation Trust.

The Vice-Chair has a clinical background and currently sits on the Audit and Quality Committee as well as the Remuneration Committee.

2 THE PROCESS FOR RECRUITING TO THE VACANCY IN MAY

As the Chairman-Elect I have discussed the replacement of the Non-Executive Director role with the current Chair, the Chief Executive and the Lead Governor.

It is important to ensure that we have a Non-Executive Director in place in early May; we therefore need to take the recommendation of an Appointment Panel to the Council of Governors on 3 May 2017. This is a replacement of an existing Non-Executive Director and a very tight timescale; the Lead Governor has agreed that this paper can be circulated to members of the Nominations and Remuneration Committee to inform them of the process.

Additionally, I would like to seek approval from the Committee that this is the process we trigger for all future appointments.

Deciding on the Skill Set

For the following reasons it has been agreed that the new Non-Executive Director should have a clinical background.

- We need to ensure that we have a strong clinical voice on the Quality Committee
- The most experienced Non-Executive Director (and lead for Quality) on the Quality Committee only has one year remaining of her term of office; appointing a further clinician will enable strong business continuity on the Committee
- We have an opportunity to appoint a Non-Executive Director with financial skills in December when the current Chair of the Audit Committee stands down and the Chair of that Committee passes to the current Committee Vice Chair, thus maintaining strength on the Audit Committee
• We will have an opportunity in May 2018 to further consider the skill mix of the Non-Executive Directors and determine the skill set required to replace the Non-Executive Director who finishes her term then.

Deciding on the Skill Set

The recruitment will take place from the week commencing 13 March 2017, culminating in an Appointment Panel on 2 May, with ratification on the 3 May at the Council of Governor’s meeting.

Establishing the Appointment Panel

In order to keep within our governance arrangements, I have agreed with the current Chairman that in his absence the panel will be chaired by the Senior Independent Director, and as Chairman-Elect, I will also sit with the Panel comprising at least two members of the Nominations and Remuneration Committee. The Lead Governor has confirmed his availability and the other panel member will be identified immediately.

Identifying Suitable Candidates

To carry out the recruitment as cost effectively as possible we have explored a range of options including using a recruitment consultancy as we have in the past, and also conducting the whole process in house.

We have determined that the best value is to use the auspices of NHS Improvement who, free of charge, will advertise the post on a range of sites including NHS Improvement, Cabinet Office, Women on Boards, and Non-Executive Director Appointments. In addition they will ensure that the advert is forwarded to individuals in their “Talent Pool”. In house we will advertise the role on NHS Jobs and will utilise appropriate social media options such as Twitter and Linked-in. We will also contact local Trusts to find suitable experienced Non-Executive Directors who may be reaching the end of their time on other Trusts, but could bring experience to the Board. We will use a recruitment consultant to carry out pre-interviews of selected candidates.

The Appointments Panel will, as usual, be furnished with the shortlisted candidates including their application, their covering statement and a “pen-portrait” from the pre-interviews.

The Panel will make the appointment and recommend this to the Council of Governors.

I have attached the advert, the role description, the person specification and an outline timeline for information.

RECOMMENDATIONS
The Nominations and Remuneration Committee is asked to;

- Approve the process for recruiting to the vacant (from 17 May 2017) Non-Executive Director position for 5 Boroughs Partnership NHS Foundation Trust
- Approve the process carried out as the process for future Non-Executive Director appointments
- Return comments to the Company Secretary by return.

End.
ROLE DESCRIPTION

Job Title: Non-Executive Director

Accountable to: Chair

PRINCIPAL DUTIES AND RESPONSIBILITIES

- Commit to working to, and encouraging, the highest standards of probity, integrity and governance within the Trust and contribute to ensuring that the Trust’s internal governance arrangements conform with best practice and statutory requirements;
- Within the context of a Unitary Board, provide independent judgement and advice on issues of strategy, vision, performance, resources and standards of conduct and constructively challenge, influence and help the Executive Board develop proposals on such strategies;
- Meet agreed goals and objectives;
- In accordance with agreed Board procedures, monitor the performance and conduct of management in meeting agreed goals and objectives and statutory responsibilities, including the preparation of annual reports and annual accounts and other statutory duties;
- Obtain comfort that financial information is accurate and that financial controls and risk management systems are robust and defensible;
- Contribute to the determination of appropriate levels of remuneration for Executive Directors;
- To be a member of both the Quality and Audit Committees established by the board of directors to exercise delegated responsibility (as well as contribute to any other Committees deemed appropriate);
- As a member of Board Committees, appoint, remove, support, encourage and where appropriate ‘mentor’ senior executives;
- Bring independent judgement and experience based on clinical expertise from outside the Trust and apply this to the benefit of the Trust, its stakeholders and its wider community;
- Assist fellow Directors in setting the Trust’s strategic aims, ensuring that the necessary financial and human resources are in place for the trust to meet its objectives, and that performance is effectively monitored and reviewed;
- Assist fellow Directors in providing entrepreneurial leadership to the trust within a framework of prudent and effective controls, which enable risks to be assessed and managed;
- Assist fellow Directors in setting the Trust’s values and standards and ensure that its obligations to its stakeholders and the wider community are understood and fairly balanced at all times; and
- Engage positively and collaboratively in Board discussion of agenda items and act as an ambassador for the Trust in engagement with stakeholders including the local Community, dealing with the media when appropriate.
Non-Executive Director – Person Specification

We are looking for an outstanding individual to serve as a Non-Executive Director on the 5 Boroughs Partnership NHS Foundation Trust.

Formed in 2002, 5 Boroughs Partnership NHS Trust achieved Foundation Trust status on the 1 March 2010 to become 5 Boroughs Partnership NHS Foundation Trust.

We are an NHS provider of specialist mental health and learning disability services as well as general community services based in the North West of England.

Our Trust covers the boroughs across Cheshire and Merseyside including Warrington, Wigan, Halton, Knowsley, Sefton and St Helens and across Greater Manchester of with a budget of approximately £175 million.

This is a strongly performing Trust. NHS Improvement, the regulator with responsibility for overseeing Foundation Trusts, rates us as one of the strongest Trusts with a segmental rating as 1 which is the best possible score indicating the least financial risk and Good from the Care Quality Commission.

The Trust prides itself in focussing on the quality and safety of the services we provide, putting patients and service users at the heart of everything we do. We are looking to build our Board’s strengths with the appointment of a Non-Executive Director with a clinical background, preferably, but not exclusively, in either mental health or community services and with significant and recent Board level experience within a large organisation.

Background and experience

- A current clinical qualification (preferably but not exclusively Mental Health or Community Services)
- Recent experience gained at a senior level, preferably in an executive or non-executive capacity in a complex, fast-moving environment
- Experience of holding high levels of accountability
- Senior level governance experience demonstrating strong strategic planning, financial, risk and performance management
- Experience of working in an environment with a wide and complex range of internal and external stakeholders
Skills, knowledge and personal attributes

- An understanding of the needs and aspirations of under-represented sections of the community
- A strong commitment to the NHS
- Commitment to the public service values of accountability, probity, openness and equality of opportunity
- Commitment to the needs of the public and patients served by the Trust
- Excellent communications skills and – through their use - the ability to relate to and understand the staff who provide services and the patients and carers who receive them
- Ability to work as an effective member of a unitary board all of whose members are equally and jointly responsible for decisions
- Understanding the components of a complex organisation and the processes of planning, financial control, performance management and assurance that delivers it objectives

We value and promote diversity and are committed to equality of opportunity for all and appointments made on merit. We believe that the best boards are those that reflect the communities they serve. We particularly want to hear from people from black or other minority ethnic communities who are able to make a real contribution to this organisation.
Advert:
5 Boroughs Partnership NHS Foundation Trust
Non-Executive Director
North West
£12,751 for minimum 3 days per month

5 Boroughs Partnership NHS Foundation Trust is an award-winning NHS provider of specialist mental health and learning disability, community and in-patient services based in the North West of England. Our purpose is to take a lead in improving the wellbeing of our communities in order to make a positive difference throughout people’s lives. This purpose is central to all that we do.

The Trust has a turnover of approximately £175m a year and serves people living in Cheshire and Merseyside and Greater Manchester.

An innovative, multi sited organisation, we employ around 4,000 dedicated staff providing services for people of all ages on a number of Hospital sites, in community clinics, and in Walk-In Centres. We are rated as Good by the Care Quality Commission and maintain the highest segmental rating from our regulator for our management of governance and financial risk.

We are committed to building strong relationships with our service users, our patients and their carers as well as our commissioners and other partners to provide high quality, sustainable services. Patients and service users are at the centre of everything we do and we have a mature Culture of Care across the organisation.

We have enjoyed recent success in the award of significant new contracts locally, primarily in the general community sector and are in a strong position to expand further.

We are seeking a new Non-Executive Director with a clinical background (preferably but not exclusively, mental health or community) to join our high-performing and ambitious Unitary Board. This is an exciting time to join us as we implement our plan for strategic growth, building on our reputation for the provision of high quality services.

To succeed in this role you will bring your clinical expertise and substantial experience at Board level in complex organisations, you will have strong strategic skills, a deep understanding of good governance and the ability to bring support and challenge to our Board. Most importantly you will share our focus on ensuring the users of our services are always our first priority.

To find out more about our organisation, this role and details of how to apply please visit NHS Jobs at www.jobs.nhs.uk or contact the Chair elect on 07803722883
Closing date: Monday 3rd April 2017
Final interviews: Tuesday 2\textsuperscript{nd} May 2017

**Non-Executive Director Recruitment Outline Timetable (March to May 2017)**

<table>
<thead>
<tr>
<th>Who</th>
<th>When</th>
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<tbody>
<tr>
<td>SB - Simon Barber</td>
<td></td>
<td></td>
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<tr>
<td>HB - Helen Bellairs</td>
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<tr>
<td>JH - Jackie Hughes</td>
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<tr>
<td>JW1 - Jan Wilcock, Resourcing Assistant</td>
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<tr>
<td>N&amp;R - Nominations and Remuneration Committee</td>
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<tr>
<td>SR - Sue Ryder, HR/Finance Liaison Manager</td>
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<td>JW2 - Jennifer Willis, Resourcing Manager</td>
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<tr>
<td>WI - Workforce Information</td>
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<tr>
<td>CW - Chris Whittle, Lead Governor</td>
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<td>EP - Emma Pickup, Gatenby Sanderson</td>
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### 5 Boroughs / NHSI and Gatenby Sanderson Joint process

<table>
<thead>
<tr>
<th>Who</th>
<th>When</th>
<th>Notes</th>
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<tbody>
<tr>
<td>Agree advertisement</td>
<td>SB HB</td>
<td>Monday 13.3.17</td>
</tr>
<tr>
<td>Agree job description</td>
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<td></td>
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<tr>
<td>Agree remuneration</td>
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<tr>
<td>Agree required recruitment schedule (including interview dates)</td>
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<tr>
<td>Notify Nomination and Remuneration Committee / agree interview panel. Notify Gatenby Sanderson / agree costs</td>
<td>JH</td>
<td>Wed 14.3.17</td>
</tr>
<tr>
<td>Notify Nominations and Remuneration Committee</td>
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<tr>
<td>Notify Gatenby Sanderson</td>
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<td></td>
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<tr>
<td>Vacancy Request added to Trac (Trust Recruiting System)</td>
<td>SB WI JW1 SR</td>
<td>Friday 17.3.17</td>
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<tr>
<td>Approval of Trac and job uploaded to NHS Jobs</td>
<td></td>
<td></td>
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<tr>
<td>Advertisement via NHSI - on websites:</td>
<td>JR</td>
<td>Friday 17.3.17</td>
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<tr>
<td>- NHSI</td>
<td></td>
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<tr>
<td>- Cabinet Office</td>
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<td>- Women on Boards</td>
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<tr>
<td>- Non-Executive Director Appointments</td>
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<tr>
<td>NHSI Search of talent pool - advertisement sent by NHSI</td>
<td></td>
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<tr>
<td>Further advertisements via social media</td>
<td>JH JW2</td>
<td>Friday 17.3.17</td>
</tr>
<tr>
<td>- Twitter</td>
<td></td>
<td></td>
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<tr>
<td>- Linked-in</td>
<td></td>
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<tr>
<td>- NHS Employers?</td>
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CG-17-29 Framework for Appointing Non-Executive Directors and holding them to account
### Closing date (3 weeks)

