

Board of Directors: 10 May 2018

Agenda Item: Bo.5.18.23

Compliance with the NHS Foundation Trust Code of Governance

Presented by:	Tanya Claridge, Director of Governance and Corporate Affairs	Author:	Jacqui Maurice, Head of Corporate Governance
Previously considered by:	Integrated Governance and Risk Committee, 19 March 2018		

Key points	Purpose:
1. The NHS Foundation Trust Code of Governance contains a range of provisions which are either statutory requirements or best practice guidance. The Trust must review its performance against these and, in the majority of cases, declare the reasons for any non-compliance in the Annual Report.	To discuss and note
2. The Director of Governance and Corporate Affairs has reviewed compliance with each provision. The review found that the Trust is, or will shortly be compliant with all but four (4) of the provisions. Of these, the Trust is not required to make a public declaration of the reasons for non-compliance.	To discuss and approve
3. The Annual Report 2017/18 will set out the prescribed information and confirm compliance, or not, with the provisions as appropriate.	To discuss and note
4. The Board of Directors is asked to review and approve the document.	To discuss and approve
5. An update on the actions identified in relation to maintaining and achieving compliance with the Code of Governance will be provided to the Board of Directors in 6 months.	To discuss and note

Executive Summary:
<p>The NHS Foundation Trust Code of Governance (the Code) was first published in 2006, revised in 2010, and further updated in 2014 as a result of the Health and Social Care Act 2012.</p> <p>The Code contains a relatively small number of statutory requirements, which the Foundation Trust must comply with. However, in general, the Code provides non-mandatory best practice advice. If the Foundation Trust is non-compliant then this does not constitute a breach of the provider licence and, for the majority of provisions, the Foundation Trust is simply required to explain any deviation from the Code within the Annual Report.</p> <p>A review of compliance with each provision has been undertaken by the Integrated Governance and Risk Committee and a summary of the findings with regard to each provision is included in the attached APPENDIX 1.</p> <p>The Integrated Governance and Risk Committee has determined that the Foundation Trust is not compliant with four (4) of the provisions.</p> <p>These are presented in the table overleaf.</p>

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Code	Code description and Trust's Review position			
B.4.2	The chairperson should regularly review and agree with each director their training and development needs as they relate to their role on the board.			
	2016/17 Review Position In line with current practice for NEDs, not for EDs (dealt with by CE).	Current Position The chair fulfils this role for the NEDs and CE, but we do not believe he should do so for EDs	Non-compliant. Disclosure not required.	NO FURTHER ACTION REQUIRED: The Trust's position is that determining the training development needs of the EDs should be a role for the CE, not the Chair.
C.3.2	The main role and responsibilities of the audit committee should be set out in publicly available, written terms of reference. The council of governors should be consulted on the terms of reference, which should be reviewed and refreshed regularly. It should include details of how it will: <ul style="list-style-type: none"> • monitor the integrity of the financial statements of the of the NHS foundation trust, and any formal announcements relating to the trust's financial performance, reviewing significant financial reporting judgements contained in them; • Review the NHS foundation trusts internal financial controls and, unless expressly addressed by a separate board risk committee composed of independent directors, or by the board itself, review the trust's internal control and risk management systems; • Monitor and review the effectiveness of the NHS foundation trust's internal audit function, taking into consideration relevant UK professional and regulatory requirements; • Review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements; • Develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm; and Report to the council of governors, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken. (Public)			
	2016/17 Review Position The terms of reference were approved at the Board meeting in March 2017.	Current Position The terms of reference were approved by the Board of Directors in July 2017. They have been published on the Trust website. The Governors have not been consulted on the Terms of reference.	Non-compliant Disclosure not required.	ACTION: Consultation on the terms of reference to be built into the Board / Governor work programs to ensure compliance for next year. LEAD ED: Director of Governance and Corporate Affairs
E.1.1	The board of directors should make available a public document that sets out its policy on the involvement of members, patients and the local community at large, including a description of the kind of issues it will consult on. (Public)			
	2016/17 Review Position Plans to develop a Patient Experience and Engagement 3 year work plan were taken to the Quality and Safety Committee on 21/12/2016. The Members engagement strategy is being redeveloped. As set out in A.1.3, the Corporate Strategy for 2013-2018: <i>Together Putting Patients First</i> sets out how we engage patients and our community.	Current Position The Trust has no public document as described above.	Non-compliant Disclosure not required.	ACTION: A patient/public involvement policy will be developed during Q1 of 18/19 which will, once approved, be converted into a public document. LEAD ED: Chief Nurse

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E.1.2	The board of directors should clarify in writing how the public interests of patients and the local community will be represented, including its approach for addressing the overlap and interface between governors and any local consultative forums (eg, Local Healthwatch, the Overview and Scrutiny Committee, the local League of Friends, and staff groups). (Comply/explain)			
	2016/17 Review Position Work on development of members' strategy continues and will address overlap and interface between governors and any local consultative forums.	Current Position In year Trust developed and approved number of key strategies, namely; <ul style="list-style-type: none"> - Clinical Strategy - People Strategy - Communications Strategy - Stakeholder Engagement Policy Discussions and planning sessions have taken place with Governors to review membership profile and maintain engagement program. New e-member communications developed with first publication planned for in early 18/19.	Non-Compliant Explanation Required in the Annual Report 2018/19	EXPLANATION (summary): Membership Development and Engagement strategy to be completed, taking account of the strategies launched in 2017/18 and Stakeholder Management Policy. ACTION: Build into Corporate Governance work plan for 18/19. LEAD ED: Director of Governance and Corporate Affairs.

The Annual Report will be used to set out the prescribed information and confirm compliance, or not, with the provisions as appropriate.

The Board of Directors is asked to discuss and confirm the findings and, approve the document.

An update in relation to the actions identified will be provided to the Board of Directors in 6 months.

Financial implications:
No

Regulatory relevance:

Monitor:	Code of Governance
	Annual Reporting Manual

Equality Impact / Implications:	Is there likely to be any impact on any of the protected characteristics? (Age, Disability, Gender, Gender Reassignment, Pregnancy and Maternity, Race, Religion or Belief, Sexual Orientation, Health Inequalities, Human Rights) Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> If yes, what is the mitigation against this?
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Other:	
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Strategic Objective: <i>Reference to Strategic Objective(s) this paper relates to</i>	To provide outstanding care for patients
	To deliver our financial plan and key performance targets
	To be in the top 20% of NHS employers
	To be a continually learning organisation
	To collaborate effectively with local and regional partners

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A DIRECTORS			CURRENTLY COMPLIANT?	ACTION REQUIRED TO ENSURE COMPLIANCE
A.1 The Role of the Board of Directors				
A.1.1	The board of directors should meet sufficiently regularly to discharge its duties effectively. There should be a schedule of matters specifically reserved for its decision. The schedule of matters reserved for the board of directors should include a clear statement detailing the roles and responsibilities of the council of governors (as described in A.5). This statement should also describe how any disagreements between the council of governors and the board of directors will be resolved. The annual report should include a schedule of matters or a summary statement of how the board of directors and the board of governors operate, including a summary of the types of decisions to be taken by each of the boards and which are delegated to the executive management of the board of directors. These arrangements should be kept under review at least annually. (Annual Report)			
	2016/17 Review position	Current Position	Will be Compliant	Narrative in annual report to be reviewed by EDs 26/03/2017
	Meetings held eleven times per year. Review of the Scheme of Delegation, Standing Orders and Standing Financial Instructions was completed and approved by the Board of Directors in December 2015.	Board of Director Meetings held seven times per year. Review of the Scheme of Delegation, Standing Orders and Standing Financial Instructions was completed and approved by the Board of Directors in November 2017. Change will be included in draft Annual Report 2017/18		
A.1.2	The annual report should identify the chairperson, the deputy chairperson (where there is one), the chief executive, the senior independent director (see A.4.1) and the chairperson and members of the nominations, audit and remuneration committees. It should also set out the number of meetings of the board and those committees and individual attendance by directors. (Annual Report)			
	2016/17 Review position	Current Position	Will be Compliant	Narrative in annual report to be reviewed by EDs 26/03/2017
	Annual report routinely identifies the relevant post-holders. Attendance is recorded and is reported to the governors through the circulation of Board minutes and in the Annual Report.	Draft annual report identifies post-holders, Board and Committee meetings held and individual attendance at meetings.		

