

Board of Directors

SUMMARY REPORT

Meeting Date: 27 September 2023

Agenda Item: 24

Report Title:	Governance Report	
Author(s):	Deborah Lawrenson, Director of Corporate Governance	
Accountable Director:	Deborah Lawrenson, Director of Corporate Governance	
Other Meetings presented to or previously agreed at:	Committee/Group:	Annual Members Meeting (AMM)
	Date:	19 September 2023 – Annual Members Meeting
Key Points recommendations to or previously agreed at:	The AMM confirmed approval of changes to the Constitution following approval at Council of Governors and Board as previously reported. Additional changes were tabled at the meeting concerning the make-up of the wards included in some of the public constituencies which were also approved.	

Summary of key points in report

Key areas covered in this report are outlined below:

Fit and Proper Person's Test – Work has taken place to review requirements for the Trust in respect of new Fit and Proper Person's Test requirements as a result of recommendations from the Kark Review as noted in more detail in the Chief Executive's report. A briefing has been issued to all Board members by the Director of Corporate Governance and a review of our arrangements is underway. There are no changes to the arrangements for Governors. The board member declaration reported as outstanding in the last report to the Board has now been received.

Back to Good Programme – The last Back to Good programme board, put in place to support oversight of delivery of actions from our CQC inspection, was held in August 2023. A closure report will come to the Board at its next public board meeting in November. There are a small number of outstanding actions which are being monitored through our assurance committees.

Annual Members Meeting and the Constitution – The Annual Members Meeting was held on 19 September 2023. We heard about the context in which we are continuing to provide services and detail on a wide range of improvements and transformation over the last year and planned for the year ahead and detail on how our governors have been involved over the last year as well as plans for engagement in the year ahead including further developing our engagement with our members. An inspiring video was shared celebrating 2022/23 and our transformation programme and the achievements of our staff. We also heard a powerful story from a service user who now works for the Trust who spoke eloquently about his journey and the impact the support he has received from the Trust and partner organisations has made on his journey to a position where he now describes himself as 'thriving with bi-polar'. There were a wide range of market stalls from representatives from our services and from partner organisations which were very well received and

wonderful entertainment from steel drum band 'Pantasy'. The meeting formally received the annual report and accounts for 2022/23 and the external auditors report and formally approved changes to the Constitution following agreement at the Council of Governors in June and the Board of Directors in July. This will now be finalised for publication and made available on our website.

Council of Governors – new Governors elected in our summer elections have gone through our due diligence processes and will be joining the Chair and our governors at an induction and development session on engagement on 25 September 2023.

Board of Directors review of effectiveness – The Board of Directors have undertaken their annual review of effectiveness looking back over the period 2022/23. The output is attached at **Appendix 1**. Overall feedback from Board members was extremely positive with the majority either strongly agreeing or agreeing that arrangements in place are appropriate and working well. Discussions will take place to understand those areas where a small number of Board members either disagreed with the statements or were unsure how to answer them, to support us in identifying any actions which might be required to support our continuous improvement.

Risk Management Framework – the framework has been updated and was received at Risk Oversight Group in August and Executive Management Team in September. Following further work to ensure it aligns with scoring for safety and quality in the Patient Safety Incident Response Framework (PSIRF) currently under development, it is expected to be received at Audit and Risk Committee in October and the public Board of Directors in November.

Recommendation for the Audit and Risk Committee to consider:

Consider for Action		Approval		Assurance	✓	Information	✓
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The Board of Directors is asked to receive for **assurance, discussion** and for **noting**:

- Updates provided in respect of changes to requirements related to the Fit and Proper Person's test; closure arrangements for the Back to Good programme board; the Annual Members Meeting and approval of the Constitution at the Annual Members Meeting; updating of the Risk Management Framework and the outcome of the Board of Directors review of effectiveness for 2022/23.

