

A DIRECTORS			Compliant / Not 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)			
	2019/20 Review position	Current Position	Compliant	
	Six Open Board meetings held in year and 7 closed Board meetings held in year – all in line with annual schedule. Four extraordinary Board meetings were held in year along with one Board meeting held in relation to the Scheme of Delegation. 'Reservation of Powers to the Board and Scheme of Delegation' (SoD) reviewed and approved by AAC in February 2020 and ratified by Board in March 2020 – statements as identified above are included. Information as required is included within the draft Annual Report.	Schedule in place for open and closed board meetings. 'Reservation of Powers to the Board and Scheme of Delegation' (SoD) reviewed and approved by AAC in February 2020 and ratified by Board in March 2020 – statements as identified above are included. Information as required is included within the draft Annual Report.		
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)			
	2019/20 Review position	Current Position	Compliant	
	The draft Annual Report identifies the required post-holders and includes the attendance at, and number of meetings of; the Board of Directors, the Audit and Assurance Committee, the Board Nominations and Remuneration Committee. As BTHFT has two nominations and remuneration committees (Board and Governors) the annual report also includes reference to meetings and attendance at the Governors NRC.	The Annual Report identifies the required post-holders and includes the attendance at, and number of meetings of; the Board of Directors, the Audit Committee, the Board Nominations and Remuneration Committee. As BTHFT has two nominations and remuneration committees (Board and Governors) the annual report also includes reference to meetings and attendance at the Governors NRC.		

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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)			
	2019/20 Review position	Current Position	Compliant	
	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.	Statement from previous year valid for this year. Information available on 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)			
	2019/20 Review position	Current position	Compliant	
	The Board considers the Integrated dashboard, Finance and Performance Reports and, reports from the Chairs' of the Finance and Performance Committee and, the Quality Committee	The Board considers reports from the Regulation and Assurance Committee, the Audit Committee, Finance and Performance Reports and reports from the Chairs' of the Finance and Performance Academy and the Quality Academy.		
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)			
	2019/20 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. Board and Committee Structure implemented in January 2019 with strengthened ToRs a strong focus on BAF, identification of Gaps in Assurance and, approving and monitoring relevant metrics, measures, milestones and accountabilities. The Board continues to be in regular receipt of performance trajectories. A Board and Committee review was instituted in January 2020 and recommendations from the review will be confirmed by Board in May 2020.	The internal auditors produce regular reports to drive service improvement. Recommended actions are led by an Executive Director and monitored accordingly. A new Governance Structure was implemented in year with the establishment of Academies with a focus on learning, assurance and improvement. The Regulation and Assurance Committee put in place as a response to the pandemic has been made permanent and forms part of the new governance structure.		

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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)			
	2019/20 Review position	Current position	Compliant	
	The Trust's approach to Clinical Governance is set out in the Quality Plan and is considered at the Board's monthly Quality Committee and its Quality Sub-Committees / Groups. The sub-committees are: <ul style="list-style-type: none"> - Children and Young People's Board - Mortality Sub-Committee - Integrated Safeguarding Sub-Committee - Clinical Audit and Effectiveness Sub-Committee - Information Governance Sub-Committee - Patient Safety Sub-Committee - Patients First Sub-Committee 	The Trust's approach to Clinical Governance is set out in the Quality Plan and is considered at the monthly Quality Academy.		
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)			
	2019/20 Review position	Current position	Compliant	
	There have been no changes to the Accounting Officer Memorandum. Responsibilities clearly defined within the roles and responsibilities of the Chief Executive Officer job description. Compliance is evidenced through reporting to Board and Committees, BTHFT policies and procedures in place and, sources of assurance provided by Internal Audit and External Audit.	There have been no changes to the Accounting Officer Memorandum. Responsibilities clearly defined within the roles and responsibilities of the Chief Executive Officer job description. Compliance is evidenced through reporting to Board and Committees, BTHFT policies and procedures in place and, sources of assurance provided by Internal Audit and External Audit.		

