



COUNCIL OF GOVERNORS PUBLIC

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17 October 2024



16:15 GMT+1 Europe/London



MS teams

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Only PDFs are attached



CGo.10.24.0 - Council of Governors Agenda 17.10.24 -final v3.pdf

Council of Governors Meeting Agenda

Date	Thursday, 17 October 2024	Time	16:15-17:45
Venue	MS teams	Chair	Sarah Jones, Chair


16:20-16:30 – CGo.10.24.5 - Nick Rayner and Paul Hewitson, Deloitte, External Auditors

Time	No.	Agenda Item	Lead	Outcome	Papers attached
16:15	CGo.10.24.1	Apologies for absence	Chair	For information	Verbal
	CGo.10.24.2	Declarations of interest	Chair	For information	CGo.10.24.2
	CGo.10.24.3	Minutes of the meeting held 18 July 2024	Chair	For approval	CGo.10.24.3
	CGo.10.24.4	Matters arising	Chair	For information	Verbal
16:20	CGo.10.24.5	External Auditor report (annual report and accounts)	External Auditor	For assurance	CGo.10.24.5
16:30	CGo.10.24.6	Holding to Account			
		a. Chair's report	Chair	For assurance	CGo.10.24.6a
		b. NED feedback: reports from Board	NEDs	For assurance	CGo.10.24.6b
		c. Chief Executive's report	Chief Executive	For information	CGo.10.24.6c
17:10	CGo.10.24.7	Matters raised with Governors by members, patients and the public	Board Secretary	For information	Verbal
17:20	CGo.10.24.8	Feedback from Governor engagement	Governors	For information	Verbal
17:25	CGo.10.24.9	Constitution review	Board Secretary	For approval	CGo.10.24.9
17:30	CGo.10.24.10	Policies and Procedures task and finish group update	Board Secretary	For information	CGo.10.24.10
17:40	CGo.10.24.11	Any other business	Chair	For information	Verbal
	CGo.10.24.12	Review of meeting	Chair	For information	Verbal
	CGo.10.24.13	Date and time of next meeting 16 January 2025, 3.30 - 5.30pm	Chair	For information	Verbal
17:45	CGo.10.24.14	Resolution to move into private session	Chair	For approval	Verbal

This meeting of the Council of Governors will take place virtually. The agenda and papers are available on our website. Any Foundation Trust Member or member of the public can raise questions regarding the business of the Council of Governors. Questions should be submitted no later than 4pm on the Tuesday prior to the meeting either in writing to the Board Secretary, Trust Headquarters, Chestnut House, Bradford Royal Infirmary, Duckworth Lane, Bradford, BD9 6RJ or, by email to corporate.governance@bthft.nhs.uk

REFERENCES

Only PDFs are attached


 CGo.10.24.2 - Declarations of Interest.pdf

Employee	Year	Interest Type	Date Incurred	Date Ended	Role	Interest Description (Abbreviated)	Provider
Aleksandra Atanaskovic	2023/24	Nil Declaration	27/02/2024		Governor		
Andy Waller	2024/25	Nil Declaration	17/07/2024		Governor		
Anne Forster	2021/22,2022/23,2023/24	Outside Employment	18/06/2021		Governor	Employee University of Leeds strong links with the Stroke Association primarily providing research advice.	University of Leeds
David Wilmshurst	2020/21,2021/22,2022/23	Loyalty Interests	08/02/2021	18/09/2024	Governor	board member	Connect Housing Association
David Wilmshurst	2020/21,2021/22,2022/23	Loyalty Interests	08/02/2021	18/09/2024	Governor	chair	Audit & Risk Management Committee
David Wilmshurst	2024/25	Nil Declaration	01/10/2024		Governor		
Dermot Bolton	2021/22,2022/23,2023/24	Outside Employment	01/02/2022		Governor	Senior Programme Manager in Frontline Digitisation. Part of NHS England Transformation Directorate	NHS England
Farideh Javid	2023/24	Nil Declaration	17/04/2023		Governor		
Farzana Khan	2023/24	Loyalty Interests	14/02/2024		Consultant Accident And Emergency	Dr Amir Khan- GP partner at the Ridge Medical Practice Brother to me.	Ridge medical practice
Helen Wilson	2023/24	Nil Declaration	18/01/2024		Medicines Information and Clinical Trials Manager		
Ibrar Hussain	2021/22,2022/23,2023/24	Loyalty Interests	08/06/2021		Governor	Trustee of charity	Save the Mothers Trust (SMT)
Ibrar Hussain	2021/22,2022/23,2023/24	Loyalty Interests	08/06/2021		Governor	elected member of Bradford Council	Bradford Council
Ibrar Hussain	2023/24	No Change to existing declaration	04/03/2024		Governor		
John Waterhouse	2023/24	Nil Declaration	10/10/2024		Governor		
Khalid Choudhry	2023/24	Nil Declaration	14/02/2024		Governor		
Kursh Siddique	2020/21,2021/22,2022/23	Loyalty Interests	08/02/2021		Governor	director	BAME voices Yorkshire Ltd
Kursh Siddique	2020/21,2021/22,2022/23	Loyalty Interests	08/02/2021		Governor	trustee	MAPA
Kursh Siddique	2021/22	No Change to existing declaration	31/03/2022		Governor		
Mark Chambers	2020/21,2021/22,2022/23	Outside Employment	01/08/2020		Governor	COO	Emmanuel Schools Foundation
Mark Chambers	2021/22,2022/23,2023/24	Outside Employment	01/10/2021		Governor	trustee/director	North Star Academies Trust
Mark Chambers	2022/23	No Change to existing declaration	12/04/2022		Governor		
Philip Turner	2024/25	Nil Declaration	08/08/2024		Governor		
Raquel Licas	2023/24	Nil Declaration	31/03/2024		Sister/Charge Nurse - staff governor		
Ruth Houghton	2023/24	Nil Declaration	17/08/2023		General Manager Adult OPD CPBS and Med Records - Access CBU		
Sharon Taylor	2023/24	Nil Declaration	10/10/2024		Governor		

CGO.10.24.5 - EXTERNAL AUDITOR REPORT (ANNUAL REPORT AND ACCOUNTS)

REFERENCES

Only PDFs are attached

 CGo.10.24.5 - Bradford Auditors Annual Report 23-24.pdf



Bradford Teaching Hospitals NHS Foundation Trust

Auditor's Annual Report 2023/24

30 August 2024

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Key Messages

Audit opinion on the financial statements

We issued an unqualified opinion on the Trust's financial statements on 30 August 2024.

The Trust's arrangements to secure Value for Money

Significant weaknesses in the Trust's arrangements

On 22 August 2024 we reported to the Trust a significant weakness in the Trust's governance arrangements.

The significant weakness reported was in relation to the Trust's arrangements in dealing with issues arising during the year which led to action being taken by the regulators and which risks damage to the Trust's reputation.

Our recommendations for improvement are set out on page 16.

Commentary on the Trust's arrangements

Financial Sustainability

How the body plans and manages its resources to ensure it can continue to deliver its services

The Trust has arrangements in place to secure financial sustainability and a track record of delivering financial targets delivering 100% of planned efficiencies in 2023/24, albeit with reliance upon non recurrent measures. The efficiency target for 2024/25 is particularly challenging and management must ensure that, through the closing the gap programme, clear focus is maintained throughout 2024/25 to ensure successfully delivery.

Governance

How the body ensures that it makes informed decisions and properly manages its risks

We reported a significant weakness in respect of the Trust's governance arrangements following the departure of the chair and subsequent intervention by the Trust's regulators. We have made recommendations that the Trust continues to engage with and respond to the concerns raised by regulators and any further recommendations arising from the anticipated CQC report.

Improving economy, efficiency and effectiveness

How the body uses information about its costs and performance to improve the way it manages and delivers its services

We observed satisfactory arrangements to secure the economy, efficiency and effectiveness in the Trust's Use of Resources through the use of such measures as Getting It Right First Time (GIRFT), Model Hospital data and Patient Led Information and Costing Data (PLICS).

Purpose of this report

Our Auditor's Annual Report sets out the key findings arising from the work we have carried out at Bradford Teaching Hospitals NHS Foundation Trust ("the Trust") for the year ended 31 March 2024.

This report is intended to bring together the results of our work over the year at the Trust, including commentary on the Trust's arrangements to secure economy, efficiency and effectiveness in the use of resources ("Value for Money", "VfM").

In preparing this report, we have followed the National Audit Office's ("NAO") 2020 Code of Audit Practice and its supporting Auditor Guidance Note ("AGN") 03 Value for Money, and AGN 07 Auditor Reporting. These are available from the NAO website. The 2024 Code of Audit Practice will apply for 2024/25 onwards.

A key element of this report is our commentary on the Trust's arrangements to secure economy, efficiency and effectiveness in the use of resources ("Value for Money", "VfM"). Our work considering these arrangements is based on our assessment of the adequacy of the arrangements the Trust has put in place, based on our risk assessment. The commentary does not consider the adequacy of every arrangement the Trust has in place, nor does it provide positive assurance that the Trust is delivering or represents value for money.