Please identify which strategic priorities will be impacted by this report:

Recover Services and Improve Efficiency	Yes	✓	No	
Continuous Quality Improvement	Yes	✓	No	
Transformation – Changing things that will make a difference	Yes	✓	No	
Partnerships – working together to make a bigger impact	Yes	✓	No	

Is this report relevant to compliance with any key standards? State specific standard

Care Quality Commission	Yes	✓	No		Health and Social Care Act 2022 Code of Governance 2022
Data Security Protection Toolkit	Yes		No		

Have these areas been considered ? YES/NO If Yes, what are the implications or the impact? If no, please explain why

Service User and Carer Safety, Engagement and Experience	Yes		No	✓	Reflected in: • Review of Constitution
Financial (revenue & capital)	Yes		No	✓	
OD/Workforce	Yes		No	✓	

Equality, Diversity & Inclusion	Yes	✓	No		
Legal	Yes	✓	No		
Environmental sustainability	Yes		No	✓	

SHSC BOARD – Self-Assessment 2023

Theme 1 – Board focus

Ref	Statement	Strongly Agree	Agree	Disagree	Strongly Disagree	Cannot answer	Comments
1a	The Board has set itself a series of objectives it wants to achieve this year	XXXXXX	XXXXX				<ul style="list-style-type: none"> We did not agree specific objectives last year as a result of our review of effectiveness. It was agreed feedback would support the updating of our planners and key areas of focus are reflected and improvements have been taken forward for example around the quality of the Board papers. These could be brought to the fore more: perhaps a review at 6 months? Strategic priorities have been reviewed. Operational plan and quarterly updates.
1b	The Board has made a conscious decision about the information it would like to receive through its forward planning and provides feedback to authors on papers received to support ongoing improvements	XXXXX	XXXXXX	X			<ul style="list-style-type: none"> We have forward planners in place which are received at each meeting. Authors are given feedback on papers in discussions to support ongoing improvement Board has forward annual workplans which are regularly reviewed. As the Trust improvement journey continues, board work plans, agendas and papers are reviewed and developed for example introduction of QI report, move to quality report from back to good report, more on learning, review of IQPR etc Feedback is given to authors to support on going improvements and developments of papers for example express links to BAF risks. Recent feedback and discussions regarding length of papers and use of front sheets to support ongoing improvements. A review to consider what information should be received would be well placed

1c	Board members contribute regularly across the range of issues discussed	XXXXXX X	XXXXX				<ul style="list-style-type: none"> • There is good evidence of board members contributing across the broad range of issues discussed which is evidenced in the minutes • Good contributions and challenge from exec and NED board members • Mostly and its good that Executive Directors question areas from other directorates
1d	The Board is aware of the key sources of assurance and who provides them.	XXXXXX XX	XXXX				<ul style="list-style-type: none"> • Work has taken place this year at ARC to receive papers mapping assurance routes for key action plans • There is evidence provided in our AAA reports, the annual report from the Assurance Committees, the Annual Report and in cover sheets of papers
1e	Where appropriate, the Board receives assurances from third parties who deliver key functions to the organisation	XXXXXX X	XXXX	X			<ul style="list-style-type: none"> • The Board has received external assurance reports during the year for example the external risk review – third party assurance is also evidenced in the BAF which details level 3 assurance (third party) against each risk. Reports have also been received from internal and external audit and from counter fraud services. • Auditors (external and internal audit), CQC, safeguarding, commissioners, comments of partners in annual report etc • Some done at board committees and reported through to board as part of AAA reports.