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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)			
	2019/20 Review position	Current position	Compliant	
	BTHFT has a Constitution in place which references the Board Standing Orders (SOs). The SOs include requirements with regard to standards of conduct. The Policy of Business Conduct has been retired (Feb 2020) as it has been superseded by guidance issued by NHSE on Managing Conflicts of Interest. The Trust has in place a Conflicts of Interest Policy which covers the standards of conduct for the Trust and its staff.	No change to the statement for the previous year		
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)			
	2019/20 Review position	Current position	Compliant	
	The Board SOs were reviewed in September 2019 and due for the next review in September 2021. The Reservation of Powers to the Board and the Scheme of Delegation was ratified by the Board of Directors on 12 March 2020. 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.	The Board SOs are due for review in September 2021. The Constitution is scheduled for review in July 2021. 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)			
	2019/20 Review position	Current position		
	Appropriate cover is in place and renewed annually. Governors are also covered by an indemnity as detailed in the Foundations Trust's Constitution.	The statement from the previous year is valid for this year. Appropriate indemnity cover is arranged through the office of the Deputy Director of Finance. A copy of the policy is held within the corporate governance team.	Compliant	

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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.			
	2019/20 Review position	Current position	Compliant	
	The responsibilities of the chair and chief executive were considered and agreed by the Board in May 2020.	The statement from the previous year is valid for this year.		
A.2.2	The roles of chairperson and chief executive must not be undertaken by the same individual. (Statutory)			
	2019/20 Review position	Current position	Compliant	
	These are two distinct roles with separate deputising arrangements.	The statement from the previous year is valid for this year.		
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)			
	2019/20 Review position	Current Position	Compliant	
	Dr Maxwell Mclean appointment as Chair approved by Council of Governors on 15 March 2019. FPP checks completed. Confirmed that Dr Mclean meets independence criteria.	The statement from previous year is valid for this year. Dr Maxwell Mclean continues to meet the independence criteria as evidenced within the FPP documentation completed at appointment.		

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)			
	2019/20 Review position	Current Position	Compliant	
	Mrs Selina Ullah was re-appointed by the Board as Senior Independent Director (SID) and appointed Deputy Chair of the Board in September 2019 following consultation with the Council of Governors. The role and responsibilities of the SID are outlined in the Board SOs and in the Council of Governors Engagement Policy.	The statement from the previous year is valid for this year.		
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)			
	2019/20 Review position	Current Position	Compliant	
	A meetings schedule has been established whereby the Chairman meets bi-monthly with the NEDs without the Executives present. The SID has met with the NEDs, in year, without the Chair being present. The SID has also conducted objectives setting with the Chair in line with the Chair Appraisal Process approved by the Council of Governors in May 2019 and consulted with the NEDs in this regard	A meetings schedule has been established whereby the Chairman meets regularly with the NEDs without the Executives present. The SID has met with the NEDs, in year, without the Chair being present. The SID has also conducted objectives setting with the Chair in line with the Chair Appraisal Process approved by the Council of Governors and consulted with the NEDs in this regard.		
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)			
	2019/20 Review position	Current Position	Compliant	
	This situation has not arisen in year.	The statement from the previous year is valid for this year.		