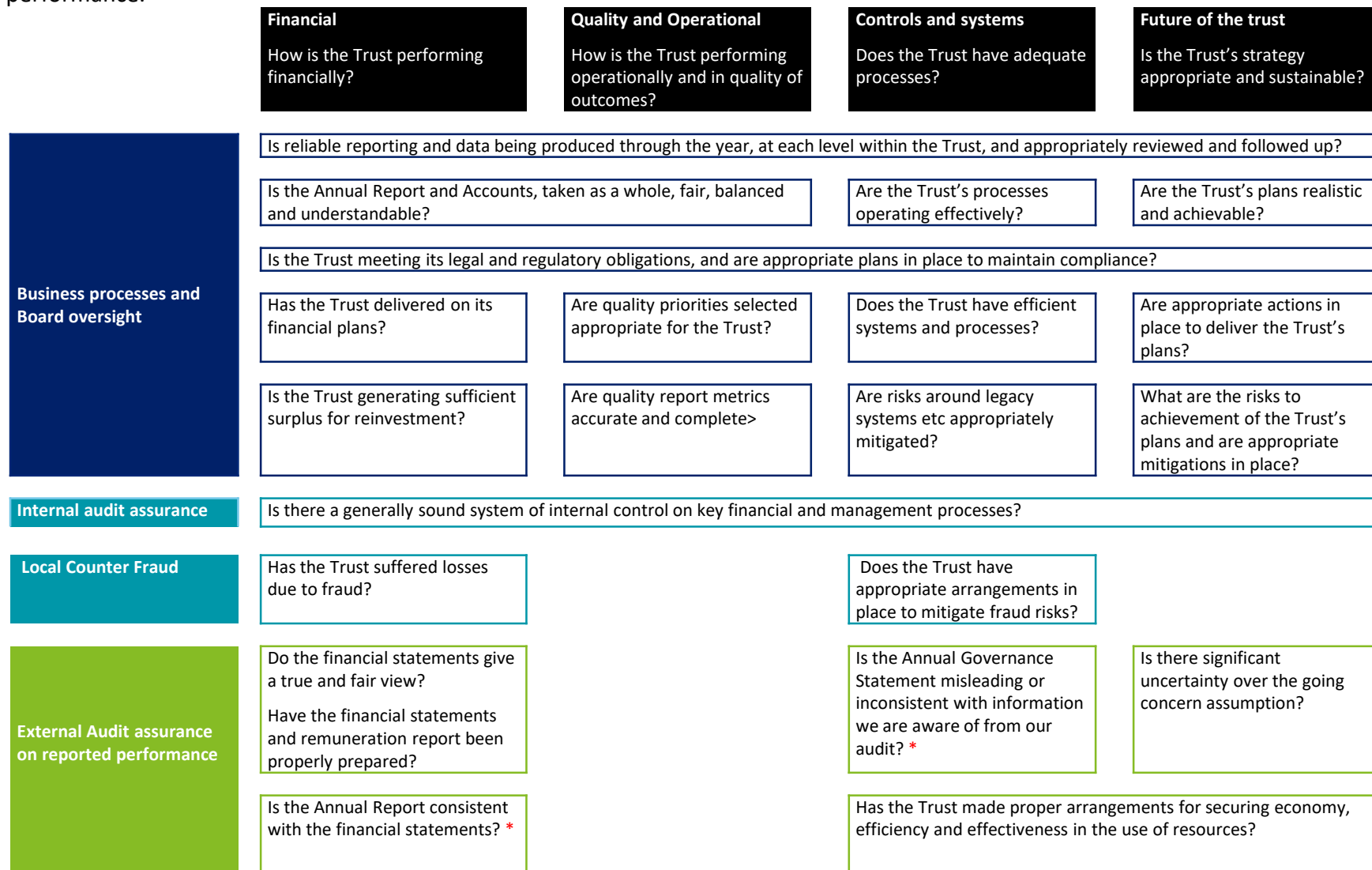
Where we identify recommendations, we indicate whether these are:

- Recommendations in respect of significant weaknesses in the Trust's VfM arrangements, which we are required to make in accordance with AGN 03 where we identify a significant weakness, or.
- Other recommendations, which we have indicated as "Deloitte Insights" intended to inform management and assist the Trust in further improving its control environment.

The significant weakness in the Trust's VfM arrangements and related recommendations are set out on pages 15 to 16.

Assurance sources for the Trust

The diagram below illustrates how the assurances provided by external audit around finance, quality, controls and systems and the future of the Trust (in the green rows) and how this fits with some of the other assurances available over the Trust's position and performance.



* The scope of external audit in this area is "negative assurance" of reporting by exception of issues identified.

Opinion on the financial statements

We provide an independent opinion whether the Trust's financial statements:

- Give a true and fair view of the financial position of the Trust at 31 March 2024 and of its income and expenditure for the year then ended;
- Have been properly prepared in accordance with the accounting policies directed by NHS England; and
- Have been prepared in accordance with the requirements of the National Health Service Act 2006.

The full opinion and certificate are included in the Trust's Annual Report and Accounts, which can be obtained from the Trust's website.

We conduct our audit in accordance with the NAO's Code of Audit Practice, International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. We are independent of the Trust in accordance with applicable ethical requirements, including the Financial Reporting Council's Ethical Standard.

Audit opinion on the financial statements:	We issued an unqualified opinion on the Trust's financial statements on 30 August 2024. We did not identify any matters where, in our opinion, proper practices had not been observed in the compilation of the financial statements.
Remuneration and Staff Report:	We reported that the parts of the Remuneration and Staff Report subject to audit have been properly prepared in accordance with the National Health Service Act 2006.
Annual Governance Statement:	We did not identify any matters where, in our opinion, the Annual Governance Statement did not meet the disclosure requirements set out in the NHS Foundation Trust Annual Reporting Manual, was misleading, or was inconsistent with information of which we are aware from our audit.
Annual Report:	We reported that the information given in the Performance Report and Accountability Report for the year ended 31 March 2024 is consistent with the financial statements.
Reports in the public interest and reports to NHS England:	We did not exercise any of our additional reporting powers in respect of the year ended 31 March 2024.
Reporting to the group auditor:	In line with the group audit instructions issued by the NAO, we reported on 30 August 2024 that the Trust's consolidation schedules that feed into the Consolidated NHS Provider Account and Department of Health and Social Care's group accounts were consistent with the audited financial statements.
Audit Certificate	We certified completion of the audit on 30 August 2024, following completion of our responsibilities in respect of the audit for the year ended 31 March 2024.

Our financial statement audit approach

An overview of the scope of the audit

Our audit was scoped by obtaining an understanding of the Trust and the environment it operates in, including internal control, and assessing the risks of material misstatement to the financial statements. Our risk assessment procedures include considering the size, composition and qualitative factors relating to account balances, classes of transactions and disclosures. This enables us to determine the scope of further audit procedures to address identified risks of material misstatement.

Audit work to respond to the risks of material misstatement was performed directly by the audit engagement team, led by the audit Associate Partner, Paul Hewitson. The audit team included integrated Deloitte specialists bringing specific skills and experience in property valuations.

Materiality

Our work is planned and performed to detect material misstatements. We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the Trust to be £12.0m, on the basis of 2% of revenue, which is c3.4% of gross assets and c5.4% of taxpayers' equity.

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £300k as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

Procedures for auditing the Trust's financial statements

Our audit of the Trust's financial statements included:

- developing an understanding of the Trust, including its systems, processes, risks, challenges and opportunities and then using this understanding to focus audit procedures on areas where we consider there to be a higher risk of misstatement in the Trust's financial statements;
- interviewing members of the Trust's management team and reviewing documentation to test the design and implementation of the Trust's internal controls in certain key areas relevant to the financial statements; and
- performing sample tests on balances in the Trust's financial statements to supporting documentary evidence, as well as other analytical procedures, to test the validity, accuracy and completeness of those balances.

Data analytic techniques were used as part of audit testing, in particular to support profiling of populations to identify items of audit interest and in particular in our journal testing, using our Spotlight data analytics platform.

Approach to audit risks

We focused our work on areas where we considered there to be a higher risk of misstatement. We refer to these areas as significant audit risks.

We provided a detailed audit plan to the Trust's Audit Committee setting out what we considered to be the significant audit risks for the Trust, together with our planned approach to addressing those risks. We have provided a summary of each of the significant audit risks on the next page.

We have made recommendations in our Audit Committee reporting and to management for improvement in the Trust's policies, procedures and internal controls based on observations from our work. However, other than the matters detailed on page 15, we do not consider these recommendations to reflect significant weaknesses in the Trust's VfM arrangements.

Financial statement audit significant risks

Accounting for capital expenditure

Risk identified	<p>The Trust has a significant capital programme and has forecasted £61m for capital works during 2023/24 (2022/23: £21.5m actual spend). Key projects include the SLH Day Case Unit and the Endoscopy Transformation Project.</p> <p>Where the Trust develops properties as part of its capital programme, determining whether or not expenditure should be capitalised can involve judgement as to whether costs should be capitalised under International Financial Reporting Standards. The annual cut-off of capital budgets and requirements of PDC funding increase the risk of amounts being incorrectly capitalised, or of incorrect recognition in the current period. The increased levels of capital funding across the sector have led to increased materiality of judgements over whether expenditure is capital in nature, including in respect of the Trust's use of £2.5m of vesting certificates in the prior year for which we provided control recommendations in our Report to Those Charged with Governance.</p> <p>We consider this to be a risk of fraud in misreporting as there could be an incentive for the Trust to capitalise costs that are not capital in nature or to record capital spend in the wrong period.</p>
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Deloitte response	<ul style="list-style-type: none">• We reviewed the Trust's capital plans as part of the planning process and discussed with management potential risks or issues identified.• We tested the design and implementation of controls around the capitalisation of costs.• We tested spending on a sample basis to confirm that it complies with the relevant accounting requirements.• We tested the validity of year-end capital accruals to test cut-off of expenditure.• We tested a sample of vesting certificates to assess whether they were appropriately accounted for, and also considered from a Value for Money perspective whether their use was in accordance with the requirements of Managing Public Money (which requires bodies not to make payments in advance of need or solely for the purposes of managing performance against spending controls).
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Financial statement audit significant risks (continued)

Accounting for capital expenditure

Key observations

We tested a sample of items coded to capital expenditure in the period and, through examination of the underlying evidence, concluded whether they properly represented capital expenditure to be recorded in the period of accounts. Out of a sample of 30 items selected for testing we identified:

- One item of capitalised expenditure in respect of the purchase of iPhones. We did not consider that these items met the capitalisation criteria set out in the Group Accounting Manual as they were neither over the de minimis threshold nor operationally interdependent such that they would meet the grouped asset criteria for capitalisation; and
- Two instances where portacabin assets were classified as Land and Buildings where as, in our judgement, these should properly be classified as Plant and Equipment.

Neither the errors noted (individually or in aggregate) nor the extrapolated impact breached our reporting threshold of £300k and hence no misstatement has been identified however the errors are brought to your attention as indications of potential control weakness.

Of the 30 items tested 4 were assets subject to vesting certificates. Whilst, through our testing we were content that there were sufficient business reasons for the use of such arrangements it was clear to us that that this consideration against the criteria of Managing Public Money did not form a routine part of the Trust's consideration and judgement. We recommend that future decisions to use vesting certificates clearly consider the implications and requirements of Managing Public Money.

We further tested a sample of 9 Capital Creditors included in the Statement of Financial Position under Current payables. Through our testing we noted a single item which we judged had been incorrectly classified as a capital payable however both the value and extrapolated impact were trivial and, accordingly, no misstatement has been reported.

In respect of one item of capital creditors the Trust was unable to provide satisfactory evidence that the asset had been received prior to the year end; accordingly we estimated an extrapolated error of £1.5m overstatement to both creditors and capital additions.