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A.1.3	The board of directors should make available a statement of the objectives of the NHS foundation trust showing how it intends to balance the interests of patients, the local community and other stakeholders, and use this as the basis for its decision-making and forward planning. (Public)			
	2016/17 Review position	Current Position	Compliant	
	Set out in the Corporate Strategy for 2013-2018: <i>Together Putting Patients First</i> , used as basis for strategic and operational planning. The Strategy is available on the Foundation Trust's website.	The Board of Directors approved the Mission, Vision, Strategic Objectives and Values in November 2017. The Clinical Strategy 2017 to 2022 is available on the Foundation Trust Website.		
A.1.4	The board of directors should ensure that adequate systems and processes are maintained to measure and monitor the NHS foundation trust's effectiveness, efficiency and economy as well as the quality of its healthcare delivery. The board should regularly review the performance of the NHS foundation trust in these areas against regulatory and contractual obligations and approved plans and objectives. (Comply/explain)			
	2016/17 Review Position	Current position	Compliant	
	Action plans have been produced in response to the CQC inspections, and are regularly reviewed.	The Board received the Integrated dashboard at all of its meetings. Receives Finance and Performance Reports and, reports from the Finance and Performance Committee and then Quality Committee.		
A.1.5	The board of directors should ensure that relevant metrics, measures, milestones and accountabilities are developed and agreed so as to understand and assess progress and delivery of performance. Where appropriate, and in particular in high risk or complex areas, independent advice, for example from the internal audit function, should be commissioned by the board of directors to provide an adequate and reliable level of assurance. (Comply/explain)			
	2016/17 Review Position	Current position	Compliant	
	The internal auditors produce regular reports to drive service improvement; recommended actions are led by an Executive Director and monitored accordingly.	The internal auditors produce regular reports to drive service improvement; recommended actions are led by an Executive Director and monitored accordingly. New Board committee structure approved in June 2017 to support understanding and assessment of progress and delivery of performance. The new committee structure includes 'finance and performance', quality, workforce, major projects and, partnerships. The Board is also in receipt of performance trajectories.		

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A.1.6	The board of directors should report on its approach to clinical governance and its plan for the improvement of clinical quality in accordance with guidance set out by the DH, NHS England, the CQC and Monitor. The board should record where, within the structure of the organisation, consideration of clinical governance matters occurs. (Comply/explain)			
	2016/17 Review Position	Current position	Compliant	
	<p>The Deloitte review against the well-led framework undertaken and reported in to the Audit and Assurance Committee in March.</p> <p>Clinical Governance is considered at the monthly Quality and Safety Committee.</p>	<p>Actions implemented from the Deloitte Well Led Review. Review of progress against the recommendations undertaken by Deloitte in December 2017. CQC undertook Well Led Review in February 2018. Outcomes are awaited.</p> <p>Clinical Governance is set out in the Quality Plan and, considered at the Board's monthly Quality Committee and its quality sub-committees / groups.</p>		
A.1.7	The chief executive as the accounting officer should follow the procedure set out by Monitor for advising the board of directors and the council of governors, and for recording and submitting objections to decisions considered or taken by the boards in matters of propriety or regularity, and on issues relating to the wider responsibilities of the accounting officer for economy, efficiency and effectiveness. (Comply/explain)			
	2016/17 Review Position	Current position	Compliant	
	<p>The Accounting Officer Memorandum was updated in August 2015.</p> <p>Paragraph 7 was updated to set out that the accounting officer must ensure:</p> <ul style="list-style-type: none"> the foundation trust delivers efficient and economical conduct of its business and safeguards financial propriety and regularity throughout the organisation financial considerations are fully taken into account in decisions taken by the foundation trust. <p>Paragraph 8 was updated to reference the accounting officer's duty to deliver prudent and economical administration in line with the principles set out in Managing Public Money.</p> <p>All requirements are met.</p>	<p>All requirements continue to be met.</p>		

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A.1.8	The board of directors should establish the constitution and standards of conduct for the NHS foundation trust and its staff in accordance with NHS values and accepted standards of behaviour in public life, which include the principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership (The Nolan Principles). (Comply/explain)			
	2016/17 Review Position	Current position	Compliant	
	Nolan Principles added to Policy of Business Conduct and ratified by Board of Directors 10 December 2015. Standards for Boards were reviewed at the March 2017 meeting of the Board of Directors.	Policy on Business Conduct reviewed and published in light of new guidance on New Policy on Declarations.		
A.1.9	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 conflicts 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. (Comply/explain)			
	2016/17 Review Position	Current position	Compliant	
	The Constitution was updated and approved by Council of Governors in October 2015 and approved by the Board of Directors on November 2015. Standing Orders were reviewed and approved in December 2015. Both documents identify how any commercial in confidence matters or potential conflicts of interest should be dealt with.	The Board of Directors Standing Orders were reviewed and approved in September 2017. The Constitution was reviewed, revised and approved by the Board of Directors and the Council of Governors in January 2018. Both documents identify how any commercial in confidence matters or potential conflicts of interest should be dealt with.		
A.1.10	The NHS foundation trust should arrange appropriate insurance to cover the risk of legal action against its directors. Assuming the governors have acted in good faith and in accordance with their duties, and proper process has been followed, the potential for liability for the council should be negligible. Governors may have the benefit of an indemnity and/or insurance from the trust. While there is no legal requirement for trusts to provide an indemnity or insurance for governors to cover their service on the council of governors, where an indemnity or insurance policy is given, this can be detailed in the trust's constitution. (Comply/explain)			
	2016/2017 Review Position	Current position	Compliant	ACTION: to be added to the Board Work Plan for Annual Review. LEAD ED: Director of Finance
	Appropriate cover is in place and renewed annually. Governors are covered also covered by an indemnity as detailed in the Foundations Trust's Constitution.	No change. The Trust is compliant in relation to this code however the Foundation Trust's Insurance Cover has not been reviewed by the Board in recent years.		

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A.2 Division of responsibilities				
A.2.1	The division of responsibilities between the chairperson and chief executive should be clearly established, set out in writing and agreed by the board of directors.			
	2016/17 Review Position	Current position	Compliant	
	Responsibilities were agreed by the Board of Directors – after discussion of the Chair job description by the Governor's Nomination and Remuneration Committee – in 2016/17.	No change.		
A.2.2	The roles of chairperson and chief executive must not be undertaken by the same individual. (Statutory)			
	2016/17 Review Position	Current position	Compliant	
	These are two distinct roles with separate deputising arrangements.	No change.		
A.3 The chairperson				
A.3.1	The chairperson should, on appointment by the council of governors, meet the independence criteria set out in B.1.1. A chief executive should not go on to be the chairperson of the same NHS foundation trust. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Both issues addressed through appointment of new Chair.	Chairman, appointed in October 2016, meets the requirements. No change.		

A.4 Non-executive directors				
A.4.1	In consultation with the council of governors, the board should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding board for the chairperson and to serve as an intermediary for the other directors when necessary. The senior independent director should be available to governors if they have concerns that contact through the normal channels of chairperson, chief executive, finance director or trust secretary has failed to resolve, or for which such contact is inappropriate. The senior independent director could be the deputy chairperson. (Comply/explain)			
	2016/2017 Review Position	Current Position	Compliant	
	Mrs Pauline Vickers approved and appointed as the senior independent director on 10 November 2016.	No change.		
A.4.2	The chairperson should hold meetings with the non-executive directors without the executives present. Led by the senior independent director, the non-executive directors should meet without the chairperson present, at least annually, to appraise the chairperson's performance, and on other such occasions as are deemed appropriate. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	The Chair meets quarterly with the chairs of the sub-committees, and has individual meetings with each of the non-executive directors. The performance of the chair is reviewed by the Governor's Nominations and Remuneration Committee.	A meetings schedule has been established whereby the Chairman meets at least quarterly with the NEDs without the Executives present. A meetings schedule has been established where the SID meets at least quarterly with the NEDs without the Chairman present and has included an appraisal of the Chairman's performance.		
A.4.3	Where directors have concerns that cannot be resolved about the running of the NHS foundation trust or a proposed action, they should ensure that their concerns are recorded in the board minutes. On resignation, a director should provide a written statement to the chairperson for circulation to the board, if they have any such concerns. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Has not arisen.	No change.		