<table>
<thead>
<tr>
<th>Event</th>
<th>Who</th>
<th>When</th>
<th>Notes</th>
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<tbody>
<tr>
<td>Applications from NHS Jobs collated for Long listing panel</td>
<td>JH</td>
<td>Friday 17.3.17</td>
<td></td>
</tr>
<tr>
<td>Long-listing for GS interview</td>
<td>SB HB JH</td>
<td>W/C 10.4.17</td>
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### 5 Boroughs / NHSI and Gatenby Sanderson Joint process

<table>
<thead>
<tr>
<th>Event</th>
<th>Who</th>
<th>When</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gatenby Sanderson - Preliminary interviews and preparing summary reports in respect of shortlisted candidates.</td>
<td>EP</td>
<td>W/C 17.4.17</td>
<td>(good Friday this week)</td>
</tr>
<tr>
<td>Review from preliminary and further shortlisting - if required / Final candidates informed of Informal Panel and Final Interview</td>
<td>N&amp;R + JH + HB</td>
<td>Tuesday 25.4.17</td>
<td>(Easter Monday this week)</td>
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<tr>
<td>Informal Panel of Executive and Non-Executive Directors</td>
<td>Board</td>
<td>Thursday 27.4.17 or Friday 28.4.17</td>
<td>(Easter Monday this week)</td>
</tr>
<tr>
<td>Final Panel Interview</td>
<td>N&amp;R</td>
<td>Monday 1.5.17 or Tuesday 2.5.17</td>
<td></td>
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<tr>
<td>Council of Governors ratification of appointment</td>
<td>CW</td>
<td>Wednesday 3.5.17</td>
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<tr>
<td>Post Interview: References / Employment Checks Fit and Proper Person Director Appointment letter inc Code of Conduct and Register of Interests Close on Trac</td>
<td>JH</td>
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# DRAFT Non-Executive Director’s Objectives 2017-18

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<tr>
<th>NED</th>
<th>Objectives</th>
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<tr>
<td>Helen Bellairs (Chair)</td>
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<tr>
<td><strong>Objective 1</strong></td>
<td>As Chairman I will ensure that the Board meets its duties in respect of Safety and Quality. I will also assure myself that the systems and processes in place are ensuring that the care we deliver is Safe and of a High Quality.</td>
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<tr>
<td><strong>Objective 2</strong></td>
<td>Through my actions at the Board and in my other duties I will support and promote safe clinical transformation to ensure we utilize our resources efficiently and effectively.</td>
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<tr>
<td><strong>Objective 3</strong></td>
<td>I will support the Non-executive chairs of the Quality and Audit Committees to carry out their functions efficiently and effectively. I will ensure that the Terms of reference for the Board and its committees are reviewed and up to date</td>
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<td><strong>Objective 4</strong></td>
<td>In response to the 2016 Staff Opinion Survey I will take action to improve staff engagement &amp; the communication between senior managers and staff and encourage staff to report errors, near misses or incidents they have witnessed</td>
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<td><strong>Objective 5</strong></td>
<td>I will participate in the new PDR process for myself and will use the process for the NEDs supporting the further development of the culture of the organisation</td>
<td>May 2017 &lt;br&gt;Adapted the Forms to be relevant for Non-Executive Directors PDRs in Draft. Dates Agreed for the PDR meetings</td>
</tr>
<tr>
<td><strong>Objective 6</strong></td>
<td>I will ensure that the NED generic job description is updated and shared with the Governors and that all additional NED roles have up to date role descriptions that are also share with the Governors. I will also improve the Induction programme for</td>
<td>May 2017 &lt;br&gt;All Job Descriptions in Draft</td>
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CG-17-29 Framework for Appointing Non-Executive Directors and holding them to account
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<tr>
<td>NEDs ensuring that as well as attending the general induction that all staff attend all new NEDs have a personal induction programme based upon their background and experience. I will establish a new framework for recruiting NEDs</td>
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<tr>
<td>Objective 7</td>
<td>I will identify and agree opportunities and demonstrate behaviours which support the Trust coaching style and culture of care</td>
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| Objective 8 | I will participate in opportunities such as the Safety walkabouts to meet staff in their place of work and ill create others as and when it is feasible to do so. I will explore other ways of communicating with staff and for them to feed comments to me | May 2017  
Walkabouts in Diary  
Dates for meetings with staff groups arranged for each Borough |
<p>| Objective 9 | I will ensure that the Governors receive any induction or ongoing developmental training that meet their needs |  |
| Objective 10 | I will Chair the Council of Governors encouraging them to develop the way the Council functions and meets its objectives. I will also attend the Governors Assurance Committees to enable them to receive assurance that I and the NEDs and the Board as a whole are meeting our objectives |  |
| Phil Tubb | (Vice-Chair (TBA) Lead for Quality and Safety) |  |
| Objective 1 | I will be the Non-Executive lead for Safety and Quality ensuring that the Quality committee sets and delivers a work programme that provides assurance to the Board that the Trust is delivering Safe High Quality care to the people we serve |  |
| Objective 2 | In response to the 2016 Staff Opinion Survey I will take action to improve staff engagement &amp; the communication between senior managers and staff and encourage staff to report errors, near misses or incidents they have witnessed |  |
| Objective 3 | I will participate in the new PDR process supporting the further development of the |  |</p>
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<td>Objective 4</td>
<td>Through my participation at the Board and in the work I undertake as a member of the Board I will support the achievement of the Cost Improvement Plan</td>
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<td>Objective 5</td>
<td>I will act for the chair as necessary, and in particular will attend at least one Governors assurance committee and will develop my relationship with Governors through the Governor’s Council and will attend a user/carer forum</td>
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<td>Through my actions at the Board and committees and other activities I undertake as a member of the Board I will support and promote safe clinical transformation to ensure we utilize our resources efficiently and effectively</td>
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**Brian Marshall**
(Audit Chair, Senior Independent Director, lead for mental health Act)

<p>| Objective 1 | A as Chair of the Audit committee I will ensure it delivers its remit of overseeing the robustness of the systems and processes in place to enable good governance of the organisation, supporting safe high quality care. | |
|             | B through my actions at the Board and committees and other activities I undertake as a member of the Board I will support and promote safe clinical transformation to ensure we utilize our resources efficiently and effectively | |
| Objective 2 | In response to the 2016 Staff Opinion Survey I will take action to improve staff engagement &amp; the communication between senior managers and staff and encourage staff to report errors, near misses or incidents they have witnessed | |</p>
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<td>Objective 5</td>
<td>A as the Senior Independent Director I will support the process to appoint new Non-executive Directors</td>
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<td></td>
<td>B as the Senior Independent Director I will ensure that the chair has a suitable set of Objectives that have been agreed with the Governors and ensure that the achievement of these are reported to the Governors</td>
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<tr>
<td>Objective 6</td>
<td>I will attend at least one Governors assurance committee and will develop my relationship with Governors through the Council of Governors and will attend a user/carer forum</td>
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<td>Richard Sear</td>
<td>(Chair of Quality Committee, Member of Audit Committee, Member of Remuneration Committee)</td>
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<tr>
<td>Objective 1</td>
<td>A As chair of the Quality Committee, in conjunction with the NED lead for Quality and Safety I will ensure that the Quality meets its Terms of Reference and provides assurance to the Board and the Audit Committee that the systems and processes in place are ensuring that the care we deliver is Safe and High Quality.</td>
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<td></td>
<td>B I will support the Audit Committee to carry out its functions</td>
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**Alison Tumilty**  
(Lead for Security Management, Vice Chair Audit, Audit Chair Elect (TBA))

| Objective 1 | I will take over as Chair of the Audit committee and ensure it delivers its remit of overseeing the robustness of the systems and processes in place to enable good governance of the organisation, supporting safe high quality care. |  |
| Objective 2 | Through my actions at the Board and committees and other activities I undertake as a member of the Board I will support and promote safe clinical transformation to ensure we utilize our resources efficiently and effectively |  |

CG-17-29 Framework for Appointing Non-Executive Directors and holding them to account
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**NEW Non-Executive Director**

(Member of Audit and Quality Committees)

<table>
<thead>
<tr>
<th>(TBA)</th>
<th>Objective 1</th>
<th>I will ensure that I attend the Induction Course for staff as soon as it is practically feasible</th>
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<tbody>
<tr>
<td></td>
<td>Objective 2</td>
<td>I will ensure that I agree a personal induction programme within the first month of my appointment</td>
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<td>Objective 3</td>
<td>I will attend at least one Governors assurance committee and will develop my relationship with Governors through the Council of Governors and will attend a user/carer forum</td>
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<td></td>
<td>Objective 4</td>
<td>I will attend the Coaching Conversations Course when it is available and will then identify and agree opportunities and demonstrate behaviours which support the Trust coaching style and culture of care</td>
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<td>NED</td>
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<td>Objective 5: In response to the 2016 Staff Opinion Survey I will take action to improve staff engagement &amp; the communication between senior managers and staff and encourage staff to report errors, near misses or incidents they have witnessed</td>
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This Appendix contains Draft Job Descriptions for the Following Roles

1. The Chair
2. A generic Non-Executive Director role description
3. The Vice Chair
4. The Senior Independent Director
5. The Chair of the Audit Committee
6. The Chair of the Quality Committee
7. The lead Non-Executive Director for Safety and Quality
8. The lead Non-Executive Director for Security Management
9. The lead Non-Executive Director for the Mental Health Act
ROLE DESCRIPTION

Job Title: Chair

Accountable to: Governors

BACKGROUND

Every NHS foundation trust should be headed by an effective board of directors. The board is collectively responsible for the performance of the trust. A general duty of the board of directors, and of each director individually, is to act with a view to promoting the success of the organisation and maximise the benefits for the patients we serve within a framework of prudent and effective controls, which enables risk to be assessed and managed.

The board of directors is responsible for ensuring compliance by the NHS foundation trust with its licence, its constitution, mandatory guidance issued by its regulators, relevant statutory requirements and contractual obligations.

The board of directors should develop and articulate a clear “vision” for the trust. This should be a formally agreed statement of the organisation’s purpose and intended outcomes which can be used as a basis for the organisation’s overall strategy, planning and other decisions. It should, at least annually set the strategic aims taking into consideration the views of the council of governors. It should establish the standards of conduct and ensure that its obligations to its members are understood, clearly communicated and met.

It should ensure that the necessary financial and human resources are in place for the NHS foundation trust to meet its priorities and objectives and, then, periodically review progress and management performance.

The board of directors as a whole is responsible for ensuring the quality and safety of health care services, education, training and research delivered by the NHS foundation trust and applying the principles and standards of clinical governance set out by the Department of Health (DH), NHS England, the Care Quality Commission (CQC) and other relevant NHS bodies effectively, efficiently and economically.

All directors must take decisions objectively in the best interests of the NHS foundation trust and avoid conflicts of interest.

All members of the board of directors have joint responsibility for every decision of the board regardless of their individual skills or status. This does not impact upon the particular responsibilities of the chief executive as the accounting officer.

All directors, executive and non-executive, have a responsibility to constructively challenge during board discussions and help develop proposals on priorities, risk
mitigation, values, standards and strategy. In particular, non-executive directors should scrutinise the performance of the executive management in meeting agreed goals and objectives, receive adequate information and monitor the reporting of performance. They should satisfy themselves as to the integrity of financial, clinical and other information, and make sure that financial and clinical quality controls, and systems of risk management and governance, are robust and implemented.