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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)			
	2019/20 Review position	Current Position	Compliant	
	Council of Governors met formally on 5 occasions (including the AGM/AMM). One extraordinary meeting has been held in year. There have been no issues with regard to attendance in year.	Council of Governors met formally on 4 occasions (including the AGM/AMM). Adjustments were made as a result of the pandemic to accommodate virtual meetings. Attendance has been monitored and where appropriate the Trust has taken action in line with the Constitution with regard to attendance.		
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)			
	2019/20 Review position	Current Position	Compliant	
	Governors undertake annual reviews of their ToRs and SOs. The Council undertook a business review following the appointment of Dr Maxwell Mclean in May 2020 and confirmed that the council was of sufficient size.	Governors undertake annual reviews of their ToRs and SOs. The Council undertook a review in April 2021 where it was confirmed that the council was of sufficient size.		
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)			
	2019/20 Review position	Current Position	Compliant	
	No changes. A draft of the above information has already been produced for the Annual Report.	The statement from the previous year is valid for this year. All information required is included within the draft 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)			
	2019/20 Review position	Current Position	Compliant	
	The information is provided on the Trust's website at the 'Foundation Trust Membership' pages.	The statement from the previous year is valid for this year.		
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)			
	2019/20 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 the Committee Chairs.	The statement from previous year is valid for this year as evidenced by the agendas for the Council of Governor meetings and the minutes detailing attendance at those meetings.		
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 license 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)			
	2019/20 Review position	Current Position	Compliant	
	The Engagement Policy is in place and is due for review in April 2020. The Council of Governors have had input into the appointment of the SID via the NRC which has delegated authority from the Council of Governors to act on the Council's behalf in this matter.	The Engagement Policy is in place and is due for review in July 2021. The Council of Governors have had input into the appointment of the SID via the NRC which has delegated authority from the Council of Governors to act on the Council's behalf in this matter.		

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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)			
	2019/20 Review position	Current Position	Compliant	
	The Chair routinely meets with the Governors. The Chair routinely holds joint meetings with the NEDs and Governors to support effective and appropriate interaction and, to support the development of agendas for the Council of Governor meetings and Governors learning and development sessions. The learning and development sessions for Governors are delivered by the EDs and senior managers at the Trust to support the Governors in the delivery of their statutory duties and to support their knowledge and understanding with regard to: <ul style="list-style-type: none"> - the operation of the Trust - the experience of staff and service users - how the Trust is working in partnership with the local health and care sector. 	Statement from the previous year is valid for this year.		
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)			
	2019/20 Review position	Current Position	Compliant	
	The requirement to take this action has not arisen.	The statement from the previous year is valid for this year		
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)			
	2019/20 Review position	Current Position	Compliant	
	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.	The statement from the previous year is valid for this year		

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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)			
	2019/20 Review position	Current Position	Compliant	
	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 joint sessions. In year Governors now also attend Committee meetings as observers in further support of their statutory duty.	Governors attend meetings of the Board of Directors and Board Committees as observers. In addition, the Council of Governors and the Non-Executive Directors hold regular quarterly joint sessions. Governors are in routine receipt of the Board agendas and minutes.		
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)			
	2019/20 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.	The statement from the previous year is valid for this year		
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)			
	2019/20 Review position	Current Position	Compliant	
	The agenda and approved minutes for open meetings are circulated to the Governors. The minutes from closed Board meetings are not shared with the Governors as the items discussed at closed Board require declarations from Executives to ensure they are required to be dealt with in closed forum. The list of areas where the Board may determine they are of a confidential nature is included within the Trust's constitution under Section 9.2b.	The statement from the previous year is valid for this year		

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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)			
	2019/20 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.	The statement from the previous year is valid for this year.		
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)			
	2019/20 Review position	Current Position	N/A	
	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 from any Foundation Trust Governing body in over three years of its operation.	The statement from the previous year is valid for this year.		
A.5.15	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: <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) 			
	2019/20 Review position	Current Position	Compliant	
	All new powers have been covered in the Foundation Trust's Constitution since September 2013.	The statement from the previous year is valid for this year.		

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) 			
	2019/20 Review position	Current Position	Compliant	
	Independence confirmed at the Board meeting held in May and Statement included in 2019/20 Draft Annual Report.	Independence to be confirmed at the Board meeting scheduled for May and Statement included in 2020/21 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)			
	2019/20 Review position	Current Position		
	Independence confirmed at the Board meeting held in May and Statement included in 2019/20 Draft Annual Report.	Independence to be confirmed at the Board meeting scheduled for May and Statement included in 2020/21 Draft Annual Report.	Compliant	
B.1.3	No individual should hold, at the same time, positions of director and governor of any NHS foundation trust. (Comply/explain)			
	2019/20 Review position	Current Position	Compliant	
	The situation has not arisen.	The statement from the previous year is valid for this year.		