Financial statement audit significant risks (continued)

Property valuations

Risk identified	<p>The Trust is required to hold property assets within Property, Plant and Equipment at valuation, which will usually be on a modern equivalent use basis. Valuations are, by nature, significant estimates which are based on specialist and management assumptions, and which can be subject to material changes in value. The Trust has had an independent valuation carried out for the purposes of the 31 March 2024 financial statements.</p> <p>In our audit plan we noted that we were still completing our risk assessment in relation to the property valuation, as we were awaiting response to the queries raised with management in relation to what detailed evidence was held by the Trust to support the modern equivalent asset assumptions used in the prior year and current year, specifically the amalgamation percentages. These questions were triggered in response to the findings of an internal review conducted by Deloitte's Monitoring and Remediation team which concluded that, in the completion of the 2022/23 audit, the audit team had not sufficiently documented their understanding of the assumptions underpinning the modern equivalent asset used as the basis for the valuation.</p> <p>Management were ultimately unable to provide appropriate audit evidence to support the amalgamation percentages used in the property valuation reflected in the 2022/23 Financial statements and consequently the Trust undertook an exercise to re-establish the evidence base supporting the valuation assumptions, based on the exercise completed as part of the unsuccessful 2021 bid to secure funding for the proposed new hospital build. This revised evidence base was used to reassess the value of the land and building assets as at 31 March 2023 and to assess the value as at 31 March 2024 for the purposes of the current year audit.</p> <p>As the Trust has made changes to its valuation assumptions in the year, specifically in relation to the process for calculating the amalgamation percentages applied, we confirmed that there remained a significant risk relating to the revaluation of land and buildings.</p>
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Financial statement audit significant risks (continued)

Property valuations

Deloitte response

The Trust is required to hold property assets within Property, Plant and Equipment at valuation, which will usually be on a modern equivalent asset basis. In considering the property valuation risk, we performed the following audit procedures that directly address this risk:

- We tested the design and implementation of key controls in place around the property valuation;
 - We tested the key inputs to the valuation, specifically the Gross Internal Areas (GIAs) and the amalgamation percentages, provided by the Trust to the valuer back to supporting documentation;
 - We interviewed the Trust's valuation advisors, Cushman and Wakefield, to better understand how the Modern Equivalent Asset design had been derived and tested the derivation back to the Trust's Model Hospital documentation;
 - We evaluated the extent to which Cushman and Wakefield could be relied upon as management's expert;
 - We used our valuation specialists (Deloitte Real Asset Advisory) to review and challenge the appropriateness of the assumptions used in the year-end valuation of the Trust's Land and Buildings, including the Modern Equivalent Asset Design;
 - We selected a sample of assets to confirm that the calculation of the valuation movement was correctly performed and correctly recorded in the underlying fixed asset records;
 - We tested the impact that applying the updated valuation approach would have had on the valuation as at 31 March 2023 had it been correctly applied in that year of account; and
 - We considered whether the impact on the reported values as at 31 March 2023 was sufficiently material to require the prior period figures to be restated.
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Financial statement audit significant risks (continued)

Property valuations

Key observations	<p>From our work on the implementation of key controls we identified that management had not undertaken a detailed review of the valuers' report at year end to confirm that the assumptions and methodology used were consistent with their knowledge and expectations before the figures were brought into the financial statements. This is a repeat of a finding from 2022/23. We noted through our testing that the Trust had insufficient control and oversight over the formulation of the Modern Equivalent Asset design as officers were unable to articulate how the design had been derived from the Model Hospital workings; it is essential that management are thoroughly acquainted with the judgements and assumptions that underpin the MEA design such that they can review and conclude whether any changes need to be directed to the valuer at each valuation point. It was in part this lack of understanding on the part of the Trust which has led to the delayed audit opinion. Our valuation specialists were able to confirm, following enquiry, that the values opined by the Trust's appointed valuer were acceptable for the purposes of financial reporting however they highlighted recommendations, which were included in our report to Those Charged with Governance, to consider when undertaking the valuation exercise for 2024/25.</p> <p>In considering what difference there would have been in the reported balance for Property Plant and Equipment in 2022/23 if the valuation had been undertaken based upon an MEA design which could be supported by the evidence held by the Trust. Under the new valuation assumptions the property valuation would have been £2.178m lower with an estimated reduction in the revaluation reserve via Other Comprehensive Income of £1.147m, and an estimated impairment recorded in expenditure of £1.031m. As these errors are immaterial we have not proposed a prior period adjustment to correct the Financial Statements as at 31 March 2023 however these observations are recorded as an error in the current year balances of Other Comprehensive Income and recognised expenditure.</p> <p>We further identified a single arithmetic error in the application of the Modern Equivalent Asset Design work in the respect of 2024 which resulted in a misstatement of £1.6m which remains uncorrected at the year end.</p> <p>We further noted that management had not undertaken a detailed review of the revaluation report prior to posting the results into the ledger. Whilst it is appropriate for management to seek the advice of an expert in determining the correct value to report in the financial statements it is essential that management retain ownership of the resulting valuations and subject the resulting report to a through, critical review, to ensure that the results are clearly understood and consistent with management's understanding of the relevant facts and circumstances.</p>
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Financial statement audit significant risks (continued)

Management override of controls

Risk identified	<p>In accordance with ISA (UK) 240 management override is a significant risk. This risk area includes the potential for management to use their judgement to influence the financial statements as well as the potential to override the Trust's controls for specific transactions.</p> <p>The key judgments in the financial statements are those which we have selected to be the significant audit risks – capital expenditure and valuation of Property, Plant and Equipment. These are inherently the areas in which management has the potential to use their judgment to influence the financial statements.</p>
Deloitte response	<p>We considered the overall control environment and 'tone at the top' and noted no issues of concern.</p> <p>Manipulation of journal entries:</p> <ul style="list-style-type: none">• We tested the design and implementation of controls in relation to journals and were content that the controls were designed and implemented effectively;• We have made inquiries of individuals involved in the financial reporting process about inappropriate or unusual activity relating to the processing of journal entries and other adjustments;• We have used Spotlight data analytics tools to select journals for testing with characteristics indicative of potential manipulation of reporting. We traced the journals to supporting documentation and evaluated the accounting rationale for the posting. We evaluated individually and in aggregate whether the journals tested were indicative of fraud or bias;• We considered the year-end adjustments made outside of the accounting system between the general ledger and the financial statements in ensuring that the financial statements could be reconciled back to the general ledger; and• We reviewed accounting estimates for biases that could result in material misstatements due to fraud and performed testing on key accounting estimates.
Key observations	<p>We have no matters to report in respect of this significant risk of material misstatement.</p>

Auditor's work on Value for Money (VfM) arrangements

The Accounting Officer and the Board are responsible for putting in place proper arrangements to secure economy, efficiency and effectiveness in the use of resources. This includes taking properly informed decisions and managing key operational and financial risks so that they can deliver their objectives and safeguard public money.

The Accounting Officer reports on the Trust's arrangements, and the effectiveness with which the arrangements are operating as part of their annual governance statement.

Under the National Health Service Act 2006, we are required to be satisfied whether the Trust has made proper arrangements for securing economy, efficiency and effectiveness in its use of resources. In accordance with the National Audit Office's Auditor Guidance Note 3, we are required to assess arrangements under three areas:

Financial Sustainability	<i>How the body plans and manages its resources to ensure it can continue to deliver its services</i>
Governance	<i>How the body ensures that it makes informed decisions and properly manages its risks</i>
Improving economy, efficiency and effectiveness	<i>How the body uses information about its costs and performance to improve the way it manages and delivers its services</i>

In this report, we set out the findings from the work we have undertaken. Where we have found significant weaknesses in arrangements, we are required to make recommendations so that the Trust can consider them and set out how it plans to make improvements. The significant weakness we have reported is set out on the following pages.

In planning and performing our work, we consider the arrangements that we expect bodies to have in place, and potential indicators of risks of significant weaknesses in those arrangements. Our assessment of potential indicators has been performed in the context of the overall operating environment for the NHS during 2023/24, including the impact of industrial action, demand pressures, and the activities to recover elective activity levels following the pandemic.

In addition to our financial statement audit, we performed a range of procedures to inform our VfM commentary, including:



Interviews with key stakeholders, including Sarah Jones (Trust Chair), Matthew Horner, Director of Finance, and Michael Quinlan, Deputy Director of Finance.



Review of Board and committee reports and attendance at Audit Committee meetings.



Reviewing reports from third parties including external advisors, internal audit and correspondence with NHS England.



Considering the findings from our audit work on the financial statements.



Review of the Trust's annual governance statement and annual report.

Significant weaknesses in VfM arrangements

During our audit, we identified a significant weakness in the Trust's arrangements to secure economy, efficiency and effectiveness in the use of resources. We reported this weakness to the Trust, with recommendations for improvement.

Significant weakness	Issues arising during the year which give rise to action by the regulators and risks damage to the Trust's reputation.
Date reported to the Trust	22 August 2024
VfM criteria affected	Governance – <i>How the body ensures that it makes informed decisions and properly manages its risks.</i>
Description of the significant weakness	Weaknesses in arrangements in respect of governance (how the Trust ensures that it makes informed decisions and properly manages its risks) specifically in respect of circumstances in the year which resulted in investigation by NHS England and the Care Quality Commission.
Evidence for our conclusion	<p>Following a breakdown in the relationship between the Chair and the Chief Executive, in October 2023, the Chair of the Trust resigned from his position and, in doing so, gave voice to a number of specific concerns and allegations via the Health Service Journal and the Financial Times.</p> <p>In March 2024 further adverse publicity was attracted by comments made by certain Non Executive Directors, again in the Health Service Journal, making further, unconnected, allegations about the Trust.</p> <p>In response to these events in the year;</p> <ul style="list-style-type: none">• NHS England undertook a review of the circumstances, including reviewing the Trust's own internal review into the decline of the relationship between the Chair and the Chief Executive, and• The Care Quality Commission have undertaken a responsive Well Led Review• NHS England have moved the Trust to Segment 3 of the Oversight Framework and proposed regulatory actions connected to restoring effective governance. <p>The Auditor Guidance Note which sets out the expectations of auditors in respect of Value for Money (AGN03) sets out at paragraphs 40 and 41 that adverse events which could result in reputational damage and which result in regulator action can be indicative of Significant Weakness.</p> <p>As neither the CQC nor the Trust's internal report concerning the allegations made by the Non Executive Directors are available at the time of concluding our 2024 audit, we will consider any matters included in these reports as part of our Value for Money work for the year ended 31 March 2025.</p>

Significant weaknesses in VfM arrangements (continued)

Impact of the weakness on the body	The events which led to the adverse publicity have resulted in a responsive Care Quality Commission review which could result in further adverse comment and downgrading of the Trust's regulatory rating.
Recommendation	<p>We recommend that management ensure that:</p> <ul style="list-style-type: none">• The Trust acts upon the recommendations made by NHS England; and• The Trust addresses any findings that may be made by the Care Quality Commission when they report the results of their review.
Management response	The Trust will put in place appropriate actions to address NHS England's recommendations, and to respond to the findings of CQC when their inspection reports are finalised.