The board of directors should operate a code of conduct that builds on the values of the NHS foundation trust and reflect high standards of probity and responsibility. The board of directors should follow a policy of openness and transparency in its proceedings and decision-making unless this is in conflict with a need to protect the wider interests of the public or the NHS foundation trust (including commercial-in-confidence matters) and make clear how potential conflicts of interest are dealt with.

The Trust Board is collectively responsible for the success of Northwest Boroughs Healthcare NHS Foundation Trust, by directing and supervising its affairs. This includes responsibility to maintain financial viability, using resources effectively within appropriate financial controls, ensuring high levels of probity and value for money and to deliver high standards of clinical governance, ensuring that all health standards are met. The post holder must live in the area served by the Trust, and demonstrate high standards of corporate conduct and personal probity.

Non-executive directors are responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing and, where necessary, removing executive directors, and in succession planning.

**SPECIFIC DUTIES**

In addition to the role of any Non-Executive Director the chairman is responsible for

- leading both the Trust Board (the Board) and Council of Governors (the Council) and is the Trust’s representative within the local community. He/she must ensure high standards of probity and governance prevail and that the Trust remains within its Terms of Authorisation.
- developing a constructive, frank and open relationship with the Chief Executive through regular communication and meetings in the furtherance of the Foundation Trust’s best interests, and to provide support and advice while respecting executive responsibility.
- with the Chief Executive, setting the agenda for the board of directors and the council of governors and ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues.
- ensuring that the board and council work together effectively
- promoting effective and open communication with patients, service users, members, staff, the public and other stakeholders.
- ensuring that directors and governors receive accurate, timely and clear information which enables them to perform their duties effectively. The
chairperson should take steps to ensure that governors have the skills and knowledge they require to undertake their role.

- promoting a culture of openness and debate by facilitating the effective contribution of non-executive directors, in particular and ensuring constructive relations between executive and non-executive directors.
- ensuring the Trust complies with the Terms of Authorisation, the Constitution and any other applicable legislation and regulations.
- Safeguarding the good name and reputation of the Trust
- Chair the Remuneration Committee

TIME COMMITMENT

This is currently 3 days per week (on average). This may be during the working day or in the evening. All members of the Trust Board are required to attend the monthly meetings of the Board.

REMUNERATION

Remuneration, as determined by the Nominations and Remuneration Committee, and approved by the Council of Governors, is (as decided by Nomination and Remuneration Committee) per annum.

Remuneration is taxable under Schedule E and subject to Class I National Insurance contributions. It is not pensionable.

The Chairman is also eligible to claim allowances, currently in line with rates set by the Trust, for travel and subsistence costs necessarily incurred on Trust business.

The Nominations and Remuneration Committee will review and recommend levels of future remuneration, subject to Council of Governors’ final approval.

APPOINTMENT, TENURE AND TERMINATION OF OFFICE

In line with the Trust Constitution, the Chairman is appointed for an initial period of three years, subject to satisfactory appraisal. The appointment may be renewed for a second three-year term, subject to the approval of the Council of Governors. A third term will only be considered in exceptional circumstances. The Chairman may be removed from office by Monitor or the Council of Governors, in accordance with the Constitution.

This post is a public appointment or statutory office and is not subject to the provisions of employment law. The Chairman is an appointee not an employee. To ensure that public service values are maintained at the heart of the NHS, all Directors are required, on appointment, to agree to and abide by the Code of Conduct for the Trust’s Board of Directors and comply with the Fit & Proper Persons’ requirements.
ROLE DESCRIPTION

Job Title: Non-Executive Director

Accountable to: Chairman

BACKGROUND

Every NHS foundation trust should be headed by an effective board of directors. The board is collectively responsible for the performance of the trust. A general duty of the board of directors, and of each director individually, is to act with a view to promoting the success of the organisation and maximise the benefits for the patients we serve within a framework of prudent and effective controls, which enables risk to be assessed and managed.

The board of directors is responsible for ensuring compliance by the NHS foundation trust with its licence, its constitution, mandatory guidance issued by its regulators, relevant statutory requirements and contractual obligations.

The board of directors should develop and articulate a clear “vision” for the trust. This should be a formally agreed statement of the organisation’s purpose and intended outcomes which can be used as a basis for the organisation’s overall strategy, planning and other decisions. It should, at least annually set the strategic aims taking into consideration the views of the council of governors. It should establish the standards of conduct and ensure that its obligations to its members are understood, clearly communicated and met.

It should ensure that the necessary financial and human resources are in place for the NHS foundation trust to meet its priorities and objectives and, then, periodically review progress and management performance.

The board of directors as a whole is responsible for ensuring the quality and safety of health care services, education, training and research delivered by the NHS foundation trust and applying the principles and standards of clinical governance set out by the Department of Health (DH), NHS England, the Care Quality Commission (CQC) and other relevant NHS bodies effectively, efficiently and economically.

All directors must take decisions objectively in the best interests of the NHS foundation trust and avoid conflicts of interest.

All members of the board of directors have joint responsibility for every decision of the board regardless of their individual skills or status. This does not impact upon the particular responsibilities of the chief executive as the accounting officer.

All directors, executive and non-executive, have a responsibility to constructively challenge during board discussions and help develop proposals on priorities, risk
mitigation, values, standards and strategy. In particular, non-executive directors should scrutinise the performance of the executive management in meeting agreed goals and objectives, receive adequate information and monitor the reporting of performance. They should satisfy themselves as to the integrity of financial, clinical and other information, and make sure that financial and clinical quality controls, and systems of risk management and governance, are robust and implemented.

Non-executive directors are responsible for determining appropriate levels of remuneration of executive directors and have a prime role in appointing and, where necessary, removing executive directors, and in succession planning.

The board of directors should operate a code of conduct that builds on the values of the NHS foundation trust and reflect high standards of probity and responsibility. The board of directors should follow a policy of openness and transparency in its proceedings and decision-making unless this is in conflict with a need to protect the wider interests of the public or the NHS foundation trust (including commercial-in-confidence matters) and make clear how potential conflicts of interest are dealt with.

PRINCIPAL DUTIES AND RESPONSIBILITIES

- Commit to working to, and encouraging, the highest standards of probity, integrity and governance within the Trust and contribute to ensuring that the Trust’s internal governance arrangements conform with best practice and statutory requirements;
- Within the context of a Unitary Board, provide independent judgement and advice on issues of strategy, vision, performance, resources and standards of conduct and constructively challenge, influence and help the Executive Board develop proposals on such strategies;
- Meet agreed goals and objectives;
- In accordance with agreed Board procedures, monitor the performance and conduct of management in meeting agreed goals and objectives and statutory responsibilities, including the preparation of annual reports and annual accounts and other statutory duties;
- Obtain comfort that financial information is accurate and that financial controls and risk management systems are robust and defensible;
- Contribute to the determination of appropriate levels of remuneration for Executive Directors;
- To be a member of Committees established by the board of directors to exercise delegated responsibility;
- As a member of Board Committees, appoint, remove, support, encourage and where appropriate ‘mentor’ senior executives.
• Bring independent judgement and experience based on clinical expertise from outside the Trust and apply this to the benefit of the Trust, its stakeholders and its wider community;

• Assist fellow Directors in setting the Trust’s strategic aims, ensuring that the necessary financial and human resources are in place for the trust to meet its objectives, and that performance is effectively monitored and reviewed;

• Assist fellow Directors in providing entrepreneurial leadership to the trust within a framework of prudent and effective controls, which enable risks to be assessed and managed;

• Assist fellow Directors in setting the Trust’s values and standards and ensure that its obligations to its stakeholders and the wider community are understood and fairly balanced at all times; and

• Engage positively and collaboratively in Board discussion of agenda items and act as an ambassador for the Trust in engagement with stakeholders including the local Community, dealing with the media when appropriate.

REMUNERATION

As with all Non-Executive Directors remuneration, as determined by the Governors Nominations and Remuneration Committee, and approved by the Council of Governors, is (as decided by Governors Nomination and Remuneration Committee) per annum.

The Non-Executive Director is expected to work for a minimum of 3 days per month.

Remuneration is taxable under Schedule E and subject to Class I National Insurance contributions. It is not pensionable.

The Non-Executive Director is also eligible to claim allowances, currently in line with rates set by the Trust, for travel and subsistence costs necessarily incurred on Trust business.

The Governors Nominations and Remuneration Committee will review and recommend levels of future remuneration, subject to Council of Governors’ final approval.

APPOINTMENT, TENURE AND TERMINATION OF OFFICE

The Non-Executive Director shall be appointed (and, where necessary, re-appointed or removed) by the Council of Governors.

The term of office is for an initial 3 Years with the potential to renew the appointment after that for up to a further three years. Only in exceptional circumstances can the term served exceed 6 years.

This post is a public appointment or statutory office and is not subject to the provisions of employment law. The Chairman is an appointee not an employee. To ensure that public service values are maintained at the heart of the NHS, all Directors are required, on
appointment, to agree to and abide by the Code of Conduct for the Trust’s Board of Directors and comply with the Fit & Proper Persons’ requirements.
JOB DESCRIPTION

**Job Title:** Vice Chair

**Accountable to:** Chairman

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**ROLE SUMMARY**

The NHS Foundation Trust Constitution requires the Council of Governors (the Council) to appoint a Vice Chair to deputise for and support the Trust Chairman as necessary.

**PRINCIPAL DUTIES**

In addition to the role of any Non-Executive Director the Vice Chair shall normally preside at meetings of the Board of Directors in the following circumstances:

a) when the Trust Chairman is unavailable to Chair; or

b) on occasions when the Trust Chairman declares an interest that prevents him from taking part in the consideration or discussion of a matter before the Board of Directors.

The Vice Chair shall normally preside at meetings of the Council of Governors in the following circumstances:

a) when there is a need for someone to have the authority to chair any meeting of the Council when the Chair is not present;

b) when the remuneration, allowance and other terms and conditions of the Trust Chairman are being considered;

c) when the appointment of the Trust Chairman is being considered, should the current Chairman be a candidate for re-appointment;

d) on occasions when the Trust Chairman declares an interest that prevents him from taking part in the consideration or discussion of a matter before the Council.

The Vice Chair shall not be a member of the Council of Governors.
The Vice Chair may also be the Senior Independent Director

REMUNERATION

There are currently no additional payments in respect of the role of Vice chair. As with all Non-Executive Directors remuneration, as determined by the Governors Nominations and Remuneration Committee, and approved by the Council of Governors, is (as decided by Governors Nomination and Remuneration Committee) per annum.

APPOINTMENT, TENURE AND TERMINATION OF OFFICE

The Vice Chair shall be appointed (and, where necessary, re-appointed or removed) by the Council of Governors in conjunction with the Chair.

The term of office for the Vice Chair shall be the same as the term of office for which the Non-Executive Director (holding office as Vice Chair) has been appointed to the Board of Directors.

In addition to this Role Description, the Vice Chair shall comply with the Role Description for Non-Executive Directors and any Code of Conduct or other relevant policies approved by the Council.
ROLE DESCRIPTION

Job Title: Senior Independent Director

Accountable to: The Council of Governors/Trust Board

BACKGROUND

The role of Senior Independent Director is not mandated but it is deemed to be good practice for NHS Foundation Trusts to identify one of the Non-Executive Directors as the Senior Independent Director. The Senior Independent Director is a Non-Executive Director who is considered by the Board of Directors to fulfil the criteria of “independence”. The Chairman is not eligible to be the Senior Independent Director, nor is the Vice Chairman when acting as Chairman of the Trust due to the need for the role to be independent of the Chairman.

The Senior Independent Director will normally be appointed for the remaining term of Office that the appointed Non-Executive Director has.