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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)			
	2019/20 Review position	Current Position	Compliant	
	Statement as required will be included in the annual report and on the FT website.	Statement as required for 2020/21 will be included in the annual report. Board profiles are posted on the website.		
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)			
	2019/20 Review position	Current Position	Compliant	
	Two Nomination and Remuneration Committees are in place. The remit of the Committees includes within their Terms of Reference all the requirements. The Terms of reference for both Committees are subject to annual review and approval.	The statement from the previous year is valid for this year.		
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 license. For the purpose of the license 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)			
	2019/20 Review position	Current Position	Compliant	
	No change. The Trust abides by the regulatory requirements regarding Fit and Proper Persons.	The Trust abides by the regulatory requirements regarding Fit and Proper Persons. In March 2021, we undertook an audit of DBS checks for governors and discovered that the DBS for one Governor remained uncompleted. This was then escalated to the Director of Strategy & Integration and the Chairman; they took the immediate decision to suspend this Governor until a satisfactory DBS check was completed.		

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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)			
	2019/20 Review position	Current Position		
	Two Nominations and Remuneration Committees are in place. All requirements are addressed as part of the remit of the Committees. An annual evaluation of the balance of skills, knowledge and experience on the board of directors is undertaken.	The statement from the previous year is valid for this year	Compliant	
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)			
	2019/20 Review position	Current Position		
	Terms of Reference for both Nominations Committees are in line with this.	The statement from the previous year is valid for this year	Compliant	
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)			
	2019/20 Review position	Current Position		
	Appointment Process for Chair and Non-Executive Directors reviewed annually by the Council of Governors	The statement from the previous year is valid for this year	Compliant	

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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)			
	2019/20 Review position	Current Position	Compliant	
	Terms of Reference for the (Governors) Nominations and Remuneration Committee are in line with this.	The statement from the previous year is valid for this year		
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)			
	2019/20 Review position	Current Position	Compliant	
	Terms of Reference for the Governors Nominations and Remuneration Committee include this requirement.	The statement from the previous year is valid for this year		
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)			
	2019/20 Review position	Current position	Compliant	
	Draft Annual Report includes the process for appointment of two Non-Executive Directors (Julie Lawreniuk and Mohammed Hussain).	Draft Annual Report includes the process for appointment of two Non-Executive Directors (Altaf Sadique and Karen Walker)		
B.2.9	An independent external adviser should not be a member of or have a vote on the nominations committee(s). (Comply/explain)			
	2019/20 Review position	Current position	Compliant	
	In line with current practice.	The statement from the previous year is valid for this year.		

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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)			
	2019/20 Review position	Current position		
	The draft Annual Report contains information on the work of both Nominations and Remunerations Committees. The terms of reference for the committees are available on the Trust website.	The statement from the previous year is valid for this year.	Compliant	
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)			
	2019/20 Review position	Current Position		
	The committee operates in line with the requirement of the 2006 Act.	The statement from the previous year is valid for this year.	Compliant	
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)			
	2019/20 Review position	Current Position		
	These requirements are applied.	The statement from the previous year is valid for this year.	Compliant	
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)			
	2019/20 Review position	Current Position		
	The Council of Governors operates in line with this requirement.	The statement from the previous year is valid for this year.	Compliant	

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B.3 Commitment				
B.3.1	<p>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)</p>			
	2019/20 Review position	Current Position	Compliant	
	The Council of Governors operates in line with this requirement.	Statement from previous year valid for this year. The Chair appraisal includes a review of the time commitment expected and other significant commitments.		
B.3.2	<p>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)</p>			
	2019/20 Review position	Current position	Compliant	
	Disclosures made to council of governors in line with requirements.	The statement from the previous year is valid for this year.		
B.3.3	<p>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)</p>			
	2019/20 Review position	Current Position	Compliant	
	This has not arisen.	The statement from the previous year is valid for this year.		