Theme 2 – Board Structure and Team Working

Ref	Statement	Strongly Agree	Agree	Disagree	Strongly Disagree	Cannot answer	Comments
2a	The Board is appropriately structured and has the right balance of experience, knowledge and skills to fulfil its role	XXXXXX XX	XXX	X			<ul style="list-style-type: none"> • The Board is appropriately structured with a good balance of skills and experience - we have had some changes and have some less experienced board members however all getting up to speed

							<p>The constitution has been updated to provide more flexibility around board composition</p> <ul style="list-style-type: none"> Regularly reviewed including as part of recruitment. There have been several changes in membership of the board this year.
2b	The Board has structured its agenda appropriately	XXXXX	XXXXXX			X	<ul style="list-style-type: none"> The agendas are structured appropriately and are continuing to iteratively improve – we need to consider how we can reduce the length of the meetings without losing sight of the areas we must cover as a Board so it's a balance. We start all board meetings with a patient/service user/carer or staff story which sets the tone for the meeting. AAA reports from the assurance committees have been moved up the agenda with Chairs highlighting key issues. Although the volume of business and length of meetings is such that a consistent level of scrutiny is hard to maintain. Sometimes, better to agenda longer sessions for key content (so at times, fewer items but better discussion)
2c	The Board environment enables people to express their views and to challenge constructively	XXXXXX X	XXXX			X	<ul style="list-style-type: none"> There is evidence of constructive challenge and the meetings are very open and effectively chaired to support this. Good, appropriate, and active contributions and challenge from board members. Each meeting has a section that allows for reflections on the meeting effectiveness. Board members contribute their views and reflections. Culture of constructive challenge. Some of the assurances go to Committees rather than direct to Board

2d	The Board hold their assurance providers (Board sub committees and report authors) to account for provision of appropriate assurances	XXXX	XXXXXXXX	X			<ul style="list-style-type: none"> The AAA reports are helpful and continue to improve and support triangulation. There is evidence in the minutes of push back from the Board to the Assurance Committees on areas which require further focus. AAA reports have continued to develop and are now introduced by NED chairs. AAA reporting doesn't necessarily give the assurance required
2e	Decisions and actions are implemented in line with the timescale set down	X	XXXXXXXX XXXX				<ul style="list-style-type: none"> The action log provides the opportunity to monitor delivery of actions and the rag ratings supports this and there has generally been improved updating of the actions this year though we recognise more can still be done around this. On the whole, yes but slippage occurs at sub committee level If there are delays in timescales to agreed actions, these need to be agreed in advance by the Chair and CE and then brought to the board (with explanations and mitigations etc). Usually yes but not in all instances – some schemes eg EPR slip but we are aware of and ask for mitigations when there are delays

Theme 3 – Board Effectiveness

<i>Ref</i>	<i>Statement</i>	<i>Strongly Agree</i>	<i>Agree</i>	<i>Disagree</i>	<i>Strongly Disagree</i>	<i>Cannot answer</i>	<i>Comments</i>
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3a	The quality of Board papers received allows committee/group members to perform their roles effectively	X	XXXXXXX XX		XX		<ul style="list-style-type: none"> The quality of papers has improved this year but we are looking at simplifying the template. Latterly there have been additional improvements made by Executives leads in making the cover sheets clearer in terms of the ask and in summarising the position. Improving, but some papers remain long / difficult to understand salient points Recent feedback and discussions regarding length of papers and use of front sheets to support ongoing improvements. As Trust improvement journey continues, board work plans, agendas and papers reviewed and developed for example introduction of QI report, move to quality report from back to good report, more on learning etc Regular items on partnership and system working. Again generally this is the case and I think we are getting better at feeding back when reports aren't up to standard
3b	Board papers are shared in a timely way	X	XXXXXXX XXX	X			<ul style="list-style-type: none"> Board papers are circulated 4-5 working days in advance of meetings and the process is well managed. They are shared by email and on IBABs and Google Drive to meet preferences of Board members. Where papers are slightly late this is indicated in the email with the 'bundle' and the reasons for the delay are clear. Improving, but sometimes short timeframes
3c	Meetings are quorate and managed appropriately	XXXXXX XXX	XXX				<ul style="list-style-type: none"> Meetings have all been quorate. All board meetings are well attended and have been quorate.
3d	Arrangements for delegation to board sub committees are managed effectively	XXXXXX X	XXXXX				<ul style="list-style-type: none"> Good processes through AAA reporting to Board and challenge back from Board where further assurance is needed and this is evidenced in the minutes and in the action log.