THE ROLE

In addition to their role of Non-Executive Director the Senior Independent Director is expected to set the Chairman’s objectives, carry out the Chairman’s Personal Development Review including agreeing their objectives and assure the governors that the chairman is performing his/her role effectively. They are also a point of contact with the Board of Directors where normal avenues are not appropriate. To do this they will

- lead a meeting of the Non-Executive Directors, without the Chairman present, at least annually, to appraise the Chairman’s performance (taking into account the views of the Executive Directors).

- make her/himself available for confidential discussions with other Non-Executive Directors and Governors who may have concerns which they believe have not been properly considered by the Board as a whole.

- act as a point of contact for Members and other stakeholders with concerns which contact through the normal channels has failed to resolve or for which such contact is inappropriate.
• lead the performance evaluation of the chairperson, within a framework agreed by the council of governors and taking into account the views of directors and governors.

• play a key role in supporting the Chairman in leading the Trust Board particularly in the area of Board Development, and acting as a 'sounding board' and a source of advice for the Chairman where necessary

• work with the Chairman and other Directors to resolve significant issues

• provide mentoring and/or support to new Board directors as required.

• attend Governors meetings to gain a balanced understanding of the issues which are important to them

REMUNERATION

There are no additional payments in respect of this role and as with all Non-Executive Directors remuneration, is determined by the Governors Nominations and Remuneration Committee, and approved by the Council of Governors

APPOINTMENT, TENURE AND TERMINATION OF OFFICE

The Senior Independent Director is appointed by the Governors Nominations and Remuneration Committee and ratified by the Council of Governors.

The term of office shall be the same as the term of office for which the Non-Executive Director (holding the office) has been appointed to the Board of Directors. An existing Non-Executive Director can be appointed to the role.

In addition to this Role Description, they will comply with the Role Description for Non-Executive Directors and any Code of Conduct or other relevant policies approved by the Council of Governors.
ROLE DESCRIPTION

Job Title: Audit Chair (Non-Executive Director)

Accountable to: Chairman

Key Relationship: Chair/Director of Finance/Director of organisational Effectiveness

Background

The role

The Chairman of the Audit Committee leads the audit committee (the "Audit Committee") in all aspects of its work and is responsible to effectively manage the affairs of the Audit Committee and ensure that it is properly organised and functions efficiently. The Chairman of the Audit Committee is appointed by the Governors.

The primary responsibilities of the Chairman of the Audit Committee are to ensure that:

- There are robust procedures, systems and processes to govern the Audit Committee's work and ensure the Audit Committee fully discharges its duties;
- ensure that there is an effective relationship between management and the members of the Audit Committee;
- in consultation with the chair, the chief executive officer and the company secretary determine the frequency, dates and locations of meetings of the Audit Committee;
- report to the Board on the matters reviewed by, and on any decisions or recommendations of, the Audit Committee at the next meeting of the Board following any meeting of the Audit Committee;
- with the lead executive, ensure the proper flow of information to the Audit Committee;
- chair meetings of the Audit Committee and encourage a free and open discussion at the meetings;
- with the executive lead prepare the Audit Committee meeting agendas to ensure all required business is brought before the Audit Committee to enable it to efficiently carry out its duties and responsibilities;
- ensure, in consultation with the lead executive and the, that all items requiring the Audit Committee's approval are appropriately tabled;
- review the annual assessment of the Audit Committee and take the measures to correct the weaknesses underlined by the assessment;
Relevant Guidance

Terms of Reference for the Audit Committee (attached as Appendix 1)
Corporate Handbook

REMUNERATION

There are additional payments in respect of this role and as with all Non-Executive Directors remuneration, is determined by the Governors Nominations and Remuneration Committee, and approved by the Council of Governors

APPOINTMENT, TENURE AND TERMINATION OF OFFICE

The Audit Chair is appointed by the Governors Nominations and Remuneration Committee and ratified by the Council of Governors.

The term of office shall be the same as the term of office for which the Non-Executive Director (holding the office) has been appointed to the Board of Directors.

In addition to this Role Description, they will comply with the Role Description for Non-Executive Directors and any Code of Conduct or other relevant policies approved by the Council of Governors.
ROLE DESCRIPTION

Job Title: Chair of the Quality Committee (Non-Executive Director)

Accountable to: Chairman

Key Relationship: Director of Strategy and Organisational Effectiveness/Chief Nurse and Executive Director of Clinical Operations/Medical Director/Non-Executive Director Lead for Quality

BACKGROUND

In order to discharge its duties the Board of Directors has established a number of Subcommittees of the Board. The Quality Committee has a range of duties and responsibilities delegated to it. These are set out in the Terms of Reference.

The role of Chair

The Chairman of the Quality Committee is the Non-Executive Director lead for the Quality Committee and is responsible for effectively managing the affairs of the Quality Committee and ensuring that it is properly organised and functions efficiently.

The primary responsibilities of the Chairman of the Quality Committee are to ensure that:

- There are robust procedures, systems and processes to govern the Quality Committee's work and ensure the Quality Committee fully discharges its duties;
- ensure that there is an effective relationship between the members of the Quality Committee;
- in consultation with the lead Executive Director, the chair and the company secretary determine the frequency, dates and locations of meetings of the Quality Committee;
- report to the Board on the matters reviewed by, and on any decisions or recommendations of, the Quality Committee at the next meeting of the Board following any meeting of the Quality Committee;
- with the lead executive, ensure the proper flow of information to the Quality Committee;
- chair meetings of the Quality Committee and encourage a free and open discussion at the meetings;
• with the executive lead and in conjunction with the Non-Executive Director lead for Quality agree the Quality Committee meeting agendas to ensure all required business is brought before the Quality Committee to enable it to efficiently carry out its duties and responsibilities;

• review the annual assessment of the Quality Committee and take the measures to correct the weaknesses underlined by the assessment;

REMUNERATION

There are no additional payments in respect of this role and as with all Non-Executive Directors remuneration, is determined by the Governors Nominations and Remuneration Committee, and approved by the Council of Governors

APPOINTMENT, TENURE AND TERMINATION OF OFFICE

The Audit Chair is appointed by the Chair, the term of office shall be the same as the term of office for which the Non-Executive Director (holding the office) has been appointed to the Board of Directors.

In addition to this Role Description, they will comply with the Role Description for Non-Executive Directors and any Code of Conduct or other relevant policies approved by the Council of Governors.
ROLE DESCRIPTION

Job Title: Non-Executive Director - Quality and Safety

Accountable to: Chair

Key Relationship: Chair/Executive Director Clinical Operations and Chief Nurse/Medical Director

Background

The Francis Report, the Keogh Review into Mortality Outliers and more recently the findings of the Care Quality Commission (CQC) report *Learning, candour and accountability: A review of the way NHS trusts review and investigate the deaths of patients in England* have highlighted that learning from deaths was not being given sufficient priority in some organisations and consequently valuable opportunities for improvements in care and outcomes for patients were being missed. The Care Quality Commission report also pointed out that there is more we can do to engage families and carers and to recognise their insights as a vital source of learning.

Understanding and tackling this issue will not be easy, but it is the right thing to do. There will be legitimate debates about deciding which deaths to review, how the reviews are conducted, the time and team resource required to do it properly, the degree of avoidability and how executive teams and boards should use the findings.

This first edition of *National Guidance on Learning from Deaths* aims to kickstart a national endeavour. Its purpose is to help initiate a standardised approach across the NHS.

Guidance on Board Leadership

The board of directors of an NHS Trust or Foundation Trust is collectively responsible for ensuring the quality and safety of healthcare services delivered by the Trust, and in the case of a Foundation Trust taking into consideration the views of the board of governors.

Each Board should ensure that their organisation:

- has an existing board-level leader acting as patient safety director to take responsibility for the learning from deaths agenda
- and an existing non-executive director to take oversight of progress;
- pays particular attention to the care of patients with a learning disability or mental health needs;
- has a systematic approach to identifying those deaths requiring review and selecting other patients whose care they will review;
• adopts a robust and effective methodology for case record reviews of all selected deaths (including engagement with the LeDeR programme) to identify any concerns or lapses in care likely to have contributed to, or caused, a death and possible areas for improvement, with the outcome documented;

• ensures case record reviews and investigations are carried out to a high quality, acknowledging the primary role of system factors within or beyond the organisation rather than individual errors in the problems that generally occur;

• ensures that mortality reporting in relation to deaths, reviews, investigations and learning is regularly provided to the board in order that the executives remain aware and non-executives can provide appropriate challenge. The reporting should be discussed at the public section of the board level with data suitably anonymised;

• ensures that learning from reviews and investigations is acted on to sustainably change clinical and organisational practice and improve care, and reported in annual Quality Accounts;

• shares relevant learning across the organisation and with other services where the insight gained could be useful;

• ensures sufficient numbers of nominated staff have appropriate skills through specialist training and protected time as part of their contracted hours to review and investigate deaths;

• offers timely, compassionate and meaningful engagement with bereaved families and carers in relation to all stages of responding to a death;

• acknowledges that an independent investigation (commissioned and delivered entirely separately from the organisation(s) involved in caring for the patient) may in some circumstances be warranted, for example, in cases where it will be difficult for an organisation to conduct an objective investigation due to its size or the capacity and capability of the individuals involved;

• works with commissioners to review and improve their respective local approaches following the death of people receiving care from their services. Commissioners should use information from providers from across all deaths, including serious incidents, mortality reviews and other monitoring, to inform their commissioning of services. This should include looking at approaches by providers to involving bereaved families and carers and using information from the actions identified following reviews and investigations to inform quality improvement and contracts etc.

All Trust directors, executive and non-executive play a key role in ensuring the trust is learning from problems in healthcare identified through reviewing or investigating deaths or other incidents.

As a critical friend, non-executive directors have a duty to hold their organisation to account for its approach and attitude to patient safety and experience, including learning from all deaths, particularly those assessed as having been avoidable

The role of the nominated Non-Executive Director (NED) is to take a particular interest in the Safety and Quality agenda and support the Non-Executive Directors to carry out their duties such that ;

CG-17-29 Framework for Appointing Non-Executive Directors and holding them to account
• there is appropriate challenge in respect of quality and safety is made
• with the Chair of the Quality Committee the committee delegated by the Board to
  consider such matters functions effectively, overseeing the systems and
  processes that support the delivery of high quality and safe care and that lessons
  are learned when things do go wrong.
• they have sufficient assurance that clinical quality controls and systems of risk
  management, for example, are robust and defensible.

Guidance and Information relevant to the role
National Guidance on Learning from Deaths

• The Francis Report - Report of the Mid Staffordshire NHS Foundation Trust
  Public Inquiry
• The Keogh Review into High Mortality rates in 14 NHS Hospitals
• Learning, candour and accountability A review of the way NHS trusts review and
  investigate the deaths of patients in England
• A Framework for NHS Trusts and NHS Foundation Trusts on Identifying,
  Reporting, Investigating and Learning from Deaths in Care March 2017

REMUNERATION

There are no additional payments in respect of this role and as with all Non-Executive Directors
remuneration, is determined by the Governors Nominations and Remuneration Committee, and
approved by the Council of Governors

APPOINTMENT, TENURE AND TERMINATION OF OFFICE

The lead for Quality and Safety shall be appointed by the Chair

The term of office shall be the same as the term of office for which the Non-Executive
Director (holding the office) has been appointed to the Board of Directors, or when the Chair
and NEDs agree changes to individual Non-Executive Director portfolios.

In addition to this Role Description, they will comply with the Role Description for Non-Executive
Directors and any Code of Conduct or other relevant policies approved by the Council of
Governors.
ROLE DESCRIPTION

Measures

Job Title: Non-Executive Director Security Management

Accountable to: Chair

Key Relationship: Chair/Security management Director

Ned Role in Security Management Measures

Background

The requirement for an NED is set out in Secretary of State Directions to NHS Bodies on Security Management Measures 2004 (amended 2006).” The Secretary of State’s Directions and Guidance from NHS Protect suggests that it is good practice for the Chairman to nominate a Non-Executive Director to act as the “champion” for security management on the Board. It is intended that this provides support to the executive lead or Security Management Director.

