

# Derbyshire Healthcare NHS Foundation Trust

## Extraordinary meeting of the Council of Governors

meeting room 1, Albany House, Kingsway Hospital Derby DE22 3LZ

6 August 2019 10:00 - 6 August 2019 10:20

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**EXTRAORDINARY MEETING OF THE COUNCIL OF GOVERNORS**

**TUESDAY 6 AUGUST 2019**

**10.00-10.20AM**

**MEETING ROOM 1, ALBANY HOUSE, KINGSWAY HOSPITAL SITE, DERBY, DE22 3LZ**

**AGENDA**

<b>SUBJECT MATTER</b>		<b>LED BY</b>	<b>TIME</b>
<b>1.</b>	Welcome, introductions and Chair's opening remarks. Apologies for absence and declaration of interests	Caroline Maley	10.00
<b>2.</b>	Proposal for a sixth Non-Executive Director post and re-allocation of Deputy Trust Chair	Caroline Maley	10.05
<b>3.</b>	Meeting Effectiveness	Caroline Maley	10.20
<b>4.</b>	Close of Meeting	Caroline Maley	10.20
<b>Next Public Meeting:</b> Tuesday 3 September 2019, 2.00 – 4.30 pm, Conference Rooms A&B, Centre for Research & Development, Kingsway Hospital Site, Kingsway, Derby DE22 3LZ			

## Our vision

*To make a positive difference in people's lives by improving health and wellbeing.*

## Our values

As a Trust, we can only provide good quality services through our dedicated staff, working together with a common purpose. Our values reflect the reasons why our staff choose to work for the NHS and Derbyshire Healthcare.

Our Trust values are:

**People first** – We focus on our colleagues, in the knowledge that a well-supported, engaged and empowered workforce results in good patient care.

**Respect** – We respect and value the diversity of our patients, colleagues and partners and support a respectful and inclusive environment.

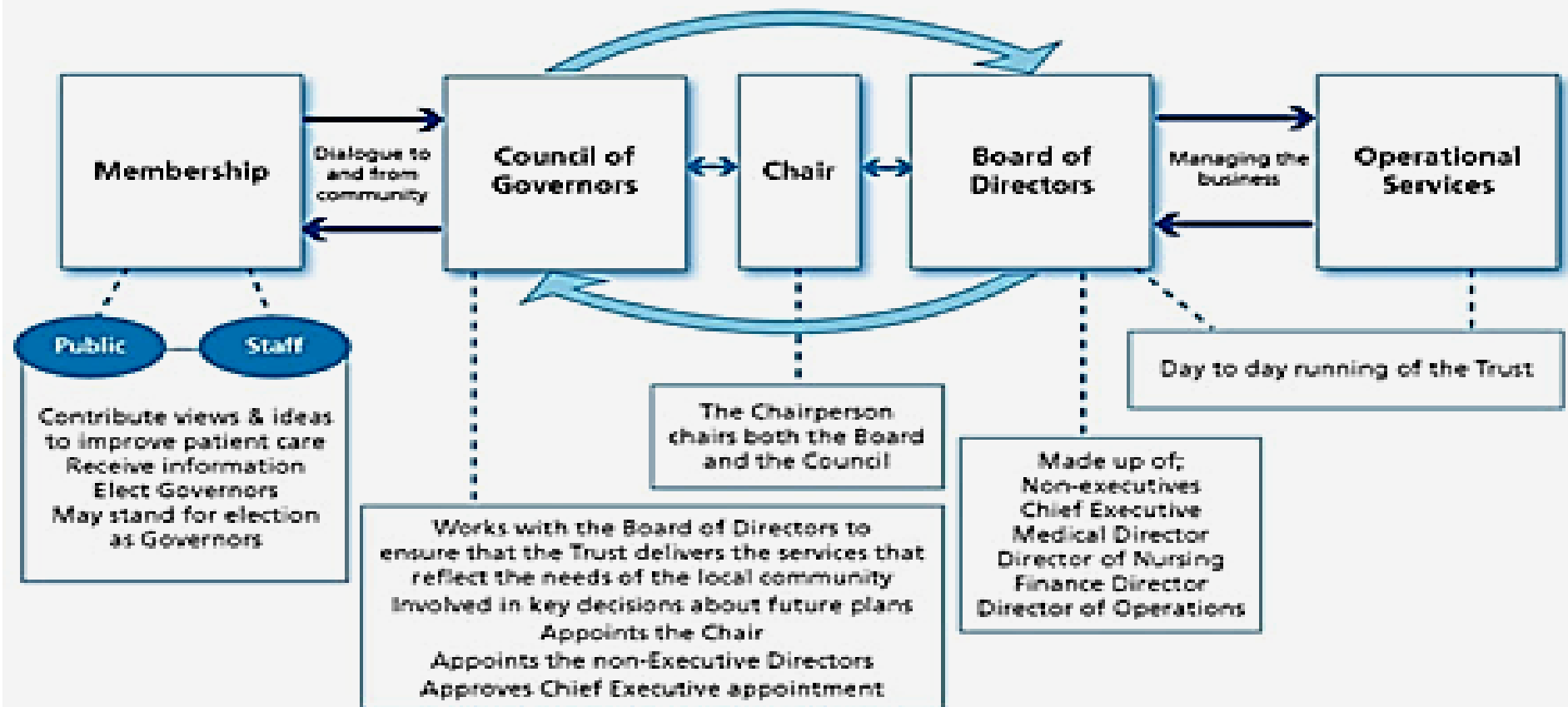
**Honesty** – We are open and transparent in all we do.