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A.5 Governors				
A.5.1	The council of governors should meet sufficiently regularly to discharge its duties. Typically the board of governors would be expected to meet as a full council at least four times per year. Governors should where practicable make every effort to attend the meetings of the board of governors. The NHS foundation trust should take appropriate steps to facilitate attendance. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Council of Governors has met in public a minimum of 5 times in year in addition to the Annual Member's Meeting. Attendance is monitored and the Chairman picks up any concerns with individual attendance (in line with the Constitution).	Council of Governors formal meetings take place quarterly. No issues with Governor attendance in year.		
A.5.2	The council of governors should not be so large as to be unwieldy. The council of governors should be of sufficient size for the requirements of its duties. The roles, structure, composition, and procedures of the council of governors should be reviewed regularly as described in provision B.6.5. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	There are 20 Governor posts in the overall structure. The Trust is carrying two vacancies. A review of the number and make-up of the Governors will take place on 23 March 2017.	Following the business review in March 2017; Size of Council of Governors deemed sufficient. Regular quarterly NED/Governor only sessions established. NED committee reports now standard agenda items at Council of Governors meetings. Governors have regular representation at Board of Director Meetings. Governors standing orders and Council of Governors Terms of Reference reviewed and approved in January 2018.		
A.5.3	The annual report should identify the members of the council of governors, including a description of the constituency or organisation that they represent, whether they were elected or appointed, and the duration of their appointments. The annual report should also identify the nominated lead governor. A record should be kept of the number of meetings of the board and the attendance of individual governors and it should be made available to members on request. (Annual Report)			
	2016/17 Review Position	Current Position	Will be compliant on publication of Annual Report	Narrative in annual report to be reviewed by all EDs 26/03/2017
	All of these items, including individual attendance are recorded in the Annual Report.	No changes. A draft of the above information has already been produced for the Annual Report.		

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A.5.4	The roles and responsibilities of the council of governors should be set out in a written document. This statement should include a clear explanation of the responsibilities of the council of governors towards members and other stakeholders and how governors will seek their views and inform them. (Comply/explain)			
	2016/17 Review Position	Current Position	compliant	
	Set out in the Constitution and Governors Code of Conduct.	No change.		
A.5.5	The chairperson is responsible for leadership of both the board of directors and the council of governors (see A.3) but the governors also have a responsibility to make the arrangements work and should take the lead in inviting the chief executive to their meetings and inviting attendance by other executives and non-executives, as appropriate. In these meetings other members of the council of governors may raise questions of the chairperson or his/her deputy, or any other relevant director present at the meeting about the affairs of the NHS foundation trust. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	All EDs including the CEO routinely attend meetings of the council of governors. Non-Executive Director input has been increased to include reports from Committee Chairs.	No change.		
A.5.6	The council of governors should establish a policy for engagement with the board of directors for those circumstances when they have concerns about the performance of the board of directors, compliance with the new provider licence or other matters related to the overall wellbeing of the NHS foundation trust. The council of governors should input into the board's appointment of a senior independent director (see A.4.1). (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Governors Engagement Policy received approval on 21 April.2016. Policy scheduled for review and approval in April 2017.	Policy approved in April 2017. Policy scheduled for review and approval in April 2018.		
A.5.7	The council of governors should ensure its interaction and relationship with the board of directors is appropriate and effective. In particular, by agreeing the availability and timely communication of relevant information, discussion and the setting in advance of meeting agendas and, where possible, using clear, unambiguous language. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Agendas are agreed with both the Chairperson and Vice Chair. Authors of papers have been reminded of the need for glossaries.	The Chairman regularly reviews the agenda with governors as part of the council of governor meetings to determine what should be included in the next meeting. The agendas now include in-depth presentations to facilitate challenge and discussion.		

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A.5.8	The council of governors should only exercise its power to remove the chairperson or any non-executive directors after exhausting all means of engagement with the board of directors. The council should raise any issues with the chairperson with the senior independent director in the first instance. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Has not arisen.	No change.		
A.5.9	The council of governors should receive and consider other appropriate information required to enable it to discharge its duties, for example clinical statistical data and operational data. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	The council of governors receives feedback from Committee chairs which includes some summarised operational data.	The Council of Governors meets quarterly with the Chairman and other NEDs. At these sessions and at the Council of Governors meetings the Governors are in receipt of information to support the discharge of their duties.		
A.5.10	The council of governors has a statutory duty to hold the non-executive directors individually and collectively to account for the performance of the board of directors. (Statutory)			
	2016/17 Review Position	Current Position	Compliant	
	Non-Executive Director Committee Chairs report to meetings of the Council of Governors. Governors attend meetings of the Board of Directors to observe Non-Executive Directors.	Non-Executive Director Committee Chairs continue to report to meetings of the Council of Governors. Governors attend meetings of the Board of Directors to observe Non-Executive Directors. In addition the Council of Governors and the Non-Executive Directors hold regular quarterly sessions.		
A.5.11	The 2006 Act, as amended, gives the council of governors a statutory requirement to receive the following documents. These documents should be provided in the annual report as per the NHS Foundation Trust Annual Reporting Manual: (a) the annual accounts; (b) any report of the auditor on them; and (c) the annual report. (Statutory)			
	2016/17 Review Position	Current Position	Compliant	
	Above documents are received by the Governors at the Annual Members Meeting, and they are available on the Foundation Trust's website.	No change.		

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A.5.12	The directors must provide governors with an agenda prior to any meeting of the board, and a copy of the approved minutes as soon as is practicable afterwards. There is no legal basis on which the minutes of private sessions of board meetings should be exempted from being shared with the governors. In practice, it may be necessary to redact some information, for example, for data protection or commercial reasons. Governors should respect the confidentiality of these documents. (Statutory)			
	2016/17 Review Position	Current Position	Compliant	
	The agenda and approved minutes for open meetings are circulated to the Governors. Closed minutes are not circulated.	No change.		
A.5.13	The council of governors may require one or more of the directors to attend a meeting to obtain information about performance of the trust's functions or the directors' performance of their duties, and to help the council of governors to decide whether to propose a vote on the trust's or directors' performance. (Statutory)			
	2016/17 Review Position	Current Position	Compliant	
	Situation has not arisen. Both Executive and non-Executive Directors routinely attend meetings of the Council of Governors and routinely provide appropriate information.	No change		
A.5.14	Governors have the right to refer a question to the independent panel for advising governors. More than 50% of governors who vote must approve this referral. The council should ensure dialogue with the board of directors takes place before considering such a referral, as it may be possible to resolve questions in this way. (Statutory)			
	2016/17 Review Position	Current Position	Compliant	
	This has not arisen. Panel disbanded by NHSI	Monitor (NHSI) took a decision in Jan 2017 to disband the Independent Panel for Advising Governors as no substantive questions have been put to the Panel in over three years of its operation.		

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A.5.15	<p>Governors should use their new rights and voting powers from the 2012 Act to represent the interests of members and the public on major decisions taken by the board of directors. These new voting powers require:</p> <ul style="list-style-type: none"> • More than half of the members of the board of directors who vote and more than half of the members of the council of governors who vote to approve a change to the constitution of the NHS foundation trust. • More than half of governors to approve a significant transaction. • More than half of all governors to approve an application by a trust for a merger, acquisition, separation or dissolution. • More than half of governors who vote, to approve any proposal to increase the proportion of the trust's income earned from non-NHS work by 5% a year or more. For example, governors will be required to vote where an NHS foundation trust plans to increase its non-NHS income from 2% to 7% or more of the trust's total income. • Governors to determine together whether the trust's non-NHS work will significantly interfere with the trust's principal purpose, which is to provide goods and services for the health service in England, or its ability to perform its other functions. NHS foundation trusts are permitted to decide themselves what constitutes a "significant transaction" and may choose to set out the definition(s) in the trust's constitution. Alternatively, with the agreement of the governors, trusts may choose not to give a definition, but this would need to be stated in the constitution. (Statutory) 			
	2016/17 Review Position	Current Position	Compliant	
	All new powers have been covered in the Foundation Trust's Constitution since September 2013.	No change.		