Appendix 1 contains an extract from the Directions and the Guidance highlighting the role of the Non-Executive Director. This role description sets out the expectations of that Non-Executive Director, and the commitment required.

The role of the nominated Non-Executive Director (NED) is, in addition to their general role as a Non-Executive Director, to;

- promote and champion security management work at Board level.
- carry out this function at the Audit Committee
- give support to, and, where appropriate, challenge the Security Management Director on issues relating to security management at Executive Board level.
- raise the profile of security management within the Non-Executive Director group
- provide additional assurance to the board that they are satisfied that policies, procedures and systems to protect workers and patients are implemented and
• meet with the Security Management Director at least once per annum and
to attend meetings as requested by them

Other Guidance and Information relevant to the role

• Secretary of State Directions on NHS Security Management Measure March
  2004 and subsequent guidance

• Health and Safety and Work Act 1974.
• Data Protection Act 1998.
• Management of Health and Safety at Work Regulations.
• North West Boroughs Healthcare NHS Foundation Trust, Security Procedure.
• North West Boroughs Healthcare NHS Foundation Trust, Management of Health
  and Safety and Work Policy.
• North West Boroughs Healthcare NHS Foundation Trust, Risk Management
  Audit Tool.
• North West Boroughs Healthcare NHS Foundation Trust, Probity Manual.
• North West Boroughs Healthcare NHS Foundation Trust, Prevention and
  Management of Violence at Work Policy.
• North West Boroughs Healthcare NHS Foundation Trust, Prevention and
  Management of Violence at Work Procedure.
• North West Boroughs Healthcare NHS Foundation Trust, CCTV Procedure.
• North West Boroughs Healthcare NHS Foundation Trust, Information Security
  and Confidentiality Policy.
• North West Boroughs Healthcare NHS Foundation Trust Major Incident Plan.
• North West Boroughs Healthcare NHS Foundation Trust Lockdown Procedure
• North West Boroughs Healthcare Security Procedure
• North West Boroughs Healthcare Risk Management Policy and Procedure
• North West Boroughs Healthcare Incident Reporting Policy and Procedures
• North West Boroughs Healthcare CCTV Procedure
• North West Boroughs Healthcare Search Policy

audited/reviewed as necessary through the risk management and governance
arrangements that exist
REMUNERATION

There are no additional payments in respect of this role and as with all Non-Executive Directors remuneration, is determined by the Governors Nominations and Remuneration Committee, and approved by the Council of Governors.

APPOINTMENT, TENURE AND TERMINATION OF OFFICE

The lead for Security Management Measures shall be appointed by the Chair.

The term of office shall be the same as the term of office for which the Non-Executive Director (holding the office) has been appointed to the Board of Directors, or when the Chair and NEDs agree changes to individual Non-Executive Director portfolios.

In addition to this Role Description, they will comply with the Role Description for Non-Executive Directors and any Code of Conduct or other relevant policies approved by the Council of Governors.
EXTRACT FROM GUIDANCE FOR TRUSTS

Explanatory notes for NHS Security Management Roles and Responsibilities
April 2009

1. Introduction

1.1 The Security Management Service (SMS) is part of the Counter Fraud and Security Management Service (CFSMS), a division of the NHS Business Services Authority (a Special Health Authority). It has overall responsibility for all policy and operational matters related to the management of security in the NHS. On behalf of the Secretary of State for Health, it determines the policies, legal framework, operational guidance and minimum standards necessary to provide a secure environment for the NHS. It also gives central and regional support to those charged with security management work in health bodies, so these standards can be met. Areas of priority action include tackling violence against NHS staff; security of drugs, prescription forms and hazardous materials; security of NHS property and assets; and security of maternity and paediatric units.


1.3 Two national legal frameworks were introduced, in November 2003 (amended 2006) and March 2004 (amended 2006), for taking forward work to tackle violence and general security management issues. The first, on tackling violence against staff and professionals who work in or provide services to the NHS, details the requirements for: new concise, consistent, legally-based definitions for staff to report physical and non-physical assaults a new streamlined national system for reporting/recording physical assaults health bodies to nominate a Security Management Director to the Executive Board training for the new role of Local Security Management Specialist (LSMS), which began in June 2004, with the first LSMSs accredited in October 2004 the creation of the NHS SMS Legal Protection Unit (LPU).

1.4 The second framework introduced the requirement for each NHS health body to nominate an LSMS to undergo professional accredited training to ensure that the highest standards can be applied to security management work locally.

1.5 Security management arrangements for Foundation Trusts are detailed within the Standard NHS Contracts, section 43 (see www.dh.gov.uk for further information).

2. The role of the Security Management Director (SMD)

2.1 It is the responsibility of the Chair/Chief Executive of all NHS health bodies to designate an Executive Director or Officer to the role of SMD. The SMD must be
a voting member of the trust board and ensure that adequate security management provision is made in their NHS health body, as specified particularly in paragraphs 2 and 7 of the Secretary of State Directions to NHS Bodies on Security Management Measures 2004 (amended 2006). Final responsibility for security management remains with the SMD, regardless of whether or not the LSMS and/or security staff are directly employed by the health body or provided by an external contractor.

2.2 Details of the person designated to the role of SMD must be provided to the NHS SMS within seven days of the designation being made. The SMD must emphasise the security management needs of the NHS health body at Executive Board level. This ensures that responsibilities are taken seriously at the highest level, enabling compliance with Secretary of State Directions and NHS SMS guidance.

3. The role of the nominated Non-Executive Director (NED)

3.1 It is the responsibility of the Chair/Chief Executive of all NHS health bodies to designate a non-Executive Director or non-officer member to promote and champion security management work at Board level. The NED must be a voting member of the trust board give support and, where appropriate, challenge the SMD on issues relating to security management at Executive Board level. The requirement for an NED is set out in Secretary of State Directions to NHS Bodies on Security Management Measures 2004 (amended 2006).

4. The role of the Local Security Management Specialist (LSMS)

4.1 The SMD has overall responsibility for the nomination and appointment of a suitable individual to the role of LSMS for their NHS health body and for subsequent liaison with and monitoring of the LSMS, ensuring security management work is of the highest standard – whether the LSMS is employed by the NHS health body or an accredited external contractor.

4.2 The nominated individual must undergo propriety checking and the accredited LSMS training provided by the CFSMS. An LSMS may be employed internally, shared with neighbouring NHS health bodies or employed through an external contractor such as an audit consortium.

4.3 The LSMS provision must be suitable for the individual NHS health body and its needs. Nominations must consider local issues such as size and type of trust, number of security staff on-site and budgetary restraints. The SMD should ensure that the LSMS has the time and resources needed to fulfil their responsibilities.

4.4 SMDs in mental health and ambulance trusts must ensure nominated LSMSs have a specialist understanding of these environments so they can manage specific issues such as a higher incidence of physical and non-physical assaults.
4.5 The SMD must oversee all security management work but the line management of the LSMS may be delegated. The work plan must be agreed and signed off by both SMD and LSMS before submission to the NHS SMS.

4.6 At the end of the financial year, the annual report of security management work based on the work plan achievements must be agreed and signed off by the SMD and LSMS before it is submitted to the NHS SMS.

4.7 The LSMS has an important role in ensuring that the NHS health body complies with Secretary of State Directions and any further guidance from the NHS SMS.

4.8 Each NHS health body must enable its LSMS to attend its audit, risk management and health and safety committees.

5. The support provided to the SMD and their NHS health body

5.1 Support for the SMD is, in the main, provided by the NHS SMS. Within the NHS SMS, there are specific teams with specialist knowledge and expertise:

5.2 **Area Security Management Specialists (ASMSs)** provide operational support to ensure health bodies deliver consistently high quality security management work.

5.3 **The Systems Development Team** manages and maintains the NHS SMS database, which holds health body data such as nominated LSMS and SMD details. It also manages the Physical Assault Reporting System (PARS), providing feedback on and support in reported cases.

5.4 **The Legal Protection Unit** gives health bodies’ free and consistent advice on a range of sanctions that can be taken against those who assault staff and professionals in the NHS. When it is agreed that sanctions should be pursued, the NHS SMS will share the cost of the legal action in criminal cases.

5.5 Support is also provided through material available on the NHS SMS website; secure extranet and the *NHS Security Management Manual*. All can be accessed via [www.nhsbsa.nhs.uk/security](http://www.nhsbsa.nhs.uk/security); however, only accredited LSMSs can access the restricted area, using a password issued by the NHS SMS.

6. Quality assurance and Care Quality Commission (CQC) Concordat

6.1 As a signatory to the CQC concordat (formerly Healthcare Commission), the NHS SMS is sharing a range of security management information so the CQC can cross-check the public declarations of NHS health bodies under Core Standard C20a against their security management provision. This data includes key performance indicator information about structure, training, reporting, work planning and annual reporting.

6.2 The CQC assesses health bodies’ compliance with standard C20a. If health bodies are deemed to be at high risk of non-compliance (in particular, if there are discrepancies between information provided by the NHS SMS and the declarations of NHS health body boards), it will inspect a sample of organisations to see if they are meeting the required security management standards.
6.3 NHS SMS also works closely with concordat partners to progress the security management agenda. The NHS Litigation Authority assesses NHS health bodies against risk management standards which covers safe and secure environment. The Health and Safety Executive enforces health and safety legislation and can serve improvement notices to NHS health bodies on a number of areas, including poor risk assessment and lack of suitable arrangements to protect staff from violence and aggression.

7. Data protection and confidentiality

7.1 SMDs must understand the Data Protection Act 1998, Human Rights Act 1998 and common law as regards confidentiality. They must know how the various exemptions contained in the legislation and the public interest justification enable data to be shared legally to support the work of the LSMS, NHS SMS and LPU.

7.2 For more details, see guidance such as the *NHS Confidentiality Code of Practice* (which replaced HSG (96)18/LASSL (96) 5 – The Protection and Use of Patient Information). Specific advice can be sought from the LPU. Most of the above provide legitimate avenues for voluntary disclosure. The Health Act 2006, however, introduces powers compelling the provision of information.

8. SMD liaison with the police at strategic level

8.1 In 1998, the Crime and Disorder Act enshrined in statute the concept of joint working to prevent and reduce crime, disorder and anti-social behaviour. It required local authorities, the police, the National Probation Service, fire and rescue services and health services to work together to tackle crime locally.

8.2 The government’s agenda for community crime partnerships includes Crime and Disorder Reduction Partnerships, Neighbourhood Policing and police-led Community Safety Accreditation Schemes.

8.3 The NHS SMS’s memorandum of understanding with ACPO (www.nhsbsa.nhs.uk/security) encourages cooperation of the NHS and police at policy and operational levels.

8.4 SMDs should build on relations with local police and community partnerships, and encourage their LSMS to engage in the operational aspects of community partnerships wherever possible. SMDs can contact their ASMS for help with building community relationships.

Useful contact information

- Website: www.nhsbsa.nhs.uk/security
- General enquiries: securitymanagement@cfsms.gsi.gov.uk
- Legal Protection Unit: lpu@cfsms.gsi.gov.uk
- Communications and Business Development Unit (press & media enquires): cbdu@cfsms.gsi.gov.uk
Explanatory notes for NHS Security Management Roles and Responsibilities
April 2009

1 Introduction

1.1 The Security Management Service (SMS) is part of the Counter Fraud and Security Management Service (CFSMS), a division of the NHS Business Services Authority (a Special Health Authority). It has overall responsibility for all policy and operational matters related to the management of security in the NHS. On behalf of the Secretary of State for Health, it determines the policies, legal framework, operational guidance and minimum standards necessary to provide a secure environment for the NHS. It also gives central and regional support to those charged with security management work in health bodies, so these standards can be met. Areas of priority action include tackling violence against NHS staff; security of drugs, prescription forms and hazardous materials; security of NHS property and assets; and security of maternity and paediatric units.