**Do your best** – We work closely with our partners to achieve the best possible outcomes for people.



# Getting the balance right

## FT Governance Arrangements



## The implications for governors and 'holding to account'



- How are the Board complying with best practice – and obligations ?
- How are the Board reaching the right decisions ?
- How are the Board assuring themselves that the trust is delivering safe and effective care ?
- ❖ The performance of the Trust is the Board's concern;
- ❖ The performance of the Board is the Governors' concern !

### **how do we ask effective questions?**

#### Good questions

- Help us clarify, explore, open things up, see the whole picture
- Help us identify underlying causes, impacts and patterns
- Help us understand and empathise
- Help us gain fresh perspectives and new ways of seeing
- Help us get to the crux of an issue or problem and reframe it



### **how do we ask effective questions?**

#### **Good questions**

- Allow us to diverge and examine issues before we converge on an answer or solution
- Encourage us to listen and reflect
- Help us offer and get ideas and insights
- Help us learn and be more creative
- Help us hold to account
- Help us gain assurance
- Help us make a difference

## Derbyshire Healthcare NHS Foundation Trust

Report to the Extraordinary meeting of the Council of Governors – 6 August 2019

### Proposal for a sixth Non-Executive Director post and re-allocation of the Deputy Chair role.

#### Purpose of Report

To recommend the creation of a sixth Non-Executive Director post on the Board of Directors and to ask for agreement to re-allocate the Trust Board's Deputy Chair role.

#### Executive Summary

This report sets out the rationale for creating a sixth Non-Executive Director post on the Board of Directors. The proposal was supported by the Governors Nominations and Remuneration Committee on 12 July 2019 and the Council of Governors is asked to approve the proposal and arrangements for the recruitment, including consideration of a temporary appointment while the formal process is running.

The report also contains a recommendation from the Trust Chair to re-allocate the Deputy Chair role.

#### Strategic Considerations (All applicable strategic considerations to be marked with X in end column)

1)	We will provide great care by delivering compassionate, person-centred innovative and safe care; ensuring choice, empowerment and shared decision making is the norm.	X
2)	We will ensure that the Trust is a great place to work by attracting colleagues to work with us who we develop, retain and support by excellent management and leadership; creating an empowered, compassionate and inclusive culture that actively embraces diversity	X
3)	We will make the best use of our money by making financially-wise decisions every day and avoid wasting resources. We will always strive for best value by finding ways to make our money go further	X

#### Assurances

The proposal has been reviewed against guidance issued by the Foundation Trust Regulator and is compliant with the Trust's Constitution.