VfM arrangements: Financial Sustainability

Approach and considerations

We have considered how the Trust plans and manages its resources to ensure it can continue to deliver its services, including:

- How the Trust ensures it identifies all the significant financial pressures that are relevant to its short and medium-term plans and builds these into them;
- How the Trust plans to bridge its funding gaps and identifies achievable savings;
- How the Trust plans finances to support the sustainable delivery of services in accordance with strategic and statutory priorities;
- How the Trust ensures that its financial plan is consistent with other plans such as workforce, capital, investment, and other operational planning; and
- How the Trust identifies and manages risks to financial resilience, including challenge of the assumptions underlying its plans.

Commentary

The Trust recognised a deficit for the year of £6.9m (31 March 2023: £9.3m deficit). The Trust also report their non-statutory adjusted financial performance on a control total basis which shows a surplus for the year of £4.6m (31 March 2023 £0.2m). At 31 March 2024, the Trust had net assets of £223.3m (31 March 2023: £196.7m), net current liabilities of £11.1m (31 March 2023: net liabilities £1.1m), and a cash balance of £64.2m (31 March 2023: £73.1m).

Capital expenditure was £55.6m for the year (£5.5m above plan), which included patient facilities, replacement medical equipment, improvements to clinical areas, and various other schemes across the hospital. The Trust recognises the importance of ongoing capital expenditure to maintain the infrastructure and have budgeted £65m for 2024/25.

The Trust has in place a Budgetary Management Framework that sets out the operational rules and processes which management rely upon to ensure sound financial management. The annual budget setting is conducted as part of the annual planning exercise for which the Director of Finance has executive responsibility. The plan includes consideration of the high level planning parameters set at the national level by NHS England i.e. inflation and funding reductions, the Integrated Care System (ICS) also communicates funding assumptions and ICS level pressures to all providers and there are regular meetings with ICS and local provider colleagues via Bradford District & Craven Place meetings throughout the planning process to ensure that there is alignment across the ICS. To ensure consistency between the budgets and the Trust's other plans, communication is provided by the central finance team to the departments which sets out the base assumptions which tie back to the overall budget in relation to efficiency targets, establishment, vacancy and investments in the service. The planning assumptions are approved by the Executive Team who also have a responsibility and overview of all aspects of planning to ensure consistency and linkage between plans and the overall corporate strategy. Departments then provide 'bottom up' input in relation to capacity and demand to tailor the plans.

VfM arrangements: Financial Sustainability (continued)

Commentary

The Trust has a detailed Risk Management Strategy which sets out the arrangements for assessing and monitoring risk. This includes a Board Assurance Framework and Risk Registers, the risk registers are regularly reviewed and challenged by the Board and Academies. During the year internal audit undertook a review of the Risk Management Framework and Strategy. The report had an overall opinion of 'Significant' assurance and found that '...there are appropriate risk management processes in place that oversee the management of risks from CSU to Board level. A Risk Management Strategy is in place that clearly outlines the governance structure that is to be followed throughout the Foundation Trust from operational to strategic management. Our review confirmed that regular reporting takes place through the Executive Team Management (ETM), the Academies and the Board around the High-Level Risk Register (HLRR).'

From review of meeting minutes and risk registers we have seen that risks are reviewed, the ratings tracked and updated throughout the year. The risks are RAG rated with assigned responsibilities to individual directors, a risk lead and board committees where relevant. From the updates made throughout the year we noted that there has been progress made in reducing the impact or likelihood of the risks due to the application of the mitigating actions. But there have also been increases in risks where additional factors have been identified such as renewed or increased pressure on the Trust. We also note that the Trust have included risks with appropriate actions plans for the areas we would have expected specifically for 2023/24 i.e impact of industrial actions, staffing levels in pharmacy and fixed asset maintenance.

The Trust initially submitted a plan for 2024/25 which expected to deliver a statutory deficit of £19.3m which assumed efficiency savings of £33.9m, an increase of £5.9m on 2023/24.

We identified a risk of significant weakness in respect of the Trust's arrangements to have in place appropriately developed plans to address the forecast deficit in 2024/25 and the delivery of the significant level of efficiency savings that the plan requires. In response we discussed with management the progress made in identifying and delivering the required efficiencies as part of the Closing the Gap ('CTG') programme and we benchmarked the Trust's previous delivery of efficiencies and the future requirements against the performance of the other Acute and Specialist trusts that we audit to assess the reasonableness of the position. The planned efficiency programme for 2024/25 represents 5.4% of planned expenditure which is the 5th largest plan of the Trust's we audit. The Trust has a strong track record of achieving savings targets and, in 2023/24, the Trust delivered 100% of the planned efficiency target, comparing favourably to an average of 96.5% observed at the other Acute and Specialist Trusts that we audit. We noted that only 44.4% of the savings delivered in 2023/24 were recurrent which is modestly behind the average of the Acute and Specialist Trusts that we audit who delivered 48% recurrently in the period. The Trust has in place a Director of Strategy and Transformation to lead on the CTG programme which is aimed at both delivering savings in 2024/25 and being sustainable into 25/26 and beyond.

Conclusion

We concluded that there was no significant weakness in the Trust's arrangements but have made recommendations for improvement in our Audit Committee Reporting for management to take steps to deliver a greater proportion of the cost reduction plan recurrently in order to ease pressure on future periods and to continue to focus upon the delivery of the cost reduction plan which remains challenging in the current period.

VfM arrangements: Governance

Approach and considerations

We have considered how the Trust ensures that it makes informed decisions and properly manages its risks, including:

- how the body monitors and assesses risk and how the body gains assurance over the effective operation of internal controls, including arrangements to prevent and detect fraud;
- how the body approaches and carries out its annual budget setting process;
- how the body ensures effective processes and systems are in place to ensure budgetary control; to communicate relevant, accurate and timely management information (including non-financial information); supports its statutory financial reporting requirements; and ensures corrective action is taken where needed;
- how the body ensures it makes properly informed decisions, supported by appropriate evidence and allowing for challenge and transparency; and
- how the body monitors and ensures appropriate standards, such as meeting legislative/regulatory requirements and standards in terms of officer behaviour.

Commentary

The Trust has a risk management strategy which sets out in detail the purpose and principles underlying the strategy as well as the risk scoring, monitoring and reporting processes. Alongside this the Trust has a risk assessment handbook which provides additional guidance to the individuals on identification, assessment and managing of the risks.

The Audit Committee reviews the adequacy of the risk management arrangements and has oversight of the Trust's system of internal control, including arrangements to prevent and detect fraud. The Audit Committee receives regular progress reports from the Local Counter Fraud Specialist in relation to any proactive and reactive work undertaken, and progress against the Counter Fraud work plan. The Trust has an Anti-Fraud, Bribery and Corruption Policy which is developed in conjunction with the LCFS. Counter fraud services are provided by Audit Yorkshire.

The Trust's Audit Committee approves the annual Internal Audit Plan and Counter Fraud Plan, and receives updates at committee meetings through the year, where there is consideration of any recommendations raised and management's action plan. Changes to the plan are also discussed and agreed by the Committee. The Committee also provides challenge to ensure the timely implementation of agreed actions in relation to previous recommendations.

The Trust uses its internal audit function to provide independent, objective assurance, and it is designed to add value to and improve operations. The Trust's Head of Internal Audit opinion for the year was "Significant Assurance" that there is "a good system of governance, risk management and internal control designed to meet the organisation's objectives, and that controls are generally being applied consistently".

However, there was an increase in the number of 'limited' and 'low' assurance ratings allocated to specific reports. In the prior year there had been 2 'limited' reports, in the current year there has been 8 'limited' assurance opinions and 1 'low' assurance opinion.

VfM arrangements: Governance (continued)

Commentary

Budget setting combines elements of top down planning and modelling at a corporate level and bottom up intelligence gathering and forecasting in which individual departmental budget holders contribute. The top down part ensures that issues such as inflation rates, commissioner contracts, demographic changes and system level pressures are factored in while the bottom up methodology considers capacity and demand at a specialty or service level, quality issues, new clinical standards or service specific issues. The objective of the planning process is to give Clinical Service Units (CSUs) the opportunity to produce activity, workforce and financial plans that are synchronised and aligned to the strategic aims of the Trust.

The Trust has Standing Financial instructions in place to ensure it makes properly informed decisions, these include approval process for the activities undertaken by the Trust for example investment and financing decisions, which includes approval by finance personnel, and other senior officers.

For operational matters to ensure that the budget holders have sufficient appropriate information to make informed decisions the finance team provide service analysis data pack, which provided detailed analysis of changes in each specialty's cost base, workforce, clinical output, use of resources and productivity in 2022/23 against 2019/20. This data pack will signpost where material changes have occurred during the pandemic and is intended to signpost to the CSU areas for further investigation which may provide opportunities for efficiencies. At a higher level the Finance & Performance Academy also receives a monthly financial performance report which includes a range of detailed financial metrics, which cover the key areas of I&E forecasts and variances, cash forecasts, capital spend and the progress in the waste reduction programme.

The Trust has a number of staff policies in place including a code of conduct and conflicts of interest. These are readily available for all staff to access. Declarations of interest are maintained for all senior members of staff and decision making officers and are publicly available.

In NHS England's latest assessment of the Trust in June 2024 it has placed the Trust in segment 3 under the Single Oversight Framework, which is "Providers receiving mandated support for significant concerns: there is actual or suspected breach of licence, and a Regional Support Group has agreed to seek formal undertakings from the provider or the Provider Regulation Committee has agreed to impose regulatory requirements.

The new NHS Provider Code of Governance was effective from 1 April 2023. The Trust's compliance statement with the Code is in section 3.5 of the Annual Report, which states the Trust considers it has complied with the majority of the provisions of the Code throughout the year. As explained in the disclosure, the Trust has not complied with certain provisions in relation to the annual appraisals for the Chair, Non-executive Directors and Chief Executive due to the changes and issues which have occurred in the current year. As well as the Non-executive Directors remuneration being above the level set out in the relevant guidance as the Trust's rate was in place before the introduction of the guidance in 2019.

VfM arrangements: Governance (continued)

Commentary

The Trust entered into vesting certificates with certain of its capital suppliers ahead of year-end, with £2.4m of capital expenditure recognised. These agreements are intended to transfer legal title ahead of receipt of goods, in exchange for payment in advance. Vesting certificates can be a legitimate risk management tool if advance payments are required for commercial reasons to secure orders for goods in high demand or with long lead times. Managing Public Money states that public sector organisations should not use interim payments to circumvent spending controls, such as to avoid underspending the capital budget for the year. We have recommended in our Report to those Charged with Governance that the Trust put in place approval processes to check that any use of vesting certificates reflects genuine commercial requirements.