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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.			
	2019/20 Review position	Current Position		
	An induction programme remains in place for both Governors and Non-Executive Directors.	The statement from the previous year is valid for this year.	Compliant	
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.			
	2019/20 Review position	Current Position		
	The chair fulfils this role for the NEDs and CEO. The Chair will liaise directly with the CEO on the training and development needs of the EDs as they relate to their role on the Board of Directors.	The statement from the previous year is valid for this year.	Compliant	
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)			
	2019/20 Review position	Current position		
	Learning and development opportunities continue to be addressed through internal bespoke sessions. Ongoing use of Governwell courses continues.	The statement from the previous year is valid for this year.	Compliant	

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B.5 Information and Support				
B.5.1	<p>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)</p>			
	2019/20 Review position	Current position	Compliant	
	The board and governor annual self-assessments take account of views on information and support provided. Where required actions are put in place to address.	The statement from the previous year is valid for this year.		
B.5.2	<p>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)</p>			
	2019/20 Review position	Current position	Compliant	
	Non-Executive Directors are advised that if they wish to seek external assurance they may do so.	The statement from the previous year is valid for this year.		
B.5.3	<p>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>			
	2019/20 Review position	Current position	Compliant	
	Explicitly communicated to Directors upon appointment.	The statement from the previous year is valid for this year.		

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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)			
	2019/20 Review position	Current position	Compliant	
	The resource available to service the Committees and Governors was significantly reduced over the year as a result of staff vacancies, staff sickness and, the impact of the Trust's fiscal strategy with regard to the use of agency staffing however; the board, its committees and the governors have been sufficiently supported to enable them to deliver their duties and responsibilities	The resource position has improved following the appointment of the Associate Director of Corporate Governance in November 2020. The team is now carries one vacancy for a Corporate Compliance Manager.		
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.			
	2019/20 Review position	Current position	Compliant	
	Considered as part of the Board and Committee Review launched January 2020 and which is scheduled to conclude in May 2020 where any recommendations and actions will be confirmed by the Board.	These remain ongoing considerations as part of the implementation of the new governance structures.		
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)			
	2019/20 Review position	Current Position		

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	<p>Statement included within the annual report that notes Opportunities to canvass opinion provided through following internal in year activities and events:</p> <ul style="list-style-type: none"> - 'Green Spaces, Healthy Places' festival - AMM/AGM: key note presentation on Patient experience strategy. - Celebration! An event to accompany the AGM/AMM - World Café: Learning Matters <p>Governors also in attendance at local health related events and meetings and are in receipt of local reports incorporating community views on provision of health services. The Governors discuss the outcomes from their conversations and observations with members of the Board in a range of forums.</p>	<p>Reporting included within the annual report 2021/20. A virtual Annual General Meeting/Annual Members Meeting went ahead in September 2020. The event also included a key note presentation on "Critical Care Without Walls - our clinical response to COVID-19" delivered by Dr Deborah Horner, Consultant / Clinical Director Anaesthetics and Critical Care. The AGM/AMM was streamed live, uploaded to YouTube here.</p> <p>Governors are active within a range of third sector and statutory organisations that form part of the local health economy and these relationships inform their engagement with the Board of Directors. Governors have also attended or been involved engagement activities specific to their role as Governors. In year this has included Governors attendance or involvement in:</p> <ul style="list-style-type: none"> • National Governors' Conference, FOCUS, delivered by NHS Providers; • NHS Providers Governor Advisory Panel; • NHS Providers Governors' sessions; and • Deloitte 2020/21 Year-End Governors seminar. 	Compliant	
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>			
	2019/20 Review position	Current position		
	<p>In year Governors have shared views on – BTHFT Capital Programme, WOS, CBU development plans, Command Centre development, NHS Long Term Plan update and, discussion with regard to 2020Vision.</p>	<p>In year Governors have shared views on People, Partners and Place; Board and Committee Review and the Development of the Trust's new Corporate Governance Model; Large-scale Fundraising Projects and the Hospital Charity Campaign; Act as One ; and the reports from the Chief Executive regarding the Trust's response to COVID 19</p>	Compliant	