#### Consultation

The proposal for the additional NED was first raised at the Council of Governors in July 2019 having been discussed at a Board Development Day on 26 June 2019 and was supported by the Governors Nominations and Remuneration Committee on 12 July 2019. The proposal to re-allocate the Deputy Trust Chair role was a result of the conversations the Chair had with NEDs on their involvement and commitments.



## **Governance or Legal Issues**

The NHS Act 2006 Act requires that an NHS Foundation Trust has Non-Executive Directors. The number of Non-Executive Directors is set out in a Trust's Constitution. It is for the Council of Governors at a general meeting to appoint [or remove] Non-Executive Directors. The appointment requires approval by a majority of governors attending that meeting. The role of Deputy Chair is also governed by the Trust's Constitution and prescribes that the Council of Governors shall appoint one of the Non-Executive Directors as the Deputy Chair.

## **Public Sector Equality Duty & Equality Impact Risk Analysis**

The author has a responsibility to consider the equality impact and evidence on the nine protected characteristics (REGARDS people).

There are no adverse effects on people with protected characteristics (REGARDS).	
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There are potential adverse effect(s) on people with protected characteristics (REGARDS). Details of potential variations /inequalities in access, experience and outcomes are outlined below, with the appropriate action to mitigate or minimise those risks.	X
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## **Actions to Mitigate/Minimise Identified Risks**

The Committee and Trust Secretary will be working with the Trust's recruitment team to comply with agreed practice. The benefits of diversity on the Board will be actively encouraged throughout the search and recruitment process, including maximising community networks.

## **Recommendations**

That the Council of Governors:

1. Approves the proposal to create a sixth Non-Executive Director post on the Board of Directors and arrangements for the recruitment, including consideration of a temporary appointment while the formal process is running.
2. Approves Richard Wright as the new Deputy Trust Chair from 1 August 2019.

**Report presented by:** Caroline Maley, Trust Chair

**Report prepared by:** Justine Fitzjohn, Trust Secretary

## Introduction

Recently the Trust Chair has been reviewing the commitments of the current five Non-Executive Directors (NEDs), including their workload with the increasing requirement for Joined Up Care Derbyshire (JUCD) support and also the Trust Board's own Committees and major projects and initiatives. This review has also looked at the wider skills of the Board and the alignment with the Trust's newly revised strategic objectives and priorities. A schedule showing the proposed commitments and balance of work of the whole Board, including the NEDs is attached at Appendix 1.

The conclusion, supported by the Board at its recent Development Day, is that the Trust should consider the appointment of an additional NED. This proposal was supported by the Governors Nominations and Remuneration Committee on 12 July 2019 and the Committee recommends approval by the Council of Governors (CoG).

## Process

In line with guidance<sup>1</sup>, when considering the appointment of a new NED, as part of the process, the Governors should consider relevant aspects of the Trust's Constitution and the Code of Governance, such as:

- the requirements of the Trust's Constitution concerning the number of Non-Executive Directors
- the independence of Non-Executive Directors
- any skills and experience requirements
- the balance of Executive and Non-Executive Directors on the Board

In terms of skills and experience, the Board would benefit from having a NED with specific experience around diversity and inclusion, education and training and safeguarding of vulnerable people. Other skills which would be appropriate include culture transformation and building staff engagement and wellbeing. In addition, there is a need to build resilience into the NED body to accommodate absence for any length of time due to the granting of extended leave to any NED. The skills that would be appropriate to provide support would be more general management skills and support rather than specific finance, commercial and clinical skills.

The Committee will be aware that the Clinical NED recruitment was specifically targeted to encourage applicants from BME communities on the basis that the Trust Board is currently under-represented. Notwithstanding the outcome of this recruitment, it is suggested that the same rationale be applied to the new post.