B EFFECTIVENESS				
B.1 The composition of the board				
B.1.1	<p>The board of directors should identify in the annual report each non-executive director it considers to be independent. The board should determine whether the director is independent in character and judgement and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the director's judgement. The board of directors should state its reasons if it determines that a director is independent despite the existence of relationships or circumstances which may appear relevant to its determination, including if the director:</p> <ul style="list-style-type: none"> • has been an employee of the NHS foundation trust within the last five years; • has, or has had within the last three years, a material business relationship with the NHS foundation trust either directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship with the NHS foundation trust; • has received or receives additional remuneration from the NHS foundation trust apart from a director's fee, participates in the NHS foundation trust's performance-related pay scheme, or is a member of the NHS foundation trust's pension scheme; • has close family ties with any of the NHS foundation trust's advisers, directors or senior employees; • holds cross-directorships or has significant links with other directors through involvement in other companies or bodies; • has served on the board of the NHS foundation trust for more than six years from the date of their first appointment; or • is an appointed representative of the NHS foundation trust's university medical or dental school. (Annual Report) 			
	2016/17 Review Position	Current Position	Will be Compliant following publication of annual report	Narrative for annual report to be reviewed by EDs 26/03/2017
	Statement included in 2016/17 Draft Annual Report.	Statement included in 2017/18 Draft Annual Report.		
B.1.2	At least half the board of directors, excluding the chairperson, should comprise non-executive directors determined by the board to be independent. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	At least half the board continues to comprise independent non-executive directors. .Additional NED appointments in year enabled the FT to maintain this.	No change.		
B.1.3	No individual should hold, at the same time, positions of director and governor of any NHS foundation trust. (Comply/explain)			

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	2016/17 Review Position	Current Position	Compliant	
	The situation has not arisen.	No change.		
B.1.4	The board of directors should include in its annual report a description of each director's skills, expertise and experience. Alongside this, in the annual report, the board should make a clear statement about its own balance, completeness and appropriateness to the requirements of the NHS foundation trust. Both statements should also be available on the NHS foundation trust's website. (Annual Report) (Public)			
	2016/17 Review Position	Current Position	Will be Compliant following publication of annual report	Narrative for annual report to be drafted/ reviewed by all EDs 26/03/2017
	Annual report does cover each director's skills and experience. No statement about overall balance, completeness and appropriateness.	Additional text required for annual report. Deloitte well-led review to be considered as source.		
B.2 Appointments to the Board				
B.2.1	The nominations committee or committees, with external advice as appropriate, are responsible for the identification and nomination of executive and non-executive directors. The nominations committee should give full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the NHS foundation trust and the skills and expertise required within the board of directors to meet them. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Two Nomination and Remuneration Committees are in place. The remit of the Committees include within their Terms of Reference all the requirements. The Terms of reference for both Committees are subject to annual review and approval.	No change.		
B.2.2	Directors on the board of directors and governors on the council of governors should meet the "fit and proper" persons test described in the provider licence. For the purpose of the licence and application criteria, "fit and proper" persons are defined as those without certain recent criminal convictions and director disqualifications, and those who are not bankrupt (undischarged). Trusts should also abide by the updated guidance from the CQC regarding appointments to senior positions in organisations subject to CQC regulations (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	

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	Largely covered already by the eligibility requirements listed in the Foundation Trust's Constitution. Contracts have been amended accordingly.	No change. The Trust abides by the CQC requirements regarding Fit and Proper Persons.		
B.2.3	There may be one or two nominations committees. If there are two committees, one will be responsible for considering nominations for executive directors and the other for non-executive directors (including the chairperson). The nominations committee(s) should regularly review the structure, size and composition of the board of directors and make recommendations for changes where appropriate. In particular, the nominations committee(s) should evaluate, at least annually, the balance of skills, knowledge and experience on the board of directors and, in the light of this evaluation, prepare a description of the role and capabilities required for appointment of both executive and non-executive directors, including the chairperson. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Two nominations and remuneration Committees are in place. prepared the job description and person specification for the new appointments this year, including the Chair.	Two Nominations and Remuneration Committees are in place. All requirements are addressed as part of the remit of the Committees. New Executive and Non-Executive appointments/reappointments have been made in year - in response to an evaluation of the balance of skills, knowledge and experience on the board of directors.		
B.2.4	The chairperson or an independent non-executive director should chair the nominations committee(s). At the discretion of the committee, a governor can chair the committee in the case of appointments of non-executive directors or the chairman. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Terms of Reference for both Nominations Committees are in line with this.	No change.		
B.2.5	The governors should agree with the nominations committee a clear process for the nomination of a new chairperson and non-executive directors. Once suitable candidates have been identified the nominations committee should make recommendations to the council of governors. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	

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	Appointment Process for Chair and Non-Executive Directors reviewed annually by the Council of Governors	No change.		
B.2.6	Where an NHS foundation trust has two nominations committees, the nominations committee responsible for the appointment of non-executive directors should consist of a majority of governors. If only one nominations committee exists, when nominations for non-executives, including the appointment of a chairperson or a deputy chairperson, are being discussed, there should be a majority of governors on the committee and also a majority governor representation on the interview panel. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Terms of Reference for the (Governors) Nominations and Remuneration Committee are in line with this.	No change.		
B.2.7	When considering the appointment of non-executive directors, the council of governors should take into account the views of the board of directors and the nominations committee on the qualifications, skills and experience required for each position. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Terms of Reference for the Governors Nominations and Remuneration Committee include this requirement.	No change.		
B.2.8	The annual report should describe the process followed by the council of governors in relation to appointments of the chairperson and non-executive directors. (Comply/explain)			
	2016/17 Review Position	Current position	Will be Compliant following publication of annual report	New text in annual report to be reviewed by EDs 26/03/2017
	Annual report 16/17 describes the process followed in appointment of the chair, reappointment of NED and appointment of senior independent director.	Annual Report 17/18 to include the process for appointments of NEDs and new NED appointments that occurred in 17/18..		
B.2.9	An independent external adviser should not be a member of or have a vote on the nominations committee(s). (Comply/explain)			
	2016/17 Review Position	Current position	compliant	
	In line with current practice.	No change.		

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B.2.10	A separate section of the annual report should describe the work of the nominations committee(s), including the process it has used in relation to board appointments. The main role and responsibilities of the nominations committee should be set out in publicly available, written terms of reference. (Annual Report) (Public)			
	2016/17 Review Position	Current position	Will be compliant following publication in the annual report	New text in annual report to be approved by all EDs 26/03/2017
	Annual Report 2016/17 contains information on the work of both Nominations and Remunerations Committees. The terms of reference for the committees are available on the Trust website.	Draft of Annual Report 2017/18 contains information on the work of both Nominations and Remunerations Committees. The terms of reference for the committees are available on the Trust website		
B.2.11	It is a requirement of the 2006 Act that the chairperson, the other non-executive directors and – except in the case of the appointment of a chief executive – the chief executive, are responsible for deciding the appointment of executive directors. The nominations committee with responsibility for executive director nominations should identify suitable candidates to fill executive director vacancies as they arise and make recommendations to the chairperson, the other non-executives directors and, except in the case of the appointment of a chief executive, the chief executive. (Statutory)			
	2016/17 Review Position	Current Position	Compliant	
	In line with current practice.	No changes; this requirement has been followed this year.		
B.2.12	It is for the non-executive directors to appoint and remove the chief executive. The appointment of a chief executive requires the approval of the council of governors. (Statutory)			
	2016/17 Review Position	Current Position	Compliant	
	In line with current practice.	No change.		
B.2.13	The governors are responsible at a general meeting for the appointment, re-appointment and removal of the chairperson and the other non-executive directors. (Statutory)			
	2016/17 Review Position	Current Position	Compliant	
	In line with current practice.	No change.		

B.3 Commitment				
B.3.1	For the appointment of a chairperson, the nominations committee should prepare a job specification defining the role and capabilities required including an assessment of the time commitment expected, recognising the need for availability in the event of emergencies. A chairperson's other significant commitments should be disclosed to the council of governors before appointment and included in the annual report. Changes to such commitments should be reported to the council of governors as they arise, and included in the next annual report. No individual, simultaneously whilst being a chairperson of an NHS foundation trust, should be the substantive chairperson of another NHS foundation trust. (Annual Report)			
	2016/17 Review Position	Current Position	Compliant	
	In line with current practice.	No change.		
B.3.2	The terms and conditions of appointment of non-executive directors should be made available to the council of governors. The letter of appointment should set out the expected time commitment. Non-executive directors should undertake that they will have sufficient time to meet what is expected of them. Their other significant commitments should be disclosed to the council of governors before appointment, with a broad indication of the time involved and the council of governors should be informed of subsequent changes. (Governors)			
	2016/17 Review Position	Current position	Compliant	
	Disclosures made to council of governors in line with requirements.	No change.		
B.3.3	The board of directors should not agree to a full-time executive director taking on more than one non-executive directorship of an NHS foundation trust or another organisation of comparable size and complexity, nor the chairpersonship of such an organisation. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Has not arisen.	No change.		