							<ul style="list-style-type: none"> For example, delegation to FPC – with reporting back to the board.
3e	Declarations of interests are appropriately captured and managed	XXXXXX XXX	XXX				<ul style="list-style-type: none"> We have a good process in place for calling in declarations in an appropriate way. Evidenced in the minutes.
3f	The Board is fulfilling the requirements placed upon it in respect of the scheme of delegation appropriately	XXXXXX XX	XXX			X	Yes - and the documents were updated in 2022/23 and will undergo further review in 2023/24 to reflect new requirements around collaboration and any impact of this.
3g	Members of the Board provide real and genuine challenge – they do not just seek clarification and/or reassurance	XXXXXX XX	XXXX				<ul style="list-style-type: none"> Mostly yes - challenge is appropriate Real, genuine and constructive challenge from board members, exec and NED – there have been some necessary and difficult discussions in year.
3h	Debate is allowed to flow and conclusions reached without being cut short or stifled due to time constraints	XXXXXX XX	XXXX				<ul style="list-style-type: none"> The chair effectively manages discussion to allow sufficient time. This does happen, but see earlier point re: fewer items / deeper discussions Now clearer on actions for the board and those for individuals to take forward. Chairing is very effective
3i	Each agenda item is “closed off” appropriately so that I am clear what the conclusion is; who is doing what, when and how	XXXX	XXXXXXXX X				<ul style="list-style-type: none"> Now clearer on actions for the board and those for individuals to take forward.
3j	At the end of each meeting the Board discuss the outcomes and reflect on decisions made and what worked well, not so well and on any issues around unconscious bias	XXXXXX X	XXXXX				<ul style="list-style-type: none"> Reflections at the end of the meeting are helpful and we discuss unconscious bias which demonstrates a positive culture around commitment to this. We are getting better at this. Each meeting has a section that allows for reflections on the meeting effectiveness. Board members contribute their views and reflections.

3k	The Council of Governors is provided with feedback/reports from the Board to support its understanding of the work the Board covers	XXXXXX XX	XXX			X	<ul style="list-style-type: none"> We provide a report to the Governors to each of their meetings on key issues and we agree what we should report to them as a Board at the end of the meeting. Governors have found this report helpful. There is a NED report to CoG after each board meeting. NED chairs of committees present to CoG CoG development sessions and workshops held on areas such as finance, quality etc CoG session introduced on operational plan – to give Governors the opportunity to influence the plan. CoG given opportunity to influence reviewed strategic priorities. Drop-in sessions with the Chair.
3l	There is a formal appraisal of the Board's effectiveness each year	XXXXXX XXXX	XX				The Board reviews its effectiveness annually and annual reports are received from the Assurance Committees providing assurance on how they have met their duties.

Theme 4 – Board Engagement

<i>Ref</i>	<i>Statement</i>	<i>Strongly Agree</i>	<i>Agree</i>	<i>Disagree</i>	<i>Strongly Disagree</i>	<i>Cannot answer</i>	<i>Comments</i>
4a	The Board actively challenges management and other assurance providers during the year to gain a clear understanding of the findings; including through triangulation methods (such as the Board visits programme)	XXXXXX XX	XXXX				<p>The Board visits programme approach has been improved in the year but we could do more around visibility of actions identified and closure of these following visits (at Board)</p> <ul style="list-style-type: none"> board visit programme which has been revised to include engagement with service users and carers as well as staff. Now being extended to non-clinical areas board members often reference what they have seen and heard on visits, attendance at service