Selection will be on the basis of merit but following the principles of Positive Action, which is defined as voluntary actions employers can take to address any imbalance of opportunity or disadvantage that an individual with a protected characteristic could face. Protected characteristics, as identified in the Equality Act 2010, are age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.

## Timeline

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<sup>1</sup> Monitor's Foundation Trust Code of Governance and Your Statutory Duties, a reference guide for NHSFT Governors

Given that the pressures on the current NEDs are already rising and that the recruitment has a long lead in time, the Board is keen to progress the new appointment at pace. This was the rationale behind the early consideration by the Governors Nominations and Remuneration Committee and the calling of this Extraordinary CoG to approve the new position, delegating responsibility to the Nominations and Remuneration Committee for all other aspects of the recruitment in line with its Terms of Reference.

The Board Members and the Nominations and Remuneration Committee also supported the principle of making a temporary appointment while the full process is running. Any temporary appointment would not be seen to prejudice the open and transparent recruitment process and should not be seen as a prediction of the outcome of the process.

### **Re-allocation of Deputy Trust Chair role**

During the Chair's review of NED commitments, Julia Tabreham asked to stand down from the Deputy Chair role. Expressions of interest were sought from NEDs and Richard Wright has come forward for the role. The Chair fully supports this appointment and seeks approval from the Council of Governors.

### **Resources**

The current NED remuneration is £12,638 plus mileage and receipted expenses. There is an additional premium on top of the above remuneration of £1,250 for the Deputy Chair position that will be transferred to the new postholder.

### **The Council of Governors is RECOMMENDED to:**

1. Approve the proposal to create a sixth Non-Executive Director post on the Board of Directors and arrangements for the recruitment, including consideration of a temporary appointment while the formal process is running.
2. Approve Richard Wright as the new Deputy Trust Chair from 1 August 2019.

## Appendix 1

### Proposed Director Membership at Board Committees (draft 3)

<b>Committee</b>	<b>Frequency</b>	<b>NED Membership</b>	<b>Director Membership</b>	<b>ELT Lead</b>
<b>Audit &amp; Risk</b>	Six meetings a year	Geoff Lewins (Chair) ANO NED Anne Wright / Clinical NED Julia Tabreham	<b>CW</b> Director of Finance * <b>JF</b> Trust Secretary *	<b>JF</b> Trust Secretary
<b>Quality &amp; Safeguarding</b>	10 per year	Margaret Gildea (Chair) Anne Wright/ Clinical NED Richard Wright ANO NED	<b>CG</b> Director of Nursing <b>JS</b> Medical Director <b>MP</b> Chief Operating Officer	<b>CG</b> Director of Nursing
<b>Finance Performance &amp; Compliance</b>	10 per year	Richard Wright (Chair) Geoff Lewins Julia Tabreham	<b>CW</b> Director of Finance <b>GH</b> Director of Business Improvement & Transformation <b>MP</b> Chief Operating Officer <b>IM</b> CEO	<b>CW</b> Director of Finance
<b>Mental Health Act</b>	Quarterly	Anne Wright (Chair) / Clinical NED ANO NED (January) Margaret Gildea	<b>JS</b> Medical Director <b>CG</b> Director of Nursing	<b>JS</b> Medical Director
<b>Leadership People &amp; Culture</b>	10 per year	Julia Tabreham (Chair) Margaret Gildea Geoff Lewins ANO NED	<b>AR</b> Director of People Services & Organisational Effectiveness <b>JS</b> Medical Director <b>MP</b> Chief Operating Officer <b>IM</b> CEO	<b>AR</b> Director of People Services and Organisational Effectiveness
<b>Remuneration &amp; Appointments</b>	Quarterly / when required	Caroline Maley (Chair) and all NEDs: Richard Wright Anne Wright/ Clinical NED Margaret Gildea Geoff Lewins Julia Tabreham ANO NED	<b>IM</b> Chief Executive * <b>AR</b> Director People Services Organisational Effectiveness * <b>JF</b> Trust Secretary *	<b>JF</b> Trust Secretary