B.5.8	The board of directors must have regard for the views of the council of governors on the NHS foundation trust's forward plan. (Statutory)			
	2019/20 Review position	Current position	Compliant	
	The Chair has ensured that the views of the Council are shared with the Board of Directors and that they are taken account of as required as evidenced through: <ul style="list-style-type: none"> - the chair's reports to both board and Governors, - through the learning and development sessions scheduled with Governors, - the quarterly sessions between the Chair and Governors and, - the joint quarterly sessions between the Chair, non-executive directors and governors. 	The statement from the previous year is valid for this year.		
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)			
	2019/20 Review position	Current Position	Compliant	
	Board and Committee Review progressed in January 2020 and due to conclude May 2020. Performance evaluation of the NEDs including the Chair undertaken in line with the appraisal process agreed by the Governors in May 2019. Appraisal of the EDs undertaken in line with the Trust policy. NHSI Use of Resources review undertaken in November 2019. CQC Well Led Review undertaken in November 2019. Outcomes are awaited.	Trust achieved Good rating from CQC Well Led Review undertaken in November 2019. New governance structure implemented in September 2020 following pandemic and change to governance arrangements including the establishment of Regulation and Assurance Committee. Performance evaluation of the NEDs including the Chair undertaken in line with the appraisal process agreed by the Governors in May 2019. Appraisal of the EDs undertaken in line with the Trust policy. Information included in detail in the annual report.		

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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)			
	2019/20 Review position	Current Position	Compliant	
	Full Governance review not yet required. See B.6.1. on actions taken in the interim to support the Well-Led framework.	The statement from the previous year is valid for this year.		
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)			
	2019/20 Review position	Current Position		
	Appraisal completed in line with process approved by the Council of Governors.	The statement from the previous year is valid for this year.	Compliant	
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)			
	2019/20 Review position	Current Position	Compliant	
	Appraisals process for NED (including the Chair) approved by Governors in May 2019. Process incorporates determination of learning and development needs. Collective Board development programme delivered in year.	The statement from the previous year is valid for this year.		

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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)			
	2019/20 Review position	Current Position	Compliant	
	Performance assessed at review session in May 2020. Joint NED/Governor sessions continue. Governors have a rolling programme of attendance at Board of Director meetings. NED Chairs continue to report at Council of Governors meetings. Governors now in attendance at Committee meetings to support them in their statutory duties. Periodic informal reviews undertaken by Chairman during year.	Performance assessed at April 2021 Council of Governors meeting. Further session planned to put actions in place for 2021/22. Joint NED/Governor sessions continue. Governors have a rolling programme of attendance at Board of Director meetings. Governors now in attendance at Committee meetings to support them in their statutory duties.		
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 behaviors' 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)			
	2019/20 Review position	Current Position	Compliant	
	Covered in Standing Orders for the Council of Governors and the Governors' Code of Conduct.	The statement from the previous year is valid for this year		

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)		
	2019/20 Review position	Current Position	
	The Chairman and the NRC Committee present recommendations regarding appointments to the Council of Governors that adhere to the guidelines and advice presented above.	The statement from the previous year is valid for this year	Compliant
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)		
	2019/20 Review position	Current position	
	Practice is in line with the above which is included in the election rules which form part of the Constitution.	The statement from the previous year is valid for this year	Compliant
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)		
	2019/20 Review position	Current position	
	Practice is in line with the above.	The statement from the previous year is valid for this year	Compliant

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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)			
	2019/20 Review position	Current position		
	Practice is in line with the above which is included in the Constitution.	The statement from the previous year is valid for this year	Compliant	
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)			
	2019/20 Review position	Current position		
	Term length included within the Constitution. Practice is in line with the above.	The statement from the previous year is valid for this year	Compliant	
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)			
	2019/20 Review position	Current position		
	A risk assessment would be carried out prior to any agreement around full notice not being served.	The statement from the previous year is valid for this year	Compliant	