							<p>user/carer groups, from staff, governors, and partners etc</p> <ul style="list-style-type: none"> • But we have had to revamp the Board Visit Programme so there has been a blip where this wasn't as effective as needed
4b	The Board is clear about its role in relationship to other committees/groups	XXXXXX XXX	XXX				
4c	The Board receives clear and timely reports from reporting groups and is assured the board sub committees are fulfilling their roles effectively	XXXXXX X	XXX	X		X	<ul style="list-style-type: none"> • Board is receiving AAA reports from its sub committees and Annual Reports which include the reviews of effectiveness • AAA reports are clear and timely. • Many examples of board committees referring matters to each other • Committee reviews of effectiveness come annually to the board. Chair attends each committee at least once a year to observe. • As above, there has been some limited reporting through but AAA reports don't necessarily give the level of detail required. • The AAA process provides rapid escalation to Board
4d	Board members can provide examples of where the Board has focused on improvements to the system of internal control as a result of assurance gaps identified	XXXXXX X	XXXX			X	<ul style="list-style-type: none"> • Board members are able to do this and this has been evidenced in our discussions around Well Led. We will be capturing examples. • e.g. recent internal audit agenda discussions • Improved Head of Internal Audit opinion. • Response to risk management review • CIP • Audits • New patient safety report to reflect on learning from Ockenden and Edenfield

Theme 5 - Board meeting Leadership (not to be completed by Chair)

Ref	Statement	Strongly Agree	Agree	Disagree	Strongly Disagree	Cannot answer	Comments
5a	The Board Chair has a positive impact on the performance of the committee	XXXXXX XXXXX					V experienced chair who ensures she draws in views – her style has had a positive impact on discussions and on progress with continuously improving performance
5b	Board meetings are chaired effectively	XXXXXX XXXXX					<ul style="list-style-type: none"> Meetings are chaired effectively
5c	The Board Chair is appropriately visible within the organisation and is considered approachable	XXXXXX XXXX	X				<ul style="list-style-type: none"> The Chair is visible and attending a wide range of engagement opportunities The Chair is very visible within the organisation and this is remarked upon by Governors
5d	The Board Chair allows debate to flow freely and does not assert his/her own views too strongly	XXXXXX XXXX	X				<ul style="list-style-type: none"> Debate is allowed to flow and to take longer if required. Views are drawn in effectively.
5e	The Board Chair provides clear and concise information to the governing body on committee/group activities and gaps in control	XXXXXX XXXXX					<ul style="list-style-type: none"> The Chair is effectively sharing information with the Council of Governors and ensuring good links between the Board and the COG. She has influenced engagement of Governors in a wide range of Trust activities across the last year.

Additional comments

<ul style="list-style-type: none"> Strong well managed and led Board which is performing well overall, challenges effectively, self reflective and is engaged and visible though there is always more to do to support our colleagues across the organisation in feeling this. The effectiveness of the Board is enabled by supportive and helpful board development sessions to increase knowledge, understanding and awareness, and also develop effective working relationships to deliver the Board's objectives and responsibilities. Despite changes in membership, the board has remained stable and focussed, functioned well and there has been good input, challenge, and support from members both NED and Exec. I have been a member of many Boards over the years and I think this is one of 2 where the balance of input from execs and non execs has been most visible ie its not just the NEDs asking the questions and the EDs answering. It feels a very respectful Board with everyone's views sought and valued. The board members work extremely hard. The executive directors go the extra mile and are keen to support the trust selflessly. The board is sighted on inequality and need for continued review of measures to promote equity and bring stakeholders, service users and carers and the community all to the table to afford triangulation and collaboration. There is healthy challenge by the non-executive directors and always taken in good faith.
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- The chair remains exceptional in her leadership, and it is hoped that we can all continue to support her and ensure that a realistic work-life balance is achieved.
- The administrative team also offer invaluable support and the Director of Corporate Governance has a sight on all of the corporation workings ensuring that progression occurs in a timely and appropriate sequential manner-not a mean feat!