Climate change presents significant challenges for the NHS in adapting to a changing environment. As part of its response to these challenges, the Government is adopting the Task Force on Climate-related Financial Disclosures (TCFD) as a framework for public sector bodies to analyse, understand and disclose climate-related financial information, in order to support the management of climate-related financial risks and opportunities. The Government is adopting a phased approach to implementing TCFD disclosures in the public sector, with 2023/24 only requiring disclosures under the “Governance Pillar”. The Trust’s disclosures in the Performance Analysis section of the Annual Report set out the Board’s oversight of the Trust’s approach to assessing and managing climate-related issues, and underlying management structures in respect of this.

Conclusion

As discussed above on page 15 we reported the existence of a significant weaknesses in respect of the Trust’s governance arrangements (how the Trust ensures that it makes informed decisions and properly manages its risks) specifically in respect of circumstances in the year which resulted in investigation by NHS England, a ‘Well led’ review by the Care Quality Commission and the placing of the Trust in oversight framework segment 3. The Trust has not yet received CQCs report following this inspection.

VfM arrangements: Improving economy, efficiency and effectiveness

Approach and considerations

We have considered how the body uses information about its costs and performance to improve the way it manages and delivers its services, including:

- How financial and performance information has been used to assess performance to identify areas for improvement;
- How the Trust evaluates the services it provides to assess performance and identify areas for improvement;
- How the Trust ensures it delivers its role within significant partnerships, engages with stakeholders it has identified, monitors performance against expectations, and ensures action is taken where necessary to improve; and
- Where the Trust commissions or procures services, how the Trust ensures that this is done in accordance with relevant legislation, professional standards and internal policies, and how the Trust assesses whether it is realising the expected benefits.

Commentary

The Chief Medical Officer jointly chairs the Clinical Services Improvement Programme (CSIP) with the Director of Finance. The groups triangulates information from GIRFT, Model Hospital and PLICS information for discussion with clinical services with the aim of improving the quality of services delivered alongside identifying opportunities to reduce costs and / or improve productivity.

Finance and performance is monitored and reviewed by the F&P Academy and the Board of Directors. The Board of Directors receives an integrated dashboard which includes financial metrics, e.g. I&E, cash and capital, but also covers a wide range of performance metrics such as 'Emergency Care standards', RTT, and diagnostic waits etc.

Many financial matters are now driven by decisions taken at a place or ICS level. To ensure that relevant information is fed back into the Trust's processes relevant executive directors, deputies and clinicians are involved in a range of regular meetings at Place committees covering quality, finance and performance and leadership as well as ICS meetings for 'Leadership and oversight', Finance Directors and Delivery Programmes.

The Trust has a procurement function who are appropriately qualified and develop the Trust's procurement strategy in line with the procurement policy. The policy's aim is to ensure that the Trust operates in an open and transparent manner and achieves value for money. It focuses on ensuring that an appropriate level of competitive tendering is used in each case and that any use of the options to waive the tendering requirements are appropriately approved by senior officers and reported to the Audit Committee.

Conclusion

We concluded that there were no significant weaknesses in the Trust's arrangements in relation to improving economy, efficiency and effectiveness.

Purpose of our report and responsibility statement

What we report

Our report fulfils our obligations under the Code of Audit Practice to issue an Auditor's Annual Report that brings together all of our work over the year, including our commentary on arrangements to secure value for money, and recommendations in respect of identified significant weaknesses in the Trust's arrangements.

What we don't report

Our audit was not designed to identify all matters that may be relevant to the Trust.

Also, there will be further information the Board of Directors and Council of Governors need to discharge their governance responsibilities, such as matters reported on by management or by other specialist advisers.

Finally, our views on internal controls and business risk assessment should not be taken as comprehensive or as an opinion on effectiveness since they have been based solely on the audit procedures performed in the audit of the financial statements and work under the Code of Audit Practice in respect of Value for Money arrangements.

The scope of our work

Our observations are developed in the context of our audit of the financial statements.

We described the scope of our work in our audit plan.

Use of this report

This report is made solely to the Council of Governors and Board of Directors ("the Boards") of Bradford Teaching Hospitals NHS Foundation Trust, as a body, in accordance with the National Health Service Act 2006. Our audit work has been undertaken so that we might state to the Boards those matters we are required to state to them in our Audit Report and Auditor's Annual Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Boards as a body, for our audit work, for this report, or for the opinions we have formed.

Deloitte LLP

Newcastle upon Tyne | 30 August 2024

Appendix 1: Trust's responsibilities

Public bodies spending taxpayers' money are accountable for their stewardship of the resources entrusted to them. They should account properly for their use of resources and manage themselves well so that the public can be confident.

Financial statements are the main way in which local public bodies account for how they use their resources. Local public bodies are required to prepare and publish financial statements setting out their financial performance for the year. To do this, bodies need to maintain proper accounting records and ensure they have effective systems of internal control.

All local public bodies are responsible for putting in place proper arrangements to secure economy, efficiency and effectiveness from their resources. This includes taking properly informed decisions and managing key operational and financial risks so that they can deliver their objectives and safeguard public money. Local public bodies report on their arrangements, and the effectiveness with which the arrangements are operating, as part of their annual governance statement.

The Chief Executive, as Accounting Officer of the Trust, is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Accounting Officer determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The Accounting Officer is required to comply with the Accounts Direction issued by NHS England, which requires the Trust to comply with the Department of Health & Social Care Group Accounting Manual and prepare the financial statements on a going concern basis, unless the Trust is informed of the intention for dissolution without transfer of services or function to another entity. In applying the going concern basis of accounting, the Accounting Officer has applied the 'continuing provision of services' approach set out in the Group Accounting Manual, as it is anticipated that the services the Trust provides will continue into the future.

The Accounting Officer is required to confirm that the Annual Report and Accounts, taken as a whole, is fair, balanced, and understandable, and provides the information necessary for patients, regulators and stakeholders to assess the Trust's performance, business model and strategy.

The Accounting Officer is responsible for putting in place proper arrangements to secure economy, efficiency and effectiveness in the use of the Trust's resources, for ensuring that the use of public funds complies with the relevant legislation, delegated authorities and guidance, for safeguarding the assets of the Trust, and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Accounting Officer and the Board are responsible for ensuring proper stewardship and governance, and reviewing regularly the adequacy and effectiveness of these arrangements.

Appendix 2: Auditor's responsibilities

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Auditor's responsibilities relating to the Trust's arrangements for securing economy, efficiency and effectiveness in the use of resources

We are required under the Code of Audit Practice and the National Health Service Act 2006 to satisfy ourselves that the Trust has made proper arrangements for securing economy, efficiency and effectiveness in its use of resources.

We are not required to consider, nor have we considered, whether all aspects of the foundation trust's arrangements for securing economy, efficiency and effectiveness in its use of resources are operating effectively.

We undertake our work in accordance with the Code of Audit Practice, having regard to the guidance, published by the Comptroller & Auditor General, as to whether the Trust has proper arrangements for securing economy, efficiency and effectiveness in the use of resources against the specified criteria of financial sustainability, governance, and improving economy, efficiency and effectiveness.

The Comptroller & Auditor General has determined that under the Code of Audit Practice, we discharge this responsibility by reporting by exception if we have reported to the Trust a significant weakness in arrangements to secure economy, efficiency and effectiveness in its use of resources for the year ended 31 March 2024. Other findings from our work, including our commentary on the Trust's arrangements, are reported in our Auditor's Annual Report.

Auditor's other responsibilities

We are also required to report to you if we exercise any of our additional reporting powers under the National Health Service Act 2006 to:

- make a referral to NHS England if we believe that the Trust or an officer of the Trust is:
 - about to make, or has made, a decision which involves or would involve the Trust incurring unlawful expenditure; or
 - about to take, or has begun to take a course of action which, if pursued to its conclusion, would be unlawful and likely to cause a loss or deficiency.
- consider whether to issue a report in the public interest.



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A. CHAIR'S REPORT

REFERENCES

Only PDFs are attached

 CGo.10.24.6a - Chair's report.pdf

Meeting Title	Council of Governors		
Date	17 October 2024	Agenda item	Co.10.24.6a

Report from the Chair

Presented by	Sarah Jones, Chair		
Author	Jacqui Maurice, Head of Corporate Governance		
Lead Director	Sarah Jones, Chair		
Purpose of the paper	To provide an update on my engagement with partners, stakeholders and governors since my previous report provided to the Board in July 2024		
Key control	N/A		
Action required	For Information		
Previously discussed at/ informed by	N/A		
Previously approved at:	Committee/Group	Date	

Situation

1. Engaging with Partners and Stakeholders

In recent weeks I have been supporting two of our neighbouring Trusts in West Yorkshire with their Board recruitment –I was on the external stakeholder panel for Airedale FT’s Chair recruitment process, and I was a panel member for Leeds Community Healthcare NHS Trust’s recruitment process to appoint a new NED and a new Associate NED. It was a pleasure to support system colleagues in this way.

I have also now completed my introductory meetings with all key partners and stakeholders across Bradford District and Craven and the wider system.

2. Key updates

- Update on regulation**

As reported at the last meeting we continue to attend regular Integrated Quality Improvement Group (IQIG) meetings with NHS England and the ICB, as part of our agreed enforcement undertakings and additional licence conditions. The next IQIG meeting takes place on 22 October.

3. Council of Governors

- Farewell to one of our longstanding Governors**

Professor Alastair Goldman, Partner Governor University of Bradford stood down from his role on 12 September following his retirement from the University of Bradford. Professor Goldman served as a member of the Council for just over five years. I have written to Alastair on behalf of the Council and the Board to convey our thanks for his service as a Governor and to wish him well in the future. We are currently reviewing the makeup of the Council of Governors as part of the Constitution review task and finish group and will therefore wait until that review is complete before seeking to appoint a replacement.

- Feedback to the Council following Board of Director meetings**

I met with governors in September following the Board meeting to provide an update on the items discussed at the September Board.

Meeting Title	Council of Governors		
Date	17 October 2024	Agenda item	Co.10.24.6a

- **Governor attendance at key sessions**

In recent months Governors have attended the CSU (Clinical Service Unit) to Academy event on 12 September.

Several of our Governors also joined the Board and Trust staff at our 'Brilliant Bradford Awards' evening on Thursday 26th September to help recognise those staff colleagues who have achieved 30 years of NHS Service and, our staff awards celebrating the excellent contribution of teams and individuals for effective, compassionate and inclusive care of our patients.

- **NHS Providers session for Governors and NEDs**

NHS Providers will be supporting our development by facilitating a session with Governors and NEDs, to provide guidance to governors in their role to hold the NEDs to account for the performance of the Board, and to help to build and strengthen relationships between governors and NEDs.

- **Key communications**

Our members have continued to be in receipt of 'Mel's monthly roundups' featuring news from across the Trust. The latest edition is available [here](#).

Key communications continue to be shared with Governors so that they remain in touch with developments at our Trust. Governors also continue to have access to Let's Talk (staff newsletter) and global emails containing a range of updates to staff.