NB \* Attendee only not a formal Committee member

**Notes:** Audit Committee membership is NEDs only – could do with more NEDs than 3 to strengthen resilience  
Key priorities are around Great Care (Quality) and Great place to work (PCC) – increase membership to 4 to support work of committee  
Mental Health Act could sustain only 3 members and opportunity for CDM to step away from committee membership  
F&P – Supports final building block – do we need more than 3 NEDs? Strong exec membership

Programme Boards	Frequency	NED Membership	Director Membership	ELT Lead
Clinical Strategies		Margaret Gildea Richard Wright Anne Wright	<b>JS</b> Medical Director <b>CG</b> Director of Nursing <b>GH</b> Director of Business Improvement	Gareth Harry
Systmone / TPP		Geoff Lewins Julia Tabreham ANO NED	<b>MP</b> COO <b>JS</b> Medical Director <b>CG</b> Director of Nursing	Mark Powell
Estates		Richard Wright Geoff Lewins	<b>CW</b> DoF <b>CG</b> Director of Nursing <b>MP</b> COO <b>GH</b> Director of Business Improvement	Mark Powell
<b>Other initiatives to align with</b>				
Inclusion		Margaret Gildea / NeXT Directors? Caroline Maley Anne Wright / Clinical NED	<b>IM</b> CEO <b>CW</b> DoF <b>AR</b> Director of People OE	Ifti Majid
JUCD – TBC		All NEDs		Ifti Majid

**Notes:** The role of NEDs on these programme boards / task and finish groups to be defined to ensure the necessary time/ support is given to the work.  
JUCD is unknown at the member in terms of time requirements, but likely to be increasing - so will need to capture what and when

Other Roles	Deputy Trust, Chair Richard Wright	Senior Independent Director, Margaret Gildea
Freedom to Speak up NED Lead Julia Tabreham	Mortality & Learning From Deaths NED Lead Anne Wright / Clinical NED	Safeguarding NED Lead Anne Wright / Clinical NED
Security NED – to be agreed / confirmed as required		

**Notes:** Justine to pull out the roles of NEDs on certain areas to support the NED work – e.g. Security NED etc.

Balance of work

Committee	Caroline	Anne / Clinical NED	Julia	Richard	Geoff	Margaret	ANO NED	Perminder TBC
Audit & Risk		✓	✓		✓		✓	✓
Quality & Safeguarding		✓		✓		✓	✓	
Finance Performance & Compliance			✓	✓	✓			✓
Mental Health Act		✓				✓	✓	✓
Leadership People & Culture			✓		✓	✓	✓	✓
Remuneration & Appointments		✓	✓	✓	✓	✓	✓	
Clinical Strategies		✓		✓		✓		
Systmone / TPP			✓		✓		✓	
Estates				✓	✓			
Inclusion		✓				✓	✓	✓
Other roles (e.g. SID, Deputy Chair, FTSUG, etc)		✓✓	✓	✓	✓?	✓		
JUCD		✓	✓	✓	✓	✓	✓	✓
Total (excluding JUCD)		8	6	6	7	7	7	5

<b>Committee</b>	<b>Ifti</b>	<b>Claire</b>	<b>Carolyn</b>	<b>Mark</b>	<b>John</b>	<b>Gareth</b>	<b>Amanda</b>	<b>Justine</b>
<b>Audit &amp; Risk</b>		✓						✓
<b>Quality &amp; Safeguarding</b>			✓	✓	✓			
<b>Finance Performance &amp; Compliance</b>	✓	✓		✓		✓		
<b>Mental Health Act</b>			✓		✓			
<b>Leadership People &amp; Culture</b>	✓			✓	✓		✓	
<b>Remuneration &amp; Appointments</b>	✓						✓	✓
<b>Clinical Strategies</b>			✓		✓	✓		
<b>Systmone / TPP</b>			✓	✓	✓			
<b>Estates</b>		✓	✓	✓		✓		
<b>Inclusion</b>	✓	✓					✓	
	4	4	5	5	5	3	3	2