

## Appendix 2 - Code of Governance for NHS Provider Trusts – Actions required to achieve compliance

Provision	Action required	Lead	Timescale	Progress
A2.3 The board of directors should assess and monitor culture. Where it is not satisfied that policy, practices or behaviour throughout the business are aligned with the trust's vision, values and strategy, it should seek assurance that management has taken corrective action.	Further consideration required as to how the board assesses and monitors culture.  Proposal to be presented to the People Academy for discussion/agreement.	Director of HR	February 2023 – dependant upon availability of staff survey results (People Academy)	
B2.9 The value of ensuring that committee membership is refreshed and that no undue reliance is placed on particular individuals should be taken into account in deciding chairship and membership of committees.	NED Appraisal process to be reviewed to ensure this is captured.	Board Secretary	March 2023 (Governors NRC)  April 2023 (COG)	
B2.13 The responsibilities of the chair, chief executive, senior independent director if applicable, board and committees should be clear, set out in writing, agreed by the board of directors and publicly available. The annual report should give the number of times the board and its committees met, and individual director attendance.	All responsibilities referred to are currently not available in one place on the website and it is suggested that they are presented for review on an annual basis.	Board Secretary	May 2023 (Board)	
B2.15 Both the appointment and removal of the company secretary should be a matter for the whole board.	Appointment/removal of the company secretary is not currently a matter for the whole board.  Board to consider whether this should be changed.	Chair Chief Executive Director of Strategy & Integration	March 2023 (Board)	

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C2.1 The nominations committee or committees of foundation trusts, 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 trust, and the skills and expertise required within the board of directors to meet them. Best practice is that the selection panel for a post should include at least one external assessor from NHS England and/or a representative from a relevant ICB, and the foundation trust should engage with NHS England to agree the approach.	Decision required at the Governors NRC and then from the Council of Governors on the 'best practice' proposed with regard to NED/Chair appointments. Decision required from the Board NRC on its position with regard to the 'best practice' proposed with regard to executive appointments.	Board Secretary  Director of HR	March 2023 (Governors NRC)  April 2023 (COG)  June 2023 (Board NRC)	
C2.5 Open advertising and advice from NHS England's Non-Executive Talent and Appointments team is available for use by nominations committees to support the council of governors in the appointment of the chair and non-executive directors. If an external consultancy is engaged, it should be identified in the annual report alongside a statement about any other connection it has with the trust or individual directors.	On the annual review of the Governors NED/Chair appointment process the code of governance recommendation will be included. Any associated narrative will be included within the Annual Report where required.	Board Secretary	March 2023 (Governors NRC)  April 2023 (COG)	
C2.9 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 make an informed decision on their election. This should include prior performance information.	The Constitution indicates as such except for 'prior performance information'. Update required to the Constitution to reflect this.  Nominations materials for governor elections will make this requirement clear.	Board Secretary	May 2023 (Board)  July 2023 (COG)	
C4.7 All trusts are strongly encouraged to carry out externally facilitated developmental reviews of their leadership and governance using the Well-led framework every three to five years, according to their circumstances. The external reviewer should be identified in the annual report and a statement made about any connection it has with the trust or individual directors	Externally facilitated development review to be scheduled during 2023.	Board Secretary	Review to be commissioned by Q1 23/24	

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or governors.				
C4.10 In addition, it may be appropriate for the process to provide for removal from the council of governors if a governor or group of governors behaves or acts in a way that may be incompatible with the values and behaviours of the NHS foundation trust. NHS England's model core constitution suggests that a governor can be removed by a 75% voting majority; however, trusts are free to stipulate a lower threshold if considered appropriate. Where there is any disagreement as to whether the proposal for removal is justified, an independent assessor agreeable to both parties should be asked to consider the evidence and determine whether or not the proposed removal is reasonable. NHS England can only use its enforcement powers to require a trust to remove a governor in very limited circumstances: where it has imposed an additional condition relating to governance in the trust's licence because the governance of the trust is such that the trust would otherwise fail to comply with its licence and the trust has breached or is breaching that additional condition. It is more likely that NHS England would have cause to require a trust to remove a director under its enforcement powers than a governor.	<p>This provision has been expanded and now suggests that Councils can lower the threshold for voting majority to remove a Governor or Group of Governors from the Council.</p> <p>Voting majority decision to be considered by the Council of Governors during their review of the Council standing orders in April 2023.</p>	Board Secretary	April 2023 (COG)	
C5.4 The chair should ensure that new directors and, for foundation trusts, governors receive a full and tailored induction on joining the board or the council of governors. As part of this, directors should seek opportunities to engage with stakeholders, including patients, clinicians and other staff, and system partners. Directors should also have access at the trust's expense to training courses and/or materials that are consistent with their individual and collective development programme.	Induction programme for NEDs to include engagement with system partners.	Board Secretary	March 2023	
E2.4 The remuneration committee should carefully consider what compensation commitments (including pension	Our contracts don't allow for compensation to be reduced if a	Director of HR	June 2023	

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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 where a director returns to the NHS within the period of any putative notice.	<p>director was to leave early however there are some immediate dismissal clauses.</p> <p>Legal advice would be required prior to changing director contracts. Director of HR to take legal advice and then present to NRC for decision.</p>		(Board NRC)	