B.4 Development				
B.4.1	The chairperson should ensure that new directors and governors receive a full and tailored induction on joining the board or the council of governors. As part of this, directors should seek out opportunities to engage with stakeholders, including patients, clinicians and other staff. Directors should also have access, at the NHS foundation trust's expense, to training courses and/or materials that are consistent with their individual and collective development programme.			
	2016/17 Review Position	Current Position	Compliant	
	The Governors have an established induction programme in place that includes individual welcome meetings, site visits including visits to BIHR and Education, and sessions with EDs to understand their operational portfolios. The Directors induction programme meets the requirements set out in the provision.	An induction programme remains in place for the Governors. The Non-Executive Induction programme has been reviewed and enhanced for all new Non-Executive Appointments.		
B.4.2	The chairperson should regularly review and agree with each director their training and development needs as they relate to their role on the board.			
	2016/17 Review Position	Current Position	Non-compliant, but disclosure not required.	Not to be actioned: We believe that determining the training development needs of the EDs should be a role for the CE, not Chair.
	In line with current practice for NEDs, not for EDs (dealt with by CE).	The chair fulfils this role for the NEDs and CE, but we do not believe he should do so for EDs (this is not comply or explain).		
B.4.3	The board has a duty to take steps to ensure that governors are equipped with the skills and knowledge they need to discharge their duties appropriately. (Statutory)			
	2016/17 Review Position	Current position	Compliant	
	Skills and knowledge audit carried out. Training and development needs identified and addressed. Ongoing use of Governwell courses continues.	New skills and knowledge audit underway March 2017. Learning and development needs continue to be addressed. Ongoing use of Governwell courses continues.		

B.5 Information and Support				
B.5.1	The board of directors and the council of governors should be provided with high-quality information appropriate to their respective functions and relevant to the decisions they have to make. The board of directors and the council of governors should agree their respective information needs with the executive directors through the chairperson. The information for the boards should be concise, objective, accurate and timely, and it should be accompanied by clear explanations of complex issues. The board of directors should have complete access to any information about the NHS foundation trust that it deems necessary to discharge its duties, including access to senior management and other employees. (Comply/explain)			
	2016/17 Review Position	Current position	Compliant	
	In line with current practice.	No change.		
B.5.2	The board of directors and in particular non-executive directors, may reasonably wish to challenge assurances received from the executive management. They need not seek to appoint a relevant adviser for each and every subject area that comes before the board of directors, although they should, wherever possible, ensure that they have sufficient information and understanding to enable challenge and to take decisions on an informed basis. When complex or high-risk issues arise, the first course of action should normally be to encourage further and deeper analysis to be carried out in a timely manner, within the NHS foundation trust. On occasion, non-executives may reasonably decide that external assurance is appropriate. (Comply/explain)			
	2016/17 Review Position	Current position	Compliant	
	In line with current practice.	No change.		
B.5.3	The board should ensure that directors, especially non-executive directors, have access to the independent professional advice, at the NHS foundation trust's expense, where they judge it necessary to discharge their responsibilities as directors. Decisions to appoint an external adviser should be the collective decision of the majority of non-executive directors. The availability of independent external sources of advice should be made clear at the time of appointment. (Comply/explain)			
	<p>2016/17 Review Position</p> <p>External advice has been sought by all Directors on the EPR programme. Financial information, including independent advice, has been presented to all Directors.</p>	<p>Current position</p> <p>Guidance has been provided by the Trust's employment lawyers.</p>	Compliant	<p>ACTION: Guidance to be reviewed and agreed at the respective nominations and remuneration committees'.</p> <p>LEAD ED: Director of HR.</p>

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B.5.4	Committees should be provided with sufficient resources to undertake their duties. The board of directors should also ensure that the council of governors is provided with sufficient resources to undertake its duties with such arrangements agreed in advance. (Comply/explain)			
	2016/17 Review Position	Current position	Compliant	
	In line with current practice	No change.		
B.5.5	Non-executive directors should consider whether they are receiving the necessary information in a timely manner and feel able to raise appropriate challenge of recommendations of the board, in particular making full use of their skills and experience gained both as a director of the trust and also in other leadership roles. They should expect and apply similar standards of care and quality in their role as a non-executive director of an NHS foundation trust as they would in other similar roles.			
	2016/17 Review Position	Current position	Compliant	
	In line with current practice.	No change.		
B.5.6	Governors should canvass the opinion of the trust's members and the public, and for appointed governors the body they represent, on the NHS foundation trust's forward plan, including its objectives, priorities and strategy, and their views should be communicated to the board of directors. The annual report should contain a statement as to how this requirement has been undertaken and satisfied. (Annual report)			
	2016/17 Review Position	Current Position	Compliant	

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	<p>Opportunities provided at the AMM - 19 July 2016, where members found out about key FT developments and major investments including EPR, new Hospital Wing, and Virtual Ward. Governors met with CCG Engagement Lead, attended Healthwatch AGM, and received copies of Healthwatch inspection reports. Gobs regularly signposted to Health and Adult Care Overview and Scrutiny Committee and to any reports and feedback on the Trust's Plans. Governors have been involved in their own internal programme of 'Getting to know You visits' –to clinical areas meeting staff visitors and public – and have canvassed opinion on EPR. Governors took part in the FTs Patient Experience event, where visitors were canvassed on their key priorities.</p>	<p>Opportunities again provided at the AMM/AGM in July 2017 for members and public to comment on strategic plans. Governors have been in attendance at local health related events and meetings and are in receipt of local reports incorporating communities views on provision of health services. The 'Getting to know you' programme continues.</p>		
B.5.7	<p>Where appropriate, the board of directors should take account of the views of the council of governors on the forward plan in a timely manner and communicate to the council of governors where their views have been incorporated in the NHS foundation trust's plans, and, if not, the reasons for this.</p>			
	2016/17 Review Position	Current position	Compliant	
	<p>The Summary Strategic Plan 2014-19 is an accurate reflection of the current shared vision and strategy of the Trust Board having had regard to the views of the Council of Governors.</p>	<p>The Council of Governors was involved in discussions related to the development of the Trusts Clinical Strategy 2017-2022 published in September 2017. The Council was consulted on the Trust's Operational Plans for 2018/19 in November 2017.</p>		
B.5.8	<p>The board of directors must have regard for the views of the council of governors on the NHS foundation trust's forward plan. (Statutory)</p>			
	2016/17 Review Position	Current position	Compliant	
	<p>The Summary Strategic Plan 2014-19 is an accurate reflection of the current shared vision and strategy of the Trust Board having had regard to the views of the Council of Governors.</p>	<p>The Council of Governors was involved in discussions related to the development of the Trusts Clinical Strategy 2017-2022 published in September 2017. The Council was consulted on the Trust's Operational Plans for 2018/19 in November 2017.</p>		

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B.6 Evaluation				
B.6.1	The board of directors should state in the annual report how performance evaluation of the board, its committees, and its directors, including the chairperson, has been conducted, bearing in mind the desirability for independent assessment, and the reason why the NHS foundation trust adopted a particular method of performance evaluation. (Annual Report)			
	2016/17 Review Position	Current Position	Will be compliant following publication of the annual report	narrative to be reviewed by EDs 26/03/2017
	The Well Led review by Deloitte is underway. The draft report is going to the Board of Directors on 09/03/2017; the finalised report is due 16/03/2017. A summary will be put into the annual report. Recommendations from the PwC review, which were published in July 2015, were reviewed by EMT in January 217 and are all complete. <i>Annual report to be updated to state now compliant.</i>	As result of Deloitte Well Led Review new committee structure approved by Board in June 2017 and implemented in September 2017. Follow up review from Deloitte's undertaken in December 17. Foundation Trust subject to CQC Well Led Review in February 2018. Outcomes are awaited.		
B.6.2	Evaluation of the boards of NHS foundations trusts should be externally facilitated at least every three years. The evaluation needs to be carried out against the board leadership and governance framework set out by Monitor. The external facilitator should be identified in the annual report and a statement made as to whether they have any other connection to the trust. (Annual Report)			
	2016/17 Review Position	Current Position	Will be Compliant following publication in annual report	Narrative to be reviewed by EDs 26/03/2017
	The Well Led review by Deloitte is underway; appropriate details will be put into the annual report.	Follow up review from Deloitte's undertaken in December 17. Report to be included in Annual Report 2017/18. Foundation Trust subject to CQC Well Led Review in February 2018. Outcomes are awaited.		
B.6.3	The senior independent director should 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. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Evaluation of the previous chair was completed. Evaluation of the new chair will take place in due course.	Appraisal completed in line with process approved by the Council of Governors.		