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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)			
	2019/20 Review position	Current position	Compliant	
	In line with current practice. Included within Annual Report.	This is reported as prescribed within the annual report.		
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)			
	2019/20 Review position	Current position	Compliant	
	In line with current practice. Included within Annual Report.	This is reported as prescribed within the annual report.		
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)			
	2019/20 Review position	Current position	Compliant	
	Regular reports presented as standard to the Board of Directors and the appropriate Committees at least monthly. Reporting is included within the annual report.	Regular reports presented as standard to the Board of Directors at least bi monthly. The Trust produced and shared its annual report and accounts at the AGM/AMM in September 2020. The Quality Account was published in November 2020 Reporting is included within the annual report 2020/21 to cover the current year.		

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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) 			
	2019/20 Review position	Current position	Compliant	
	Current practice is in line with the requirement.	The statement from the previous year is valid for this year		
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>			
	2019/20 Review position	Current Position	Compliant	
	Internal audit reviews the range of Trust services and procedures. Narrative will be added to the annual report as appropriate.	The statement from the previous year is valid for this year		
C.2.2	<p>A trust should disclose in the annual report:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(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)</p>			
	2019/20 Review position	Current Position	Compliant	
	Narrative will be added to the annual report as appropriate	The statement from the previous year is valid for this year		

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)			
	2019/20 Review position	Current position	Compliant	
	The Audit and Assurance Committee is an established Committee of the Board. The Committee undertakes a self-assessment annually. The committee members meet the requirements as set out above.	The statement from the previous year is valid for this year		
C.3.2	<p>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:</p> <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) 			
	2019/20 Review position	Current Position	Compliant	
	Terms of reference are published on the website. The AAC undertook its own self-assessment in line with HFMA handbook in year. Also undertaking Committee self- assessment as part of board and committee review which is expected to complete in May 2020. AAC Tors will be reviewed by Council of Governors in April and inform next annual review.	Terms of reference are published on the website. The AAC undertook its own self-assessment in line with HFMA handbook in year. The Terms of Reference are scheduled to be reviewed in June 2021 in support of the new governance arrangements.		

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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)			
	2019/20 Review position	Current Position	Compliant	
	An Audit Appointment Working group has been established by the Council of Governors to work with the AAC to appoint the External Auditor to the Trust. The recommendation from the AAC will be considered by the Council in April 2020.	Council of Governors approved the recommendation from the AAC for the appointment of the External Auditor. The process undertaken is reported on in the Annual Report.		
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.			
	2019/20 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.	The statement from the previous year is valid for this year		
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)			
	2019/20 Review position	Current Position	Compliant	
	Has not arisen.	The statement from the previous year is valid for this year		

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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)			
	2019/20 Review position	Current Position	Compliant	
	The foundation trust's procurement guidelines suggest that best practice is for contracts to be awarded for two years with an option added to renew for a third year. This has been applied to the contract for the external auditor. Explanation on non-compliance will be provided in the annual report.	The contract awarded to the External Auditor in 2020 runs from 1 June 2020 to 31 May 2023 with an option to extend 2 x 12 months.		
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)			
	2019/20 Review position	Current Position	Compliant	
	The situation has not arisen.	The statement from the previous year is valid for this year.		
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)			
	2019/20 Review position	Current Position	Compliant	
	Arrangements subject to annual review by the Audit Committee in line with the above.	The statement from the previous year is valid for this year		

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C.3.9	<p>A separate section of the annual report should describe the work of the committee in discharging its responsibilities. The report should include:</p> <p>a. the significant issues that the committee considered in relation to financial statements, operations and compliance, and how these issues were addressed;</p> <p>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</p> <p>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)</p>			
	2019/20 Review position	Current Position	Compliant	
	Included in annual report.	The required narrative is 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>		
	2019/20 Review position	Current Position	
	Current practice is in line with the requirement.	The Board remuneration committee operates in line with the above.	Compliant
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>		
	2019/20 Review position	Current Position	
	The Governors NRC takes uses available bench-marking information and guidance from NHS Providers.	The Governors NRC takes uses available bench-marking information and guidance from NHSE/I and from NHS Providers	Compliant