1.3 Two national legal frameworks were introduced, in November 2003 (amended 2006) and March 2004 (amended 2006), for taking forward work to tackle violence and general security management issues. The first, on tackling violence against staff and professionals who work in or provide services to the NHS, details the requirements for: new concise, consistent, legally-based definitions for staff to report physical and non-physical assaults a new streamlined national system for reporting/recording physical assaults health bodies to nominate a Security Management Director to the Executive Board training for the new role of Local Security Management Specialist (LSMS), which began in June 2004, with the first LSMSs accredited in October 2004 the creation of the NHS SMS Legal Protection Unit (LPU).

1.4 The second framework introduced the requirement for each NHS health body to nominate an LSMS to undergo professional accredited training to ensure that the highest standards can be applied to security management work locally.

1.5 Security management arrangements for Foundation Trusts are detailed within the Standard NHS Contracts, section 43 (see www.dh.gov.uk for further information).
2 The role of the Security Management Director (SMD)

2.1 It is the responsibility of the Chair/Chief Executive of all NHS health bodies to designate an Executive Director or Officer to the role of SMD. The SMD must be a voting member of the trust board and ensure that adequate security management provision is made in their NHS health body, as specified particularly in paragraphs 2 and 7 of the Secretary of State Directions to NHS Bodies on Security Management Measures 2004 (amended 2006). Final responsibility for security management remains with the SMD, regardless of whether or not the LSMS and/or security staff are directly employed by the health body or provided by an external contractor.

2.2 Details of the person designated to the role of SMD must be provided to the NHS SMS within seven days of the designation being made. The SMD must emphasise the security management needs of the NHS health body at Executive Board level. This ensures that responsibilities are taken seriously at the highest level, enabling compliance with Secretary of State Directions and NHS SMS guidance.

3. The role of the nominated Non-Executive Director (NED)

3.1 It is the responsibility of the Chair/Chief Executive of all NHS health bodies to designate a non-Executive Director or non-officer member to promote and champion security management work at Board level. The NED must be a voting member of the trust board give support and, where appropriate, challenge the SMD on issues relating to security management at Executive Board level. The requirement for an NED is set out in Secretary of State Directions to NHS Bodies on Security Management Measures 2004 (amended 2006).

4. The role of the Local Security Management Specialist (LSMS)

4.1 The SMD has overall responsibility for the nomination and appointment of a suitable individual to the role of LSMS for their NHS health body and for subsequent liaison with and monitoring of the LSMS, ensuring security management work is of the highest standard – whether the LSMS is employed by the NHS health body or an accredited external contractor.

4.2 The nominated individual must undergo propriety checking and the accredited LSMS training provided by the CFSMS. An LSMS may be employed internally, shared with neighbouring NHS health bodies or employed through an external contractor such as an audit consortium.

4.3 The LSMS provision must be suitable for the individual NHS health body and its needs. Nominations must consider local issues such as size and type of trust, number of security staff on-site and budgetary restraints. The SMD should ensure that the LSMS has the time and resources needed to fulfil their responsibilities.
4.4 SMDs in mental health and ambulance trusts must ensure nominated LSMSs have a specialist understanding of these environments so they can manage specific issues such as a higher incidence of physical and non-physical assaults.

4.5 The SMD must oversee all security management work but the line management of the LSMS may be delegated. The work plan must be agreed and signed off by both SMD and LSMS before submission to the NHS SMS.

4.6 At the end of the financial year, the annual report of security management work based on the work plan achievements must be agreed and signed off by the SMD and LSMS before it is submitted to the NHS SMS.

4.7 The LSMS has an important role in ensuring that the NHS health body complies with Secretary of State Directions and any further guidance from the NHS SMS.

4.8 Each NHS health body must enable its LSMS to attend its audit, risk management and health and safety committees.

5 The support provided to the SMD and their NHS health body

5.1 Support for the SMD is, in the main, provided by the NHS SMS. Within the NHS SMS, there are specific teams with specialist knowledge and expertise:

5.3 **Area Security Management Specialists (ASMSs)** provide operational support to ensure health bodies deliver consistently high quality security management work.

5.4 **The Systems Development Team** manages and maintains the NHS SMS database, which holds health body data such as nominated LSMS and SMD details. It also manages the Physical Assault Reporting System (PARS), providing feedback on and support in reported cases.

5.5 **The Legal Protection Unit** gives health bodies’ free and consistent advice on a range of sanctions that can be taken against those who assault staff and professionals in the NHS. When it is agreed that sanctions should be pursued, the NHS SMS will share the cost of the legal action in criminal cases.

5.6 Support is also provided through material available on the NHS SMS website; secure extranet and the *NHS Security Management Manual*. All can be accessed via [www.nhsbsa.nhs.uk/security](http://www.nhsbsa.nhs.uk/security); however, only accredited LSMSs can access the restricted area, using a password issued by the NHS SMS.

6 Quality assurance and Care Quality Commission (CQC) Concordat

6.1 As a signatory to the CQC concordat (formerly Healthcare Commission), the NHS SMS is sharing a range of security management information so the CQC can cross-check the public declarations of NHS health bodies under Core Standard C20a against their security management provision. This data includes key performance indicator information about structure, training, reporting, work planning and annual reporting.

6.1 The CQC assesses health bodies’ compliance with standard C20a. If health bodies are deemed to be at high risk of non-compliance (in particular, if there are
discrepancies between information provided by the NHS SMS and the declarations of NHS health body boards), it will inspect a sample of organisations to see if they are meeting the required security management standards.

6.2 NHS SMS also works closely with concordat partners to progress the security management agenda. The NHS Litigation Authority assesses NHS health bodies against risk management standards which covers safe and secure environment. The Health and Safety Executive enforces health and safety legislation and can serve improvement notices to NHS health bodies on a number of areas, including poor risk assessment and lack of suitable arrangements to protect staff from violence and aggression.

7 Data protection and confidentiality

7.1 SMDs must understand the Data Protection Act 1998, Human Rights Act 1998 and common law as regards confidentiality. They must know how the various exemptions contained in the legislation and the public interest justification enable data to be shared legally to support the work of the LSMS, NHS SMS and LPU.

7.2 For more details, see guidance such as the NHS Confidentiality Code of Practice (which replaced HSG (96)18/LASSL (96) 5 – The Protection and Use of Patient Information). Specific advice can be sought from the LPU. Most of the above provide legitimate avenues for voluntary disclosure. The Health Act 2006, however, introduces powers compelling the provision of information.

8 SMD liaison with the police at strategic level

8.1 In 1998, the Crime and Disorder Act enshrined in statute the concept of joint working to prevent and reduce crime, disorder and anti-social behaviour. It required local authorities, the police, the National Probation Service, fire and rescue services and health services to work together to tackle crime locally.

8.2 The government’s agenda for community crime partnerships includes Crime and Disorder Reduction Partnerships, Neighbourhood Policing and police-led Community Safety Accreditation Schemes.

8.3 The NHS SMS’s memorandum of understanding with ACPO (www.nhsbsa.nhs.uk/security) encourages cooperation of the NHS and police at policy and operational levels.

8.4 SMDs should build on relations with local police and community partnerships, and encourage their LSMS to engage in the operational aspects of community partnerships wherever possible. SMDs can contact their ASMS for help with building community relationships.

Useful contact information

- Website: www.nhsbsa.nhs.uk/security
- General enquiries: securitymanagement@cfsms.gsi.gov.uk
- Legal Protection Unit: lpu@cfsms.gsi.gov.uk
Communications and Business Development Unit (press & media enquires):

cbdu@cfsms.gsi.gov.uk
ROLE DESCRIPTION

Job Title: Non-Executive Director Role (Mental Health Act)

Accountable to: Chair

Key Relationship: Associate Hospital Managers/"Mental Health Law Administrator"

Background

Under the Mental Health Act 1983 Non-Executive Directors have responsibilities in respect of the detention of patients under the Act. In this role the Non-Executive Directors are known as “Hospital Managers”.

Legislation allows the Trust to establish a Committee comprising of Non-Executive Director(s) of the Trust and/or appointed Associate Hospital Managers to carry out responsibilities under the Act.

It is the hospital managers who have the authority to continue to detain patients under the Act. They have the primary responsibility for seeing that the requirements of the Act are followed. In particular, they must ensure that patients are detained only as the Act allows, that their treatment and care accord fully with its provisions, and that they are fully informed of, and are supported in exercising, their statutory rights.

In this Trust the Governance arrangements under which this duty is discharged are set out in Appendix 1 but the policies include

- members of the panels are identified as non-executive directors and/or co-opted/appointed “associate hospital managers” approved by the Trust Board and appointed specifically for this purpose and who are not officers or employees of the organisation.

- The Hospital Managers retain a responsibility for the performance of their delegated duties and as such must monitor and ensure these duties are carried out in accordance with the Act and good practice standards. This is carried out on behalf of the Non-Executive Directors by the nominated lead Non-Executive Director.

- Section 23 under the MHA gives Hospital Managers the power of discharge of most detained patients except in the case of restricted patient.

- The power may be exercised on behalf of the Hospital Managers by three or more members of a committee or sub-committee. These are known as panels.

- They must adopt and apply a procedure which is fair and reasonable.
• They must not make irrational decisions, that is, decisions which no body of Hospital Managers, properly directing themselves as to the law and on the available information, could have made.

• They must not act unlawfully, that is contrary to the provisions of the Act, any other legislation and any applicable regulations

• The Trust or Authority retains the final responsibility for the proper performance of the Hospital Managers’ duties in considering whether or not patients should be discharged.

• The panel must have at least three members.

• The procedure for the conduct of the hearing is for the (Associate) Hospital Managers to decide, but generally it needs to balance informality against the rigors demanded by the importance of the task. The review should be conducted so as to ensure that the case for the discharging, or continuing to detain, the patient is properly considered.

• Non-Executive Directors and appointed members are not personally liable for decisions taken about the discharge of detained patients; liability will rest with the Trust as a body.

• The panels are supported at all times by a member of the mental health law Administrators team.

The role of the nominated Non-Executive Director is to;

• chair the Mental Health Implementation Group and attend the Mental Health Law Strategy Steering Group

• ensure that all associate hospital managers and panel chairs are recruited, trained and perform their function to an appropriate standard

• with a nominated experienced associate manager, ensure that performance reviews of all associate hospital managers are carried out at least bi-annually

• ensure that “Associate Hospital Managers” and the Mental Health Law team are provided with appropriate supervision

• assure the Board that all hearings are conducted fairly, transparently and expeditiously

• report via the Quality Committee to assure the Board that the powers laid out in section 23 of the Mental Health Act 1983 are properly discharged, providing a quarterly update report and a full annual report

• through the “Mental Health Law Administrator” satisfy themselves that we operate the Service Level Agreement with Alternative Futures appropriately

• raise any issues relating to the application of this element of the Mental health Act with the Chairman and/or the Board as necessary
• meet with Regulators as necessary in relation to this element of the Mental Health Act

REMUNERATION

There are no additional payments in respect of this role and as with all Non-Executive Directors remuneration, is determined by the Governors Nominations and Remuneration Committee, and approved by the Council of Governors

APPOINTMENT, TENURE AND TERMINATION OF OFFICE

The lead for the mental Health Act shall be appointed by the Chair.

The term of office shall be the same as the term of office for which the Non-Executive Director (holding the office) has been appointed to the Board of Directors, or when the Chair and NEDs agree changes to individual Non-Executive Director portfolios.

In addition to this Role Description, they will comply with the Role Description for Non-Executive Directors and any Code of Conduct or other relevant policies approved by the Council of Governors.