4. Council of Governors task and finish groups

Thank you to all those Executives and NEDs who responded to my call for Board volunteers to support our Governor task and finish groups. Reports on both these task and finish groups are presented at our meeting under separate agenda items.

5. Governor Induction Programme: Site tours

A site tour has been scheduled for key areas within our BRI Estate including A&E and Ward 5, on 14 October from 1pm to 4pm. As well as our newer Governors and Non-Executive Directors, an invitation has been extended to all Governors and NEDs to attend if they wish. Details for our second site tour covering the Bradford Institute of Health Research and, our Education Service (including the Simulation Centre) will be shared shortly.

Recommendation

The Council of Governors is asked to note this report.

REFERENCES

Only PDFs are attached

-  CGo.10.24.6b - NED feedback (Reports from the Board) (cover).pdf
-  CGo.10.24.6b - Appendix 1 - Quality Academy Chair report - August 2024.pdf
-  CGo.10.24.6b - Appendix 2 - Quality Academy Chair report - September 2024.pdf
-  CGo.10.24.6b - Appendix 3 - Finance & Performance Academy Chair report - July 2024.pdf
-  CGo.10.24.6b - Appendix 4 - Finance & Performance Academy Chair report - September 2024.pdf
-  CGo.10.24.6b - Appendix 5 - People Academy Chair report - August 2024.pdf
-  CGo.10.24.6b - Appendix 6 - People Academy Chair report -September 2024.pdf
-  CGo.10.24.6b - Appendix 7 - Audit Committee Chair report - September 2024.pdf
-  CGo.10.24.6b - Appendix 8 - Charitable Funds Committee Chair report - July 2024.pdf

Meeting Title	Council of Governors		
Date	17 October 2024	Agenda item	CGo.10.24.6b

NED feedback

Presented by	Committee/Academy Chairs				
Author	Sheridan Osbourne, Corporate Governance Officer				
Lead Director	Committee Chairs				
Purpose of the paper	To provide the Council with the Chair reports from the Committee and Academy Chairs				
Key control	Holding the NEDs accountable for the performance of the Board				
Action required	For assurance				
Previously discussed at	Board of Directors September 2024				
Previously approved at:	Academy/Group	Date			
Situation					
<p>The reports from the Chairs of the Academies/Committees provided to the Board are attached as follows:</p> <ul style="list-style-type: none"> • Appendix 1 – Quality Academy Chair report –August 2024 • Appendix 2 - QPS Academy Chair report –September 2024 • Appendix 3 - Finance & Performance Academy Chair report –July 2024 • Appendix 4 - Finance & Performance Academy Chair report – September 2024 • Appendix 5 - People Academy Chair report –August 2024 • Appendix 6 - People Academy Chair report – September 2024 • Appendix 7 - Audit Committee Chair Report –September 2024 • Appendix 8 - Charitable Funds Committee Chair Report – July 2024 <p>The reports are written by the Academy Chairs themselves to provide an overview of how the meeting 'felt' including the quality of debate, quality of papers, quality of reassurance provided etc., rather than providing a summary of the meeting (which is the purpose of the minutes).</p>					
Recommendation					
The Council of Governors is asked to note the reports for assurance.					

Meeting Title	Board of Directors		
Date	25 September 2024	Agenda item	Bo.9.24.6

Committee/Academy Escalation and Assurance Report (AAA)

Report from the: **Quality Academy**

Date of meeting: **14th August 2024** (July meeting delayed)

Key escalation and discussion points from the meeting

Alert:

A new risk 2605 scoring 25 was added to the High-Level Risk Register in June.

Due to lack of chairs and skilled nursing capacity to meet demand, a number of patients requiring regular chemotherapy were unable to have their treatment when it was due. The patients were held on a reserve list and slotted in when slots were available. Mitigations were put in place including moving some iron infusion treatments out of the Meadows to BRI (Bradford Royal Infirmary), a daily check of cancellations and improved access to chemotherapy drugs. The situation had improved by the time the Academy met and no patients were now on reserve lists. The score will be reduced appropriately but will remain on the HLRR (High Level Risk Register). Discussions at ICB (Integrated Care Board) level are taking place in relation to increasing demand in this and some other specialties. The Academy was assured that the risk was being managed appropriately at this time.

Advise:

The Academy was updated on potential disruption in view of GPs collective action. It was felt that relationships between primary and secondary care were strong and BTHFT had not experienced any disruption. Increased attendances at the ED (Emergency Department) and an increase in outpatient referrals remained a possibility.

The Academy was advised of low national blood stocks for O –ve/+ve (amber alert). Trusts were asked to deprioritise procedures which may further deplete stocks. A small number of elective procedures were cancelled; however stocks are recovering, and it is unlikely that many/any further cancellations will be needed.

Assure:

High level risks relating to the Academy

The HLRR report was received. One new risk 2605 (as alert above) was added, no risks have been closed or reduced in score since the last meeting. One risk has increased in score (2542). The Haemonetics blood track kiosks are now end of life and need replacing. Mitigations are in place with an expectation that the system will be replaced in the next few months. The score was increased from 16 to 20 due to a failure with the main fridge door. This has now been repaired and the score will reduce accordingly.

Risk 2509 (score 16) was followed up from the June meeting (average waiting time for Autism and ADHD (Attention Deficit Hyperactivity Disorder) assessment of 42 weeks with the longest wait 110 weeks). The increasing demand for this service is recognised

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nationally and discussions about the need for changes to current pathways are ongoing. The Academy asked the Chief Nurse for a summary paper by the Children's CSU (Clinical Service Unit) to be presented to Academy to enable better oversight and assurance of this risk.

Five risks were beyond the review date. 2605 the new risk with a short review date - the situation has improved, 87 impact of Covid – agreement this needs to be revised, 2509 is discussed above. Two others (257& 512) relate to staffing (Children and Young People & Maternity CSUs) and are also within the remit of People Academy,

The Academy was assured that all relevant key risks have been identified, have been reported to the Academy and are being managed appropriately.

Patient Safety Incident Investigation (PSII) and Maternity & Neonatal Safety Investigations (MNSI) and briefing on Never Event

The report provided oversight of PSII and MNSIs declared, ongoing and concluded between 1st June and 31st July 2024. One ongoing PSII and one new MNSI were reported. One new declaration on PSIRF has been made in relation to an index case of a patient with learning disability (LD). This was identified as a 'theme' because it is recognised there is a need in training related to LD and addressing inequitable care for adult patients with LD. Two MNSIs were concluded (see Maternity section)

The Academy was briefed on the outcomes of PSII 2024/2217 Never Event (biopsy of wrong kidney). All actions assigned have been successfully completed 'with confidence' (Range of structures and processes in place supporting compliance/evidence supporting compliance available and used by the organisation) as of 5/8/24. It was noted that the speed of the investigation and the higher quality assurance via the reporting of levels of confidence in actions taken demonstrates the benefits of the PSIRF (Patient Safety Incident Response Framework) approach.

The Academy was updated on the Trusts transition to the PSIRF and approval for future reporting to for assurance purposes was given. Academy will continue to receive monthly updates on the management of incidents, a quarterly PSIRF update, and an annual report to align with the review and reissue of the Trust Patient Safety Incident Response Plan. Wider assurance around patient safety learning will be provided via the quarterly Insight report (replacing CLIP (Collaborative Learning in Practice)).

The Academy noted the current position, emerging themes, risks, work to mitigate and noted the next steps in relation to maturing the implementation of PSIRF. It confirmed it has sufficient assurance that BTHFT has processes in place to identify, investigate, and learn from patient safety investigations.

Clinical Audit Annual Report

The Academy received a summary report from the Clinical Outcomes Group of the Trust's performance and progress against the High Priority Clinical Audit Plan for 2023/24. Between 1/4/23 and 31/3/24, BTHFT were eligible to participate in 59/74 audits within the National Clinical Audit and Patient Outcomes Programme. The Trust received three outlier alerts (1) Intensive Care National Audit & Research Centre audit relating to the number of out-of-hours discharges to ward - responded to quickly and learning shared. (2) Dementia audit based on patient feedback – actions implemented, and (3)

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Bradford was a positive outlier for the National Clinical Audit for Seizures and Epilepsies in Children and Young People (CYP) in relation to % of CYP with Epilepsy receiving input by an ESN within the first year of care.

The Academy noted the strong performance against the CQUIN (Commissioning for Quality and Innovation) five core indicators, which were agreed by the Trust with NHSE and ICB.

Update on progress re: IA report BH382024 13 April 2024 (EPR record deletion)

An internal audit in April 2024 gave an assurance rating of low against Trust plans and progress re the deletion and destruction of electronic records. This impacts on our ability to meet NHSE's Record Management Code of Practice. It was identified there was a general lack of governance oversight of medical records, including unclear reporting lines and policy documentation. This will be added to the Risk Register.

Audit Yorkshire have agreed a deadline for 31/12/24 for a Task and Finish group to be set up. The T&F group will report directly to Board and their first meeting will be 20 August 2024. The Academy was assured by the progress and plans reported.

Infection Prevention and Control (IPC) Quarterly Report

This report summarised progress against the IPC work plan for 2024/25 and set out the Trust's infection control activities and performance between April and June 2024.

Levels of infection rates for MRSA, MSSA, CDiff, Klebsiella, Pseudomonas and E.coli benchmarked against national and regional data were presented. Except for MSSA, BTHFT is performing well above average. Infection reduction measures were set out. The success of an intervention to reduce UTIs by increasing patient hydration has helped reduced Trust attributable E.coli cases. The Trust is fully compliant with 53 of the 54 IPC BAF standards. It will be fully compliant once the Water Safety plan in place and risk assessments associated with ventilation are complete.

The Academy noted the high level of assurance given by the Internal Audit of Hand Hygiene (17/07/24). The report noted the effective systems and processes in place for staff, patients, and visitors to enable practice of hand hygiene to a high standard.

Academy was assured that the Trust is compliant against national frameworks and codes of practice. It noted good progress against the annual IPC work programme.

Maternity and neonatal services

The Academy noted the position for June 2024

- 4 stillbirths (1 Butterfly baby): 15 stillbirths in total in six-month period
- 0 cases of Hypoxic-ischemic Encephalopathy
- 7 ongoing maternity SIs/Level 1 investigations: 2 MNSI and 4 Trust level, plus an MNSI referred by Leeds (initially under care in Bradford).
- 2 maternal deaths (one post-natal suicide, one during antenatal period (no cause of death found) resulting in 1 new MNSI referral and 1 internal PSII report.
- 3 occasions where the unit was assessed as needing to divert women to other trusts

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- 2 neonatal deaths, both anticipated due to extreme prematurity (11 this year of which 10 expected)
- 0 new or ongoing neonatal PSIs (Patient Safety Incident Investigation)

There were 3 completed investigations this month (with learning and actions reported).