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D.1.3	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)			
	Current practice is in line with the requirement.	The statement from the previous year is valid for this year	Compliant	
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)			
	2019/20 Review position	Current Position		
	As part of the appointment process external professional advisors 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. In addition, the Council will take account of the guidance provided by NHSE/I with regard to NED and Chair remuneration.	The statement from the previous year is valid for this year	Compliant	
D.2.4	The council of governors is responsible for setting the remuneration of non-executive directors and the chairperson. (Statutory)			
	2019/20 Review position	Current Position		
	Current practice is in line with the requirement.	The statement from the previous year is valid for this year	Compliant	

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)			
	2019/20 Review position	Current Position		
	Public document as described above is available on the website.	The statement from the previous year is valid for this year	Compliant	
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)			
	2019/20 Review position	Current Position		
	Public document is available on the Trust website.	The statement from the previous year is valid for this year	Compliant	

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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)			
	2019/20 Review position	Current Position		
	<p>The Chair has ensured that the views of the Council and members are shared with the Board of Directors and that they are taken account of as required as evidenced through:</p> <ul style="list-style-type: none"> - the chair's reports to both board and Governors, - through the learning and development sessions scheduled with Governors, - the quarterly sessions between the Chair and Governors and, <p>the joint quarterly sessions between the Chair, non-executive directors and governors. Outcomes from their conversations and observations with members of the Board in a range of forums. The Governor interaction/canvassing of the views of members and the public is described under section B.5.6.</p>	The statement from the previous year is valid for this year	Compliant	
E.1.4	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)			
	2019/20 Review position	Current Position		
	Contact details are available online and are included in the annual report.	The statement from the previous year is valid for this year	Compliant	

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E.1.5	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)			
	2019/20 Review position	Current Position		
	<p>Text included in 2019/20 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 risks which impact on them.</p> <p>The Council of Governors is a key mechanism in ensuring that the Foundation Trust's public stakeholders are involved in the understanding and contextualisation of risk. The Council meets five times per year and receives reports on performance, quality and safety.</p>	<p>The Draft Annual Report includes explanatory narrative with regard to the engagement between the Board and Governors to develop an understanding of the views of governors and members. The Trust decided to hold a virtual <u>annual members meeting/annual general meeting (AGM/AMM)</u> in September 2020 to present the annual report and accounts 2019/20 to our members and the public and, provide the opportunity for questions to be raised and answered. Council of Governors meetings have been held virtually and Board members have attended. The Chair and Non Executive Directors' meetings with governors have also continued virtually.</p>	Compliant	
E.1.6	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)			
	2019/20 Review position	Current Position		
	<p>A full report on membership is included within the Annual Report and covers the areas outlined within the code.</p>	<p>A report on membership has been provided to Board members and is included within the Annual Report and covers the areas outlined within the code. A membership planning group is in place, however was stood down as a result of the pandemic. As such in year no key activities have taken pace except for the AGM/AMM which was held virtually.</p>	Compliant	

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E.1.7	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)			
	2019/20 Review position	Current Position		
	Current practice is in line with the requirement.	The statement from the previous year is valid for this year	Compliant	
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)			
	2019/20 Review position	Current Position		
	Current practice is in line with the requirement.	The statement from the previous year is valid for this year	Compliant	
	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)			
	2019/20 Review position	Current Position		
	The Board co-operates with third parties as appropriate in order to discharge their statutory duties.	The statement from the previous year is valid for this year	Compliant	

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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)			
	2019/20 Review position	Current Position		
	Stakeholder Management Policy considered and approved by Board in May 2018	The Board has a strategic objective to collaborate effectively with local and regional partners. Progress against this objective is monitored through the Regulation & Assurance Committee and as part of the Board Assurance framework.	Compliant	