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B.6.4	The chairperson, with assistance of the board secretary, if applicable, should use the performance evaluations as the basis for determining individual and collective professional development programmes for non-executive directors relevant to their duties as board members. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	New Chair is addressing development needs of the NEDs as required.	Appraisals process for NED approved by Governors in April 2017. Process incorporates determination of learning and development needs. Collective Board development programme delivered in year.		
B.6.5	Led by the chairperson, the council of governors should periodically assess their collective performance and they should regularly communicate to members and the public details on how they have discharged their responsibilities, including their impact and effectiveness on: - holding the non-executive directors individually and collectively to account for the performance of the board of directors. - communicating with their member constituencies and the public and transmitting their views to the board of directors; and - contributing to the development of forward plans of NHS foundation trusts. The council of governors should use this process to review its roles, structure, composition and procedures, taking into account emerging best practice. Further information can be found in Monitor's publication: Your statutory duties: A reference guide for NHS foundation trust governors. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Governors attend the open Board meetings, enabling them to hold the NEDs to account and transmit their views to the Board. As detailed in section B.5.7, the Governors have contributed to the strategic plan. As detailed in section A.5.2, the 2017 review of roles, structure, composition and procedures will take place on 23 March 2017.	Performance assessed at review session in March 2017. Actions agreed with regard to improving relationships with NEDs. Joint NED/Governor sessions established. Governors agreed to rolling programme of attendance at Board of Director meetings. NED Chairs reporting at Council of Governors meetings. Periodic informal reviews undertaken by Chairman during year.		
B.6.6	There should be a clear policy and a fair process, agreed and adopted by the council of governors, for the removal from the council of any governor who consistently and unjustifiably fails to attend the meetings of the council of governors or has an actual or potential conflict of interest which prevents the proper exercise of their duties. This should be shared with governors. In addition, it may be appropriate for the process to provide for removal from the council of governors where behaviours or actions of a governor or group of governors may be incompatible with the values and behaviours of the NHS foundation trust. Where there is any disagreement as to whether the proposal for removal is justified, an independent assessor agreeable to both parties should be requested to consider the evidence and determine whether the proposed removal is reasonable or otherwise. (Comply/explain)			

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	2016/17 Review Position	Current Position	Compliant	
	Covered in Standing Orders for the Council of Governors and the Governors' Code of Conduct.	No change.		
B.7 Re-appointment of directors and re-election of governors				
B.7.1	In the case of re-appointment of non-executive directors, the chairperson should confirm to the governors that following formal performance evaluation, the performance of the individual proposed for re-appointment continues to be effective and to demonstrate commitment to the role. Any term beyond six years (eg, two three-year terms) for a non-executive director should be subject to particularly rigorous review, and should take into account the need for progressive refreshing of the board. Non-executive directors may, in exceptional circumstances, serve longer than six years (eg, two three-year terms following authorisation of the NHS foundation trust) but this should be subject to annual re-appointment. Serving more than six years could be relevant to the determination of a non-executive's independence. (Governors)			
	2016/17 Review Position	Current Position	Compliant	
	The Chairman and the NRC Committee present recommendations regarding appointments to the Council of Governors that adhere to the guidelines and advice presented above.	No change.		
B.7.2	Elected governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years. The names of governors submitted for election or re-election should be accompanied by sufficient biographical details and any other relevant information to enable members to take an informed decision on their election. This should include prior performance information. (Governors)			
	2016/17 Review Position	Current position	Compliant	
	Practice is in line with the above which is included in the election rules which form part of the Constitution.	No change.		
B.7.3	Approval by the council of governors of the appointment of a chief executive should be a subject of the first general meeting after the appointment by a committee of the chairperson and non-executive directors. All other executive directors should be appointed by a committee of the chief executive, the chairperson and non-executive directors. (Statutory)			

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	2016/17 Review Position	Current position	Compliant	
	Practice is in line with the above.	No change.		
B.7.4	Non-executive directors, including the chairperson should be appointed by the council of governors for the specified terms subject to re-appointment thereafter at intervals of no more than three years and subject to the 2006 Act provisions relating to removal of a director. (Statutory)			
	2016/17 Review Position	Current position	Compliant	
	Practice is in line with the above which is included in the Constitution.	No change.		
B.7.5	Elected governors must be subject to re-election by the members of their constituency at regular intervals not exceeding three years. (Statutory)			
	2016/17 Review Position	Current position	Compliant	
	Term length included within the Constitution. Practice is in line with the above.	No change.		
B.8 Resignation of Directors				
B.8.1	The remuneration committee should not agree to an executive member of the board leaving the employment of an NHS foundation trust, except in accordance with the terms of their contract of employment, including but not limited to service of their full notice period and/or material reductions in their time commitment to the role, without the board first having completed and approved a full risk assessment. (Comply/explain)		Compliant	
	2016/17 Review Position	Current position		
	In line with current practice.	A risk assessment would be carried out prior to any agreement around full notice not being served.		

C ACCOUNTABILITY					
C.1 Financial, quality and operational reporting					
C.1.1	The directors should explain in the annual report their responsibility for preparing the annual report and accounts, and state that they consider the annual report and accounts, taken as a whole, are fair, balanced and understandable and provide the information necessary for patients, regulators and other stakeholders to assess the NHS foundation trust's performance, business model and strategy. There should be a statement by the external auditor about their reporting responsibilities. Directors should also explain their approach to quality governance in the Annual Governance Statement (within the annual report). (Annual Report)				
	2016/17 Review Position	Current position		Will be Compliant following publication of annual report	Narrative for annual report to be approved by the Board - May 2018
	In line with current practice. Included within Annual Report.	No change. Narrative will be added to the annual report as appropriate.			
C.1.2	The directors should report that the NHS foundation trust is a going concern with supporting assumptions or qualifications as necessary. (Comply/explain)				
	2016/17 Review Position	Current position		Will be Compliant following publication of annual report	Narrative for annual report to be approved by the Board - May 2018
	In line with current practice. Included within Annual Report.	No change; narrative will be added to the annual report as appropriate.			
C.1.3	At least annually and in a timely manner, the board of directors should set out clearly its financial, quality and operating objectives for the NHS foundation trust and disclose sufficient information, both quantitative and qualitative, of the NHS foundation trust's business and operation, including clinical outcome data, to allow members and governors to evaluate its performance. Further requirements are included in the NHS Foundation Trust Annual Reporting Manual. (Comply/explain)				
	2016/17 Review Position	Current position		Compliant	

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	Strategic priorities go to the Board on a quarterly basis and are RAG rated.	Regular reports presented as standard to the Board of Directors and the appropriate Committees at least monthly. Reporting is included within the annual report.		
C.1.4	<p>a) The board of directors must notify Monitor and the council of governors without delay and should consider whether it is in the public's interest to bring to the public attention, any major new developments in the NHS foundation trust's sphere of activity which are not public knowledge, which it is able to disclose and which may lead by virtue of their effect on its assets and liabilities, or financial position or on the general course of its business, to a substantial change to the financial wellbeing, health care delivery performance or reputation and standing of the NHS foundation trust.</p> <p>b) The board of directors must notify Monitor and the council of governors without delay and should consider whether it is in the public interest to bring to public attention all relevant information which is not public knowledge concerning a material change in:</p> <ul style="list-style-type: none"> the NHS foundation trust's financial condition; the performance of its business; and /or the NHS foundation trust's expectations as to its performance which , if made public, would be likely to lead to a substantial change to the financial wellbeing, health care delivery performance or reputation and standing of the NHS foundation trust (Comply/explain) 			
	2016/17 Review Position	Current position	Compliant	
	In line with current practice.	No change.		
C.2 Risk management and internal control				
C.2.1	<p>The board of directors should maintain continuous oversight of the effectiveness of the NHS foundation trust's risk management and internal control systems and should report to members and governors that they have done so in the annual report. A regular review should cover all material controls, including financial, operational and compliance controls. (Annual Report)</p>			
	2016/17 Review Position	Current Position	Compliant	

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	Internal audit reviews the range of Trust services and procedures. Deloitte published a report on the work of the Audit and Assurance Committee in July 2016. Action plan reviewed by Committee in February 2017 - all actions completed.	Internal audit reviews the range of Trust services and procedures. Narrative confirming compliance with requirements will be added to the annual report 2017/18 appropriate.		Narrative for annual report to be approved by the Board - May 2018
C.2.2	A trust should disclose in the annual report: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes. (Annual Report)			
	2016/17 Review Position	Current Position	Will be Compliant following publication of the annual report	Narrative for annual report to be reviewed by EDs 26/03/2017.
	Included in the Annual Report 2016/17.	Narrative included in the draft annual report 17/18. .		
C.3 Audit committee and auditors				
C.3.1	The board of directors should establish an audit committee composed of at least three members who are all independent non-executive directors. The board should satisfy itself that the membership of the audit committee has sufficient skills to discharge its responsibilities effectively, including ensuring that at least one member of the audit committee has recent and relevant financial experience. The chairperson of the trust should not chair or be a member of the audit committee. He can, however, attend meetings by invitation as appropriate. (Comply/explain)			
	2016/17 Review Position	Current position	Compliant	
	In line with current practice.	No change.		