Two MNSIs were completed:

- SI (serious incident) 2023/20335 neonatal death. Four safety recommendations from the report were shared, three related to risk assessment for women whose care plan deviates from staff guidance, and one related to MDT (Multi-Disciplinary Team) training.
- SI 2023/22608 baby readmitted with hypoglycaemia. One safety recommendation was made re telephone triaging of unwell babies.

The Academy was alerted to an escalation of concern letter from MNSI on 14/06/24 relating to use of Maternity Early Warning Score (MEWS) following death of a woman in Leeds who had received antenatal care at BTHFT. They asked if *“the Trust is assured that if a mother’s condition deteriorates, the team can detect this and react with effective escalation in a timely manner.”* MNSI were not satisfied with the written response and the Director of Midwifery and Clinical Director of Women’s CSU met with them on 30/7/24. This enabled colleagues to share the electronic process, improvements already made to implementation of MEWS at Bradford including training and internal audits and clarify the queries they had and respond directly. The Trust are now waiting for MNSI to reconvene a panel to look at the information provided and get back to us to tell us whether they are assured or not, or whether they want anything further.

Assurance against midwifery staffing levels has been a focus within the Academy for some time. 38 newly qualified midwives have been offered posts to start in the autumn, returning staffing levels close to full establishment. The importance of training and support to develop and retain these midwives was recognised.

The Academy was assured they were receiving information related to maternal perinatal quality and safety issues and associated learning in a timely manner.

Report completed by:

Louise Bryant

Academy Chair and Non-Executive Director

19th August 2024

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Committee/Academy Escalation and Assurance Report (AAA)

Report from the: Quality Academy

Date of meeting: 14th September 2024

Key escalation and discussion points from the meeting

Alert:

Academy was appraised of the ongoing challenge of addressing our high Summary Hospital-level Mortality Indicator (SHMI), which does not reflect our actual mortality rates (best in region). The expected deaths data are related to multi-morbidity and incorrectly suggest Bradford has an extremely healthy population. This means we are not able to access multi-morbidity funding as well as this being a reputational risk. Coding concerns and associated issues with SHMI will be added to the High-Level Risk Register. It was noted that Trust work on Learning from Deaths has been highly commended. Academy agreed that addressing the underlying cause of our SHMI was high priority and a resourced programme of focussed work is now warranted.

Academy was advised of a moderate risk to achieving compliance with safety action 8 of the Maternity Incentive Scheme (90% of all relevant staff groups attending multi-disciplinary emergency skills training). Non-compliance of 1 action results in overall failure of the scheme and financial implications for the Trust. Plans to address were shared and training attendance will be closely monitored until deadline (30 November).

Academy was advised of an increase in cases of MSRA colonisation in babies as part of routine swabbing within Women and Newborn services (19 since June). There have been no associated cases of bacteraemia and no instances of harm to babies. Ongoing plans were shared re identifying the possible source(s) of infection (community, equipment, staff) and intensified infection control measures, including staff decolonisation therapy and increased swabbing. Academy were assured by the timely identification of the outbreak and robust plans to address.

Advise:

Risk 2605 (lack of chairs and skilled nursing capacity to meet demand for daily haematology/chemotherapy) scoring 25 was added to the High-Risk Register in June, this risk has now been reduced to 20.

Academy was advised of the high rate of ad hoc queries being passed on to the Trust by CQC (17 since June) which increases workload for staff due to the short turnaround deadlines. It is hoped that this will improve once monthly meetings with the CQC resume and queries can be dealt with in a more effective and efficient manner.

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Assure:

Academy Dashboard

The case for including Medicine Incidents in the Dashboard was accepted as one of the priority areas in the Patient Safety Improvement Plan. Monthly oversight at Academy will increase assurance.

High level risks relating to the Academy

The HLRR report was received. Four new risks were added in August and September, with review dates.

- 2604 (score 20) high number of patients attending ED outstripping capacity.
- 2618 (score 20) recruitment of substantive consultants and Stroke Services adding further risks to Stoke Services as identified in Risk 396 (now merged).
- 2630 (score 20) Contract with Dedalus system used by HIV services ending
- 2601 (score 20) Cath lab equipment failure leading to longer waits for some elective procedures and pressure on beds

Risk 2509 (score 16) was followed up from the August 2024 meeting (average waiting time for Autism and ADHD assessment of 42 weeks with the longest wait 110 weeks). A summary paper was presented by the Children's CSU to enable better oversight and assurance of this risk. The significance of the risk, which is at local, place and national levels, was clearly explained. Ongoing system-based options to address the risk were shared along with potential cost implication for BTHFT. Academy was assured that this risk is being addressed and will continue to provide oversight

The Academy was assured that all relevant key risks have been identified, have been reported to the Academy and are being managed appropriately.

Patient Safety Incident Investigation Report (PSIIR) and Quality Oversight and Assurance Exception Profile (June/July 2024)

The PSIIR provided oversight of PSII and MNSIs declared, ongoing and concluded. One new PSII (potential jump risk within BRI estate) and one new MNSI (see Maternity section) were reported in August. There are two ongoing investigations (care of adults with a learning disability and the newly identified 'jump' risk). Two local formal investigations had been completed and learning shared (review of gentamicin prescribing as outcome, and development of non-occlusive aortic clot in a newborn, for which no modifiable factors were identified). The majority of PSIs are now taking less than 30 days to complete, enabling early learning and improvement. No Duty of Candour breaches were reported. No Never Events were reported.

The Academy noted the current position, emerging themes, risks, and work to mitigate. It confirmed it has sufficient assurance that BTHFT has processes in place to identify, investigate, and learn from patient safety investigations.

Health Inequalities

Academy received an update on the Trust's Tackling Health Inequalities Programme. Plans were shared including training (including Board Development) and closer working with the Reducing Inequalities Alliance. Discussions around impact of this work were

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discussed including how the Trust assess meaningful progress. The Academy will provide continued oversight of progress against the plans.

Maternity and neonatal services

The following position for the 2-month period was shared with Academy

- 4 stillbirths (19 in total in 2024)
- 3 cases of Hypoxic-ischemic Encephalopathy (HEI), 1 meets MNSI criteria (term baby referred to NNU due to oxygen requirement and therapeutic cooling)
- 4 neonatal deaths, one anticipated (15 this year of which 11 expected)
- 0 maternal deaths
- 5 occasions where the unit was assessed as needing to divert women to other trusts (7 women diverted). Diversions needed were needed due to increased acuity versus staffing and available beds.
- 7 ongoing maternity SIs/Level 1 investigations: 3 MNSI and 4 Trust level. There are 2 After Action Reviews (one relating to HEI)
- Sustained improvement in delivering 1:1 care in labour over 90%
- 0 new or ongoing neonatal PSIs

There were two completed investigations in August, with learning and actions reported:

- SI 2023/140163 Term baby with trisomy 21 admitted to the NNU—seizures noted at 12hrs of age. Learnings in terms of communications and processes were identified but did not affect outcome of baby (HEI).
- MI-036808 Neonatal death of baby with genetic condition who needed cooling. Learning in terms of identifying polyhydramnios earlier and responding to mother's perceptions of baby movements being different to previous baby. These were not considered to affect outcome for baby.

The two escalations of concern from MNSI relating to use of Maternity Early Warning Score (MEWS) and obstetrician attendance following death of a woman who had received antenatal care at BTHFT have now been closed by the MNSI following the Trust's response. Learning has been identified and shared.

The Academy was assured they were receiving information related to maternal perinatal quality and safety issues and associated learning in a timely manner.

Internal Audits

Of the three audits relevant to the Academy, two received significant assurance (BH/04/2025: Freedom to Speak Up and BH/05/2025: Discharge Management). The third (BH/43/2024: Nursing Assessment and Care Plans) received limited assurance, due to some nursing assessments and care plans not being fully completed. There is no indication that patients had been harmed as a result. Academy were appraised of plans to further understand the extent of the findings (audit was very small number), reasons for non-completion and approaches to support and improvement where required.

Academy was assured that plans were in place to address the audit findings and was asked to keep Academy appraised of progress,

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Report completed by:

Louise Bryant

Academy Chair and Non-Executive Director

20th September 2024

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Committee/Academy Escalation and Assurance Report (AAA)

Report from the: Finance and Performance Committee

Date of meeting: 24 July 2024

Key escalation and discussion points from the meeting

Alert:

Monthly Finance Report – The month 3 financial report shows an improvement in run rate from that reported at month 2. This extrapolates to a forecast position broadly in line with our £14m deficit plan. The risk of not delivering our financial plan remains high and work continues to mitigate this risk.

Treasury Management Report - The Academy also noted the associated risk to the Trusts liquidity and cash position should the financial plan not be delivered. Based on current forecasts it looks likely that we will need cash support from NHSE from Quarter 3 and this will need requesting in September 2024.

Advise:

Closing the Gap Update – 273 schemes have now been identified - an increase of 67 schemes from last month. These have the potential to deliver £25.6m of savings against the £38.9m required. The risk to delivering the full plan remains high.

Operational Highlight Report – Performance across the Trust remains strong. Emergency Care Standard performance for Type 1, 2 and 3 attendances was 83.13% for June 2024 and at the time of the meeting was at 83.78% for July, this position remains in the upper decile of Acute Trusts in England. Attendance remained high in June with increases in acuity of patients seen and numbers passing through the department. Referral to Treatment performance remained stable in June at 64.31%. 52-week performance remains in the upper quartile but has dropped below plan.

Assure:

Revised Academy Terms of Reference (ToR) and Workplan – the Academy approved the latest changes to our TOR and associated work plan.

High Level Risks Relevant to the Academy - The Academy was assured that all relevant risks had been identified, reported to the academy and were being appropriately managed. No risks had been added, closed or changed in score.

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Operational Improvement Plan Cancer and Diagnostics – A presentation was shared with the Academy highlighting the work underway on our Cancer and Diagnostics Improvement Plan. A Time Out session was held by the Cancer Board to develop a shared clinical vision for the Trust's Cancer Strategy. Improvement work continues across the three areas, Transformation, Proactive Improvement and Business as usual. A new one stop Neck lump clinic opened in July 24 aimed at improving the clinical pathway to enable earlier diagnosis and treatment. . The new Community Diagnostic Centre at Eccleshill Hospital is now, up and running and next steps are to move to a 7-day working model. The presentation also included an update on the Histopathology programme which aims to improve turn around times for samples and improve overall cancer performance.

Health Inequalities and Waiting List Analysis –The Academy was assured about the ongoing work being undertaken to reduce health inequalities. The presentation included an action plan covering four areas, Data and Insight, DNA (did not attend) reductions, Referral Analysis and Post Referral Prioritisation.