Other Guidance and Information relevant to the role

Mental Health Act 1983
Mental Health Act Polices - Guidelines for the Formal Delegation of Managers Duties under the Mental Health Act 1983 (as amended by the MHA 2007)

Relevant Trust Policies and Procedures
Governance diagrams

- The 3 Mental Health Law Forums cover all 5 Boroughs; these multi-agency meetings are chaired by the Mental Health Law Administrators with representatives from the Police Services, Local Authorities and Ambulance Services. The meeting covers all local issues regarding Mental Health Law.

- This group meets quarterly and is responsible for overseeing the application of the Mental Health Act 1983 (as amended). Chaired by a Non-Executive Director, and attended by Associate Hospital Managers appointed by the Trust, Senior Trust Management and the Trust's Mental Health Law Service.

- This multi-agency group oversees and steers the application of the Mental Health Law, on behalf of the Trust. The group meets quarterly, chaired by the Director of Operations and Integration with representation from Local Authorities, Police Services and Ambulance Service.
COUNCIL OF GOVERNOR’S REPORT

DATE OF BOARD MEETING: 3 May 2017

TITLE OF REPORT: Change to Constitution

PURPOSE OF REPORT: To provide the Council of Governors with amendments to the Trust’s Constitution to reflect the Trust name change from 5 Boroughs Partnership NHS Foundation Trust to North West Boroughs Healthcare NHS Foundation Trust from 1 April 2017.

KEY POINTS/TEAM BRIEF: The Trust Board approved the Trust’s change of name at the Trust Board meeting held on 27 March 2017 and also agreed for the change to be reflected in the Trust’s Constitution. These changes were subsequently approved at Trust Board meeting on 24 April 2017.

The Council of Governors approved the Trust’s change of name on 29 March 2017, and agreed for the change to be reflected in the Trust’s Constitution.

There are eight required changes to the Constitution; these are to the change of name only, it does not change the principals, duties or requirements set out within the Constitution.

ACCOUNTABLE DIRECTOR: Bernard Pilkington Chairman

RECOMMENDATIONS TO THE BOARD: The Council of Governors note and agree the proposed changes to the Constitution to reflect the Trust’s change of name from 1 April 2017.
Report to the Council of Governors
3 May 2017

Change to Constitution

1. INTRODUCTION

It is important that the name of the Trust is one to which all staff and service users can relate. During 2016/17 the Trust increased its geographic reach as a result of contracts won, this means the name 5 Boroughs Partnership no longer reflects the geography of the Trust.

This paper outlines the processes undertaken to change the Trust’s name and details the specific changes to the Trust’s Constitution.

2. PROCESS

At a Board development day on 27 January 2017 the Trust Board agreed to go to consultation on changing the name of the Trust; this decision was supported by the Council of Governors at its meeting on 1 February 2017.

A three-week consultation ran from 20 February to 12 March 2017, asking stakeholder, staff (including those transferring to the Trust in April and June), service users, carers and the general public to vote on their preferred name from the following three options approved by NHS Identity:

- North West Boroughs Care NHS Foundation Trust
- North West Boroughs Healthcare NHS Foundation Trust
- Cheshire, Merseyside and Greater Manchester NHS Foundation Trust

The results from the consultation were provided to the Trust Board on 27 March 2017, they showed a clear majority as 61 per cent favoured North West Boroughs Healthcare NHS Foundation. The Trust Board accepted the proposal to accept the clear majority response and to change the name of the Trust to North West Boroughs Healthcare NHS Foundation Trust from 1 April 2017.

Immediately following the Trust Board on 27 March 2017, the Council of Governors were informed of the consultation responses and outcome. On 29 March 2017 the Council of Governors agreed with the decision of the Trust Board based upon the outcome of the public consultation, they agreed to ratify the Trust’s change of name to; North West Boroughs Healthcare NHS Foundation Trust, effective from 1 April 2017; and I also agreed for name change to be reflected in the Trust’s Constitution.
On 24 April 2017 the Trust Board agreed to the changes in the constitution and once fully ratified by the Council of Governors, the Constitution will be changed and made available publically, on both the Trust and NHS Improvement website.

3. DETAIL

The details of the proposed amendments are contained in Appendix A to this paper. These changes are to the name only; they do not change the principals, duties or requirements set out within the Constitution.

4. RECOMMENDATIONS

The Council of Governors note and agree the proposed changes to the Constitution to reflect the Trust’s change of name from 1 April 2017.

Bernard Pilkington

Chairman
### Appendix A  Detailed changes to the Constitution

<table>
<thead>
<tr>
<th>Page / Clause</th>
<th>Old provision</th>
<th>New provision</th>
</tr>
</thead>
<tbody>
<tr>
<td>Front cover</td>
<td>5 Boroughs Partnership NHS Foundation Trust and Logo.</td>
<td>North West Boroughs Healthcare NHS Foundation Trust and Logo.</td>
</tr>
<tr>
<td>Table of Contents Header</td>
<td>5 Boroughs Partnership NHS Foundation Trust.</td>
<td>North West Boroughs Healthcare NHS Foundation Trust</td>
</tr>
<tr>
<td>2 Name</td>
<td>The name of the Foundation Trust is 5 Boroughs Partnership NHS Foundation Trust.</td>
<td>The name of the Foundation Trust is North West Boroughs Healthcare NHS Foundation Trust.</td>
</tr>
<tr>
<td>Annex 3</td>
<td>One Partnership Governor to be appointed by 5 Borough’s Staff Side Group. This group consists of accredited representatives of trade unions recognised by 5 Boroughs Partnership NHS Foundation Trust.</td>
<td>One Partnership Governor to be appointed by the Trust’s Staff Side Group. This group consists of accredited representatives of trade unions recognised by North West Boroughs Healthcare NHS Foundation Trust.</td>
</tr>
<tr>
<td>Annex 4</td>
<td>Part 7 – Final proceedings in contested and uncontested elections</td>
<td>Part 7 – Final proceedings in contested and uncontested elections</td>
</tr>
<tr>
<td></td>
<td>40. Declaration of result for contested elections – (1) In a contested election, when the result of the poll has been ascertained, the returning officer is to – (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the Council of Governors from the constituency, or class within a constituency, for which the election is being held to be elected, (b) give notice of the name of each candidate who he or she has declared elected–</td>
<td>40. Declaration of result for contested elections – (1) In a contested election, when the result of the poll has been ascertained, the returning officer is to – (a) declare the candidate or candidates whom more votes have been given than for the other candidates, up to the number of vacancies to be filled on the Council of Governors from the constituency, or class within a constituency, for which the election is being held to be elected, (b) give notice of the name of each candidate who he or she has declared elected–</td>
</tr>
<tr>
<td>Page / Clause</td>
<td>Old provision</td>
<td>New provision</td>
</tr>
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<td>---------------</td>
<td>-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------</td>
<td>-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>(i)</td>
<td>where the election is held under a proposed Constitution pursuant to powers conferred on the 5 Boroughs Partnership NHS Foundation Trust by section 4(4) of the 2003 Act, to the Chairman of the NHS Trust,</td>
<td>where the election is held under a proposed Constitution pursuant to powers conferred on the <strong>North West Boroughs Healthcare NHS Foundation Trust</strong> by section 4(4) of the 2003 Act, to the Chairman of the NHS Trust,</td>
</tr>
<tr>
<td>Annex 6</td>
<td><strong>ANNEX 6 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF COUNCIL OF GOVERNORS FOR 5 BOROUGHS PARTNERSHIP NHS FOUNDATION TRUST</strong></td>
<td><strong>ANNEX 6 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF COUNCIL OF GOVERNORS FOR NORTH WEST BOROUGHS HEALTHCARE NHS FOUNDATION TRUST</strong></td>
</tr>
<tr>
<td>Annex 7</td>
<td><strong>ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS FOR 5 BOROUGHS PARTNERSHIP NHS FOUNDATION TRUST</strong></td>
<td><strong>ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF THE BOARD OF DIRECTORS FOR NORTH WEST BOROUGHS HEALTHCARE NHS FOUNDATION TRUST</strong></td>
</tr>
<tr>
<td>Annex 7</td>
<td>1.2 Any expression to which a meaning is given in the National Health Service Act 2006 (the Act), or in regulations made under the Act, shall have the same meaning in these Standing Orders and in addition: 1.2.20 “Trust” 5 Boroughs Partnership NHS Foundation Trust.</td>
<td>1.2 Any expression to which a meaning is given in the National Health Service Act 2006 (the Act), or in regulations made under the Act, shall have the same meaning in these Standing Orders and in addition: 1.2.20 “Trust” North West Boroughs Healthcare NHS Foundation Trust.</td>
</tr>
</tbody>
</table>

End.
Approved minutes of the Membership & Communications Committee  
held on Monday 5 December 2016  
at Nightingale Meeting Room, Hollins Park, Hollins Lane, Winwick,  
Warrington, WA2 8WA  
Commencing at 2.00pm

<table>
<thead>
<tr>
<th>NAME</th>
<th>DESCRIPTION</th>
<th>PRESENT</th>
<th>APOLOGIES</th>
</tr>
</thead>
<tbody>
<tr>
<td>Andy Jones</td>
<td>Halton Constituency</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Chris Coffey</td>
<td>St Helens Constituency</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Chris Hugo</td>
<td>Warrington Constituency</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Chris Whittle</td>
<td>Knowsley Constituency</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Denis McFarland</td>
<td>Other Constituency</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Hazel Henriksen</td>
<td>Staff – Allied Health Professions</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Jacqui McGloin</td>
<td>Halton Constituency</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Jim Sinnott</td>
<td>Warrington Constituency</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>John Brennan</td>
<td>Wigan Constituency</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>John Richards</td>
<td>St Helens Constituency</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Marian Catalan</td>
<td>Staff - Medical</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Michael Ashley</td>
<td>Warrington Constituency</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Sheila Ratcliffe</td>
<td>Wigan Constituency</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Trevor Barton</td>
<td>Wigan Constituency</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>IN ATTENDANCE</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Fern Shields</td>
<td>Communications Officer</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Gemma Currall</td>
<td>Membership &amp; Involvement Administrator</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Jane Taylor-Holmes</td>
<td>Company Secretary</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Joanne Waldron</td>
<td>Digital Communications Officer</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Nicola Robinson</td>
<td>Assistant Company Secretary</td>
<td>✔️</td>
<td></td>
</tr>
<tr>
<td>Pat Drohan</td>
<td>Head of Patient Experience &amp; Inclusion</td>
<td>✔️</td>
<td></td>
</tr>
</tbody>
</table>

NO | MINUTES | ACTION
---|---------|---------
16/33 | Apologies for Absence | 
1. | Apologies as above. | |
2. | It was mentioned by the committee that a number of committee members had not sent their apologies prior to the meeting. | |
3. | It was felt that it should be noted in the minutes that it should be a common courtesy to send apologies prior to meetings should a |
committee member not be able to attend.