C.3.2	The main role and responsibilities of the audit committee should be set out in publicly available, written terms of reference. The council of governors should be consulted on the terms of reference, which should be reviewed and refreshed regularly. It should include details of how it will: <ul style="list-style-type: none">• monitor the integrity of the financial statements of the of the NHS foundation trust, and any formal announcements relating to the trust’s financial performance, reviewing significant financial reporting judgements contained in them;• Review the NHS foundation trusts internal financial controls and, unless expressly addressed by a separate board risk committee composed of independent directors, or by the board itself, review the trust’s internal control and risk management systems;• Monitor and review the effectiveness of the NHS foundation trust’s internal audit function, taking into consideration relevant UK professional and regulatory requirements;• Review and monitor the external auditor’s independence and objectivity and the effectiveness of the audit process, taking into consideration relevant UK professional and regulatory requirements;• Develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm; and• Report to the council of governors, identifying any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken. (Public)			
	2016/17 Review Position	Current Position	Non-compliant, but disclosure not required.	ACTION: Consultation on the terms of reference to be built into the Board / Governor work programmes to ensure compliance for next year. LEAD ED: Director of Governance and Corporate Affairs
	The terms of reference were approved at the open Board meeting in March 2017.	The terms of reference were approved by the Open Board in July 2017. They have been published on the Trust website. The Governors have not been consulted on the terms of reference.		
C.3.3	The council of governors should take the lead in agreeing with the audit committee the criteria for appointing, re-appointing and removing external auditors. The council of governors will need to work hard to ensure they have the skills and knowledge to choose the right external auditor and monitor their performance. However, they should be supported in this task by the audit committee, which provides information to the governors on the external auditor’s performance as well as overseeing the NHS foundation trust’s internal financial reporting and internal auditing. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	

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	Governors approved establishment of an audit appointment working group in October 2016. Governors have worked closely with the trust's procurement team and the audit committee with regard to the appointment.	Appointment of external auditor approved by governors in May 2017.		
C.3.4	The audit committee should make a report to the council of governors in relation to the performance of the external auditor, including details such as the quality and value of the work and the timeliness of reporting and fees, to enable to council of governors to consider whether or not to re-appoint them. The audit committee should also make recommendation to the council of governors about the appointment, re-appointment and removal of the external auditor and approve the remuneration and terms of engagement of the external auditor.			
	2016/17 Review Position	Current Position	Compliant	
	In line with current practice. Included in existing Terms of Reference. Monitor guidance no longer requires annual reappointment. The Audit and Assurance Committee report to the Board. The Committee Chair presents a report to the council of governors; this includes information on the review of the external auditors.	No change.		
C.3.5	If the council of governors does not accept the audit committee's recommendation, the board of directors should include in the annual report a statement from the audit committee explaining the recommendation and should set out reasons why the council of governors has taken a different position. (Annual Report)			
	2016/17 Review Position	Current Position	Compliant	
	Has not arisen.	No change.		
C.3.6	The NHS foundation trust should appoint an external auditor for a period of time which allows the auditor to develop a strong understanding of the finances, operations and forward plans of the NHS foundation trust. The current best practice is for a three to five year period of appointment. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	

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	In line with guidance above.	<p>Considered to be compliant in line with guidance above. External Auditor appointment approved by Council of Governors in May 2018.</p> <p>The contract agreed was for two years with option to extend for one year. As the full contract length potentially sits at three years – it meets the minimum length recommended by the code.</p> <p>The procurement for the External Auditors used the NoECPC framework which runs from 12th Feb 2016 to 11th Feb 2019 with an option to extend for 12 months. That's the maximum length of a framework allowed under Public Contract Regulations 2015 (4 years).</p> <p>Our contract with Deloitte runs from 1st June 2017 to 31st May 2019 with an option to extend to 31st May 2020 and reflects the framework timings. The shorter term contract allows the Trust (and Governors) to review any changes to the market and take advantage of any changes that may offer benefits to the Trust via new frameworks in the future.</p>		
C.3.7	When the council of governors ends an external auditor's appointment in disputed circumstances, the chairperson should write to Monitor informing it of the reasons behind the decision. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Has not arisen.	No change.		
C.3.8	The audit committee should review arrangements that allow staff of the NHS foundation trust and other individuals where relevant, to raise, in confidence, concerns about possible improprieties in matters of financial reporting and control, clinical quality, patient safety or other matters. The audit committee's objective should be to ensure that arrangements are in place for the proportionate and independent investigation of such matters and for appropriate follow-up action. This should include ensuring safeguards for those who raise concerns are in place and operating effectively. Such processes should enable individuals or groups to draw formal attention to practices that are unethical or violate internal or external policies, rules or regulations and to ensure that valid concerns are promptly addressed. These processes should also reassure individuals raising concerns that they will be protected from potential negative repercussions. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	

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	The chief nurse has been appointed “Freedom to Speak up” guardian, covering the responsibilities set out above.	Arrangements subject to annual review by the Audit Committee in line with the above.		
C.3.9	A separate section of the annual report should describe the work of the committee in discharging its responsibilities. The report should include: a. the significant issues that the committee considered in relation to financial statements, operations and compliance, and how these issues were addressed; b. an explanation of how it has assessed the effectiveness of the external audit process and the approach taken to the appointment or re-appointment of the external auditor, the value of external audit services and information on the length of tenure of the current audit firm and when a tender was last conducted; and c. if the external auditor provides non-audit services, the value of the non-audit services provided and an explanation of how auditor objectivity and independence are safeguarded. (Annual Report)			
	2016/17 Review Position	Current Position	Compliant	Narrative for annual report to be approved by Board in May 2018
	Included in annual report.	Narrative will be included in the annual report		

D REMUNERATION				
D.1 The level and components of remuneration				
D.1.1	<p>Any performance-related elements of the remuneration of executive directors should be designed to align their interests with those of patients, service users and taxpayers and to give these directors keen incentives to perform at the highest levels. In designing schemes of performance-related remuneration, the remuneration committee should consider the following provisions:</p> <p>i) The remuneration committee should consider whether the directors should be eligible for annual bonuses in line with local procedures. If so, performance conditions should be relevant, stretching and designed to match the long-term interests of the public and patients.</p> <p>ii) Payouts or grants under all incentive schemes should be subject to challenging performance criteria reflecting the objectives of the NHS foundation trust. Consideration should be given to criteria which reflect the performance of the NHS foundation trust relative to a group of comparator trusts in some key indicators, and the taking of independent and expert advice where appropriate.</p> <p>iii) Performance criteria and any upper limits for annual bonuses and incentive schemes should be set and disclosed.</p> <p>iv) The remuneration committee should consider the pension consequences and associated costs to the NHS foundation trust of basic salary increases and any other changes in pensionable remuneration, especially for directors close to retirement.</p> <p>(Comply/explain)</p>			
	2016/17 Review Position	Current Position	Compliant	
	In line with current practice.	No change.		
D.1.2	<p>Levels of remuneration for the chairperson and other non-executive directors should reflect the time commitment and responsibilities of their roles. (Comply/explain)</p>			
	2016/17 Review Position	Current Position	Compliant	
	In line with current practice.	No change.		
D.1.3	<p>Where an NHS foundation trust releases an executive director, for example to serve as a non-executive director elsewhere, the remuneration disclosures of the annual report should include a statement of whether or not the director will retain such earnings. (Annual Report)</p>			

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	2016/17 Review Position	Current Position	Compliant	
	Has not arisen.	No change.		
D.1.4	The remuneration committee should carefully consider what compensation commitments (including pension contributions and all other elements) their directors' terms of appointments would give rise to in the event of early termination. The aim should be to avoid rewarding poor performance. Contracts should allow for compensation to be reduced to reflect a departing director's obligation to mitigate loss. Appropriate claw-back provisions should be considered in case of a director returning to the NHS within the period of any putative notice. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	In line with current practice.	No change.		
D.2 Procedure				
D.2.1	The board of directors should establish a remuneration committee composed of non-executive directors which should include at least three independent non-executive directors. The remuneration committee should make available its terms of reference, explaining its role and the authority delegated to it by the board of directors. Where remuneration consultants are appointed, a statement should be made available as to whether they have any other connection with the NHS foundation trust. (Public)			
	2016/17 Review Position	Current Position	Compliant	
	Terms of reference not currently available on website; need to be re-uploaded to website	. In line with current practice. Terms of reference available on trust website.		
D.2.2	The remuneration committee should have delegated responsibility for setting remuneration for all executive directors, including pension rights and any compensation payments. The committee should also recommend and monitor the level and structure of remuneration for senior management. The definition of senior management for this purpose should be determined by the board, but should normally include the first layer of management below board level. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	

	In line with current practice.	No change.		
D.2.3	The council of governors should consult external professional advisers to market-test the remuneration levels of the chairperson and other non-executives at least once every three years and when they intend to make a material change to the remuneration of a non-executive. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	
	Remuneration level information is submitted to NHSI, who provide information on benchmarking.	As part of the appointment process external professional advisers are routinely consulted (where an agency is procured) with regard to testing the remuneration levels of Chair/NEDs. Governors also consider the benchmarking information on remuneration that is published annually by NHS Providers in determining appropriate levels.		
D.2.4	The council of governors is responsible for setting the remuneration of non-executive directors and the chairperson. (Statutory)			
	2016/17 Review Position	Current Position	Compliant	
	In line with current practice.	No change.		
E RELATIONS WITH STAKEHOLDERS				
E.1 Dialogue with members, patients and the local community				
E.1.1	The board of directors should make available a public document that sets out its policy on the involvement of members, patients and the local community at large, including a description of the kind of issues it will consult on. (Public)			
	2016/17 Review Position	Current Position	Not Compliant	IGRC to discuss and confirm the

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	Plans to develop a Patient Experience and Engagement 3 year work plan were taken to the Quality and Safety Committee on 21/12/2016. The Members engagement strategy is being redeveloped. As set out in A.1.3, the Corporate Strategy for 2013-2018: <i>Together Putting Patients First</i> sets out how we engage patients and our community.	No public document as described above. Member engagement strategy not complete.		2017/18 position
E.1.2	The board of directors should clarify in writing how the public interests of patients and the local community will be represented, including its approach for addressing the overlap and interface between governors and any local consultative forums (eg, Local Healthwatch, the Overview and Scrutiny Committee, the local League of Friends, and staff groups). (Comply/explain)			
	2016/17 Review Position	Current Position	Not Compliant	IGRC to discuss and confirm the 2017/18 position
	Work on development of members' strategy continues and will address overlap and interface between governors and any local consultative forums.			
E.1.3	The chairperson should ensure that the views of governors and members are communicated to the board as a whole. The chairperson should discuss the affairs of the NHS foundation trust with governors. Non-executive directors should be offered the opportunity to attend meetings with governors and should expect to attend them if requested by governors. The senior independent director should attend sufficient meetings with governors to listen to their views in order to help develop a balanced understanding of the issues and concerns of governors. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	

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	<p>The Chair updates Governors once a month at the Board.</p> <p>As described in A.5.10, Non-Executive Director Committee Chairs report to meetings of the Council of Governors. Governors attend meetings of the Board of Directors to observe Non-Executive Directors.</p>	<p>The Chairman facilitates quarterly joint sessions between the Governors and the NEDS. The Chair holds quarterly sessions with the Lead Governor and the Vice-Chair of Governors. The SID is a regular attendee at the Council of Governors meetings. The SID has also met with the Vice Chair and Lead Governor to receive the collective feedback from Governors as part of the Chairman's appraisal. As described in A.5.10, Non-Executive Director Committee Chairs report to meetings of the Council of Governors. Governors attend meetings of the Board of Directors to observe Non-Executive Directors.</p>		
E.1.4	<p>The board of directors should ensure that the NHS foundation trust provides effective mechanisms for communication between governors and members from its constituencies. Contact procedures for members who wish to communicate with governors and/or directors should be made clearly available to members on the NHS foundation trust's website and in the annual report. (Public)</p>			
	<p>2016/17 Review Position</p>	<p>Current Position</p>	<p>Will be Compliant</p>	<p>Narrative in annual report to be reviewed by EDs 26/03/2017</p>
	<p>Contact details are available online and are included in the draft annual report.</p> <p>The members' strategy development session was held on 2nd February 2017.</p> <p>The members' website is currently being reviewed.</p>	<p>Contact details are available online and are included in the draft annual report.</p>		
E.1.5	<p>The board of directors should state in the annual report the steps they have taken to ensure that the members of the board, and in particular the non-executive directors, develop an understanding of the views of governors and members about the NHS foundation trust, for example through attendance at meetings of the council of governors, direct face-to-face contact, surveys of members' opinions and consultations. (Annual Report)</p>			
	<p>2016/17 Review Position</p>	<p>Current Position</p>	<p>Will be Compliant</p>	<p>Narrative in annual report to</p>

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	<p>Text included in 2016/17 annual report as follows:</p> <p>The Board of Directors actively engages with the Council of Governors and the respective public stakeholders in the reporting of the financial and performance management of the Foundation Trust and in the management of risk which impact on them.</p> <p>Consultation has been carried out with Governors and members of the Foundation Trust to collate the priorities in the Quality Report. Information about the progress against these priorities will be fed back to governors and members.</p>	The draft annual report contains similar text.		reviewed by all EDs 26/03/2017
E.1.6	<p>The board of directors should monitor how representative the NHS foundation trust's membership is and the level and effectiveness of member engagement and report on this in the annual report. This information should be used to review the trust's membership strategy, taking into account any emerging best practice from the sector. (Annual Report)</p>			
	2016/17 Review Position	Current Position	Will be Compliant Following publication of annual report.	Narrative in annual report to be reviewed by EDs 26/03/2017
	<p>Data on how representative the membership is was covered in the March Chair's report to the Board of Directors.</p> <p><u>Annual report to be updated to state now compliant.</u></p>	<p>Information on how representative the membership is was covered in the Chair's report to the Board of Directors in January 2018. Throughout the year the governors with the support of the trust have considered and reviewed engagement activities governors and the trust have engaged in. Information will be included in the annual report.</p>		
E.1.7	<p>The board of directors must make board meetings and the annual meeting open to the public. The trust's constitution may provide for members of the public to be excluded from a meeting for special reasons. (Statutory)</p>			
	2016/17 Review Position	Current Position	Compliant	

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	In line with current practice.	No change.		
E.1.8	The trust must hold annual members' meetings. At least one of the directors must present the trust's annual report and accounts, and any report of the auditor on the accounts, to members at this meeting. (Statutory)			
	2016/17 Review Position	Current Position	Compliant	
	In line with current practice.	No change.		
	E.2 Co-operation with third parties with roles in relation to NHS foundation trusts			
E.2.1	The board of directors should be clear as to the specific third party bodies in relation to which the NHS foundation trust has a duty to co-operate. The board of directors should be clear of the form and scope of the co-operation required with each of these third party bodies in order to discharge their statutory duties. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	ACTION: Stakeholder Management Policy to be presented to the Board (May 2018).
	The Board co-operates with third parties as appropriate in order to discharge their statutory duties, eg NHS Improvement and CQC	Trust has in place Stakeholder Management Policy. The policy is adapted to the needs of each of the key relationships.		

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E.2.2	The board of directors should ensure that effective mechanisms are in place to co-operate with relevant third party bodies and that collaborative and productive relationships are maintained with relevant stakeholders at appropriate levels of seniority in each. The board of directors should review the effectiveness of these processes and relationships annually and, where necessary, take proactive steps to improve them. (Comply/explain)			
	2016/17 Review Position	Current Position	Compliant	ACTION: Stakeholder Management Policy to be presented to the Board (May 2018).
	The Board co-operates and maintains relationships with a range of relevant stakeholders. These include those stakeholders involved in the Sustainability and Transformation Plans, the West Yorkshire Association of Acute Trusts and Well Bradford. As part of their Well-Led review, Deloitte has interviewed a range of stakeholders, enabling the Board to review their relationships.	Trust has in place Stakeholder Management Policy.		