<table>
<thead>
<tr>
<th>16/34</th>
<th><strong>Election of Chair</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>4.</td>
<td>A Chair of the committee is required to be elected for the next 12 months. Nominations were invited from members of the committee.</td>
</tr>
<tr>
<td>5.</td>
<td>The current Chair Chris Whittle was unable to attend the meeting so it was agreed to send an email to all members of the committee and ask for expressions of interest. Voting will then be done in this virtual way.</td>
</tr>
</tbody>
</table>

**GC**

<table>
<thead>
<tr>
<th>16/35</th>
<th><strong>Minutes of meeting held on 18 October 2016</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>6.</td>
<td>The minutes were accepted as a true record of the meeting.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>16/36</th>
<th><strong>Matrix Action Log</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>7.</td>
<td>All actions on the matrix were either complete or on the agenda.</td>
</tr>
<tr>
<td>8.</td>
<td>It was noted that one action on the archive was still open from 8 December 2014 and this needed to be closed.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>16/37</th>
<th><strong>Draft Committee Annual Report 2015-16</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>9.</td>
<td>Miss Currall explained that the purpose of the report is to outline how the Membership &amp; Communications Committee has complied with the role delegated by the Council of Governors through the Terms of Reference.</td>
</tr>
<tr>
<td>10.</td>
<td>The Membership &amp; Communications Committee is asked to discuss and agree the Annual Report before it is taken to the Council of Governors meeting on 1 February 2017 for approval.</td>
</tr>
<tr>
<td>11.</td>
<td>A copy of the draft report will also be sent to the Chair of the committee and any additions will be circulated to the rest of the committee.</td>
</tr>
<tr>
<td>12.</td>
<td>The committee confirmed that they are happy with the report.</td>
</tr>
<tr>
<td>13.</td>
<td>A question was raised regarding the savings made on the combining of the service user and member magazine and whether the actual savings have been noted.</td>
</tr>
</tbody>
</table>

**FS**

<table>
<thead>
<tr>
<th>16/38</th>
<th><strong>Communications Update</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Mrs Fern Shields, Communications Officer, sent her apologies for the meeting and Joanne Waldron, Digital Communications Officer provided a briefing in her absence as follows:</td>
</tr>
<tr>
<td></td>
<td>The Trust has a new Communication &amp; Marketing Officer Amy, starting in January 2017. She comes from Cheshire &amp; Wirral</td>
</tr>
</tbody>
</table>
Partnership so has a lot of experience in Community Health Services. She will be covering the Knowsley area. The video footage and pictures that Mrs Shields had taken to use in the future COG video is on hold at the moment in her absence and will be picked up again when she returns.

Plans are progressing for the new Trust website and we are looking at a launch date sometime early in the new year. The team are currently working on content and 360 tours. Designs will be brought to the next meeting once they have been signed off.

Atherleigh Park – Update from Stuart Atkinson. The Trust has taken responsibility for the interior of phase 1 at Atherleigh Park today so can begin the delivery and installation of equipment on Monday 12 December. We are currently expecting handover of phase 2 next month and staff training will begin on 3 January 2017 with a planned opening of the new hospital in March 2017. A progress video is available on the Trust website.

The next issue of Reflect magazine is due April 2017. An editorial group meeting will be arranged in February. All committee members are welcome to attend and be involved.

The CAMHS Awards Event is being held on Friday 9 December 2016 at the DW Stadium in Wigan. Communications will be live tweeting on the night.

<table>
<thead>
<tr>
<th>16/39 Membership Strategy</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mrs Drohan confirmed that the strategy for 2017-19 was presented to the Council of Governors on 21 November 2016 and there were no challenges. Quarterly updates on actions will be provided at each future Membership &amp; Communications Committee meeting. Staff Governor representation at Governor committees was discussed. It was agreed that a review of the Terms of Reference of the Membership &amp; Communications committee be included on the agenda for the next committee meeting in March.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>16/40 Governor Business Cards</th>
</tr>
</thead>
<tbody>
<tr>
<td>A discussion took place regarding the refreshing and reprinting of the Governor business cards and whether there was a requirement for them. Safeguarding concerns were raised around anonymity potentially being abused and security risks. It was felt that Governors having business cards was not financially viable, with one Governor explaining that in the two years that they had been a Governor, not one business card had been handed out.</td>
</tr>
</tbody>
</table>
It was felt that technology has moved on and business cards were not the best way of raising the profile of a Governor.

The committee unanimously decided not to carry the business cards forward.

### 16/41 Items to go to future COG meeting

The ID of Governors was raised. It was felt that a review of the ID badges was needed and that they should possibly include a photograph and signature of Governors along with an expiry date.

### 16/42 Any other business

Smokefree was mentioned and whether there were any further updates available. It was explained that an update is given by Karen Coady, Specialist Mental Health Pharmacist, or a representative at each Service User & Carer Forum in each borough.

Smokefree is also promoted heavily on the Trust website. Committee members expressed that they would like to see it and the logo well published and highlighted on the new Trust website going forward.

### 16/43 Meeting Dates 2017

The meeting dates for 2017 were distributed.

The next meeting will be held on:

**Tuesday 21 March 2017, 2.00pm-4.00pm**

Nightingale Meeting Room (Ground Floor)
Hollins Park Hospital
Winwick,
Warrington
WA2 8WA
Governors’ Membership and Communication Committee Report to Council of Governors

Chairperson’s name: John Richards
Date of meeting: 21.3.2017
Name of receiving group: Council of Governors’ Meeting
Date of receiving group: 3.5.2017

This report provides the Council of Governors’ with outputs from the meeting of the Governors Membership and Communication Committee.

The Committee have met one time since the last Council of Governors’ meeting. The meeting took place on Tuesday 21 March 2017.

6 Governors attended the meeting which was supported by Pat Drohan, Patient Engagement, Experience & Equality Lead, Jackie Hughes, Acting Company Secretary, Nicola Robinson, Assistant Company Secretary & Gemma Currall, Membership & Involvement Administrator.

<table>
<thead>
<tr>
<th>Attendance at the meeting (please tick)</th>
<th>Excellent (well attended)</th>
<th>Acceptable (some apologies)</th>
<th>Unacceptable (not quorate)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tbody>
</table>

The need to highlight the Reflect magazine in In View to staff was raised.

The requirement for DBS checks for Governors was discussed. NR to pick this up.

Jackie Hughes explained the Greater Manchester Criminal Justice Liaison Service and how this is a small service and Greater Manchester will come under ‘Other’ within the constitution.

Sefton was also explained and how this will affect the constitution, as we will gain over 300 staff from this area. Pat Drohan explained Sefton membership and figures, specifically looking at how many public members we need to recruit in that area. A membership plan has been put together around this.
**Annual Report Update**
The Committee Annual Report was accepted at the Council of Governors meeting on 1 February 2017.

A presentation around this will be given at the Annual Members’ Meeting on 18 July 2017 by the Chair of the Committee.

**Annual Survey**
A draft survey was distributed at the meeting, with 13 April as the deadline for any comments. The survey is then to go out to members after the end of April.

**Review of promotional literature**
The promotional literature will need to be refreshed following the rename of the Trust and to ensure that it follows Trust protocols and branding. New promotional literature will be distributed to Governors for them to distribute as soon as available.

**Terms of Reference Review**
It was decided that attendance of the committee needs to be looked at. If any member has not attend for three meetings in a row, then it was suggested that the Co Secretary office write to them to discuss whether they would like to remain a member of the committee.

It was suggested that a good borough representation would be two Governors per borough.

**Development of ‘Champions Role’**
A development of a champion’s role was discussed, around defining what is a MACC champion or a more generic set of aspirations such as having more input into the Annual Members’ meeting.

It could mean a promotional role continuing and encouraged more with Governors at D.A.D etc or events outside the Trust that we have contact with. Pat to work with Jackie to formalise this more.

Pat also requested that Governors highlight to the Co Sec/Membership team ideas of where membership and Governors can be promoted or what is missing on wards etc.

It was suggested that a pack/pop up board/information for a stall be ready made for Governors to take to an event to promote.

**Items to go to future COG meeting**
Champions Role – involves all Governors not just committee members

**Any other Business**
Warrington Disability Partnership have a ‘Stay Connected’ Forum for all disabilities that is held on the 2nd Monday of every month, 1.00pm-2.30pm at WDP, Warrington.
The forums are open to everyone.

<table>
<thead>
<tr>
<th>Any issues raised for the Council of Governors’</th>
</tr>
</thead>
<tbody>
<tr>
<td>DBS checks for Governors</td>
</tr>
<tr>
<td>Champions Role – involves all Governors not just committee members</td>
</tr>
</tbody>
</table>

The Council of Governors' is asked to:

- Review the contents within this report and request any necessary clarification.
- Confirm that the work of the Membership and Communication Committee is appropriate and progressing as required.
Membership and Communication Committee

TERMS OF REFERENCE

1. Constitution

The Council of Governors hereby resolves to establish a Committee known as the ‘Membership and Communications Committee’.

2. Duties

The Committee will be responsible for:

- Overseeing the implementation of the Membership Strategy
- Reviewing communication with members
- Reviewing plans for member engagement
- Raising the profile of Governors with members of the Trust and the public
- The ongoing development of the membership
- The ongoing monitoring of the membership
- Involvement in planning of the Annual Members’ Meeting
- Involvement in Trust communication campaigns as appropriate
- Establishing reporting and communication links between this group and other involvement groups already established within the Trust, voluntary sector and external groups

3. Membership

The standing membership of the Committee will be:

A minimum of eight Governors, preferably with two representatives for each of the five Boroughs and two staff representatives. The Committee will be supported by representatives from the Trust.

a) Quorum

A quorum will be a minimum of four Governors.
b) **Attendance by Members**

Committee members that miss three meetings in a row, without sending apologies, will be contacted regarding their attendance.

Attendance of this Committee is reported in the Annual Report.

c) **Attendance by Officers**

The Committee will be supported by appropriate officers from the Trust and a Non Executive Director.

The Trust will take minutes of the meeting.

d) **Chair**

The Membership and Communications Committee will be chaired by a Governor, who is elected annually.

e) **Voting**

Only members of the group have the right to attend meetings and each member will have one vote, with the Chairman having an additional casting vote if required. In the event that a vote is necessary, a decision will be determined by a simple majority vote.

4. **Accountability and Reporting Arrangements**

The Committee will be accountable to the Council of Governors. The minutes of the meetings of the Committee will be submitted to the Council of Governors and the Chairman shall report on its proceedings. The Committee shall report on its activities in the Annual Report.

5. **Frequency of Meetings**

The Committee will meet a minimum four times per year.

6. **Authority**

The Committee will have the authority to address the issues outlined in these Terms of Reference and in accordance with the function of the Council of Governors.

The Committee will be allowed to make emergency decisions between meetings e.g. via e-mail in order to progress implementation of policies and work programmes already approved by the Council of Governors.

7. **Monitoring Effectiveness**
The Committee will undertake an annual review of its performance against these Terms of Reference. The Committee will also produce its own report annually to show key objectives, results and achievements.

8. Confidentiality

All members of the group are required to observe the strictest confidence regarding the information presented to the Committee and must not disclose any confidential information.

9. Review

These Terms of Reference will be reviewed annually

10. Recommendation

That the Council of Governors:

- Approve the Terms of Reference for the Membership and Communications Committee.
<table>
<thead>
<tr>
<th>What we did well</th>
<th>What we didn’t do so well</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Range of topics</td>
<td>• Proper keeping to time</td>
</tr>
<tr>
<td>• Good venue</td>
<td>• Venue evaluation of each venue used in each Borough to ensure we have optimum facilities</td>
</tr>
<tr>
<td>• Updates by all speakers very good</td>
<td>• Use text messaging to inform of change of venue/time etc.</td>
</tr>
<tr>
<td>• Reports from Committees</td>
<td>• Venue building and postcode not recognised by Sat Nav and no signposts</td>
</tr>
<tr>
<td>• Was well attended and the information and discussion was very appropriate</td>
<td>• Poorly ventilated</td>
</tr>
<tr>
<td>• Good facility</td>
<td>• Traffic noise</td>
</tr>
<tr>
<td>• It was quorate</td>
<td>• Stuffy room and noise from the Expressway</td>
</tr>
<tr>
<td>• Good attendance</td>
<td>• The distance from home is quite a problem</td>
</tr>
<tr>
<td>• Opportunity to discuss inpatient issues</td>
<td>• Food and beverages OK, but no water on table in afternoon</td>
</tr>
<tr>
<td>• The Personality Disorder Pathway was outstanding</td>
<td>• Time given to discuss issues in full before making informed discussions</td>
</tr>
<tr>
<td>• First class venue</td>
<td>• Venue forms to include accessibility, parking, acoustics, facilities</td>
</tr>
<tr>
<td>• Very good and well informed meeting</td>
<td></td>
</tr>
</tbody>
</table>