Estates Procurement Internal Audit Report – The Academy received a report explaining the reasoning behind the conclusion of the audit report (Limited Assurance Audit Report) and a summary of the work that is being undertaken to mitigate the risks highlighted in the report. All the recommendations included in the report have been agreed by management.

Report completed by:

Julie Lawreniuk
Academy Chair and Non-Executive Director
20th August 2024

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Committee Escalation and Assurance Report (AAA)

Report from the: Finance and Performance Academy

Date of meeting: 19th September 2024

Key escalation and discussion points from the meeting

Alert:

Monthly Finance Report – There is a significant risk that the Trust will not deliver its financial plan. As at month 5 the Trust is reporting a forecast deficit of £11.2m, an adverse variance of £0.4m against the planned forecast of £10.8m. The variance is due to industrial action costs which are expected to be reimbursed by NHS England. The plan becomes more challenging in the latter months of the financial year and discussions are planned with the Board in October and November to understand the implications should the financial plan not be delivered.

Closing the Gap – There is a significant risk that the Trust will not deliver the £38.9m of schemes required to deliver the financial plan. As at month 5 £28.6m of schemes are forecast to be delivered against the financial plan requirement of £38.9m. The Committee discussed the recurrent nature of schemes within the programme and the need to understand the 2025/26 Closing the Gap position. Work continues within the programme to improve this position, and monthly meetings are in place between the CSUs (Clinical Service Units) and Executives. These meetings aim to challenge, scrutinise and support delivery of the Closing the Gap plan, A “Closing the Gap” week is being held week commencing 16th September which aims to give CSUs time to update their plans and to ensure that the right people are available to support them in this work.

Treasury Management Update (cash position) – there is a significant risk that the Trust will require cash support from NHS England in the latter months of the financial year.

Advise:

Core Standards and EPRR Update – The Academy approved three documents to satisfy core standards 2, 5 and 8 of the core standards submission. These were the EPRR policy, the EPRR resource and relevant risk assessments.

Lockdown Policy – The Academy approved the Trusts new Lockdown Plan.

Generic Internal Mass Vaccination Plan – The Academy approved the Trust Mass Vaccination plan.

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Operational Improvement Plan Urgent and Emergency Care – The department has now been designated as an UTC (Urgent Treatment Centre) which is positive news. Works continues to improve flow, performance and patient experience. Real transformation work has taken place on the Stroke pathway which is delivering an improved SSNAP (Sentinel Stroke National Audit Programme) score. A consultant business case has been approved by the Executives to expand cover overnight in the department which will improve performance.

Procurement Update – The government has overhauled the EU (European Union) procurement rules and there are a number of new principles that the Trust must regard when undertaking procurement. Further updates will be provided to the Committee as the Trust works through and understands these principles.

Assure:

Capital – The Trust is forecasting to deliver its capital plan.

Performance Highlight Report – The Academy received and reviewed the monthly comprehensive report.

Summary of PWC Review of the Trust's Governance Structure – Given the financial challenge West Yorkshire is facing, PWC have conducted a rapid review of the 6 West Yorkshire Trusts. The report from PWC highlights areas our Trust can consider to improve its financial governance and position. An action plan has been completed with timescales by the Trust to capture the opportunities.

High Level Risks Relevant to the Academy -. A new risk re the Emergency Department has been included on the risk register and the existing risk re chemotherapy has now been aligned to the Academy. A discussion took place on the financial and cash risks about ensuring they were adequately captured on the risk register and BAF.

Report completed by:

Julie Lawreniuk
 Committee Chair and Non-Executive Director
 20th September 2024

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Committee/Academy Escalation and Assurance Report (AAA)

Report from the: People Academy

Date of meeting: 09 August 2024

Key escalation and discussion points from the meeting

Alert:

Freedom to speak up (FTSU) – the FTSU Guardian shared the Q1 report and progress on the recruitment of more ambassadors across the Trust. She has been out to areas with ongoing investigations and the Networks and has had 20 expressions of interest across many bands and areas. The recent internal audit identified the need for follow up training albeit this is not mandatory. There is a low completion rate of the Speak Up, Listen Up and Follow Up training, with only 3 Board Members completing the Follow Up training. A plea to my fellow Board Members to please complete the training and ensure their teams do the same, The Academy spoke about the importance of ‘the why’ in ensuring people understand the need and benefits of the training rather than mandating this (wanting to because it’s the right thing rather than having to). October is Speak Up month and there will be a focus on the power of listening. Of the 22 concerns raised in Q1, the majority of these relate to inappropriate attitudes and behaviours and Nursing and Midwifery roles, which is reflective of the national profile. The FTSU Ambassador was challenged to think about how the Trust captures the listen up and follow up data to draw out examples and themes that will then lead to wider improvements.

Closing The Gap – the impact of the programme on Trust staff was raised, particularly relating to recruitment freezes, overtime reductions and health and safety concerns. The Academy was assured that more requests for recruitment have been approved than not, the risks of any decisions are assessed and that there is a robust process for assessing ideas and initiatives. The Chief Nurse asked that people who have safety concerns raise them with their line manager or escalate to her or the Chief Medical Officer.

Advise:

National Education & Training Survey (NETs) – the Head of Education shared the 2023 NETs results in April and was asked to return to the Academy with more data on how we compare to other Trusts. The quality of the Trust’s education was highlighted as the top performer in WYATT and among the top performing teaching hospitals overall. Only 9% of learners would not recommend the Trust for training. Despite this, only 49% of nursing students indicate they would apply to BTHFT on qualifying, with 28% indicating they would not apply. 100% of midwifery students are undecided about applying for a role at the Trust. This is a huge opportunity, and a plan is in place to ensure the Trust attracts recruitment from its learners, including an understanding of the barriers to staying at BTHFT, better collaboration with the university, greater engagement with learners and showcasing BTHFT’s career development opportunities.

Dashboard – core mandatory training continues to perform above target at 90%. Non-medical appraisal rate continues to rise albeit still under target and medical appraisals

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are at 97% outcome measure 1 (appraised) and 3% outcome 2 (approved missed appraisal). June saw a slight increase in absence at 5.63% and turnover grew to 9.95% from 8.99% in May. There is a focus on absence management across the Trust. The turnover dip in August is seasonal with the roll off of FTC (fixed term contracts) and rotations.

Assure:

Positive progression - staff story. We heard from Rashmi, who dialled into the meeting from India, to share her story. A physio in India previously, who joined BTHFT's PPE Hub as a Therapy Assistant as she did not have her Health & Care Professions Council (HCPC) registration, Rashmi was encouraged by the Chief Executive (CEO) and Chief Nurse (CN) to apply for her registration. Rashmi was successful and explained how she could not have got through the process with the significant support she received. The learning for the Academy was the unconscious bias in the process that made it difficult for Rashmi to apply despite her transferable skills. There were accessibility issues and had the CEO and CN (through an incidental contact) not identified and supported Rashmi, it would have been very difficult for her to progress. Such as the essential and desirable criteria in the job description requiring a driving licence, and a difficult recruitment process that was not understood by the Therapies team created barriers. The Chief People and Purpose Officer (CPPO), Head of Organisational Development and Head of Equality, Diversity and Inclusion agreed to review the end-to-end process and improve it to create an equal platform for BTHFT's people to progress. A great story of support and resilience and the Academy celebrated Rashmi's success. We are looking forward to hearing about how the improvements to the process progress.

Extraordinary Pause For Peace – the Pause for Peace, initiated by the SPaRC (Spiritual, Pastoral and Religious Care) team, has taken place across the Trust each Tuesday since last December and is a safe space for people affected by global events to process how they're feeling, share, connect and reflect with their BTHFT family. Following the recent riots in the UK, the Trust held an extraordinary Pause for Peace to show a unified and diverse BTHFT team to its patients and the public. Everyone was (and are) encouraged to check in on their colleagues as some Trusts have experienced significant events in the wake of the riots. The event was well attended and appreciated by the BTHFT team.

Karen Walker

People Academy Chair and Non-Executive Director

09 August 24

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Committee/Academy Escalation and Assurance Report (AAA)

Report from the: People Academy

Date of meeting: 19 September 2024

Key escalation and discussion points from the meeting

Alert:

Dashboard – YTD (year to date) absence at 5.73% is down from 6.09% in July 23 but is a key focus area. Actions to mitigate include manager briefings and training, proactive analysis and challenge of managers in areas with high absence, a sickness policy review, increased data sharing and bespoke training, where appropriate. 25% of all absence relates to stress, depression and anxiety and OH (Occupational Health) can provide data on whether these occurrences are work related. One barrier for managing absence is the volume of paperwork and admin and the Academy discussed how the process could be simplified to make it less admin heavy and burdensome. A deep dive on absence management and sickness is on October's People Academy agenda.

Staff survey engagement – the 2024 Staff Survey launches on 30 September and 7,850 survey invitations will be issued across the Trust, some for on-line completion and some paper based. There will be a robust campaign to boost the response rate from the 43% achievement in 2023. The Chief People and Purpose Officer would like to see a 92% response rate which requires a huge focus on psychological safety and the reiteration that it's safe to speak up and use your voice to better the Trust. There are no financial incentives for increased completion rates because of the Closing the Gap challenge and anonymity is always an area of cynicism when people who have not completed the survey are reminded to do so. The Trust will consider sharing transparently how survey anonymity can be assured and whether or not offering a paper-based option to those completing on-line may increase response rates.

Advise:

Dashboard – the dashboard shows progress on recruitment with staff in post growing to 7,408 from 6,801 a year ago. 90 newly qualified nurses have been appointed in month with slower progress on HCA (Health Care Assistant) enrolment. Turnover is reducing, at 8.97% for July, down from 10.5% a year ago.

Flu vaccine plan – The Trust is required to vaccinate all patient-facing people against flu to protect them, their families and their patients, and has a desire to vaccinate people against Covid. The Trust is using Rimmington's Pharmacy to vaccinate all those who qualify against flu and Covid by the end of December. They can provide a flexible proposition covering weekends, out of hours, drop-in clinics and can accommodate both flu and Covid vaccines in one appointment. There is no cost to the Trust as Rimmington's will use the Trust's supply already procured for staff. The campaign starts on 7 October and will be publicised on screensavers, bulletins and other comms channels, with

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Rimington's also catching people on the concourse. Uptake data will be presented to the People Academy to share progress.

NHSE Training and Education Annual Self-Assessment – the Academy reviewed and **approved** the self-assessment in which the Trust evaluates the quality of education and training against six quality framework domains. The top three successes in relation to education provision are the collaboration and partnerships that support enriched, credible, high-quality education, innovative approaches to learning that meet the changing needs of learners and the workforce, and proactive quality improvement initiatives in response to learner feedback. The top three challenges highlighted are the lack of space for training due to the growth of the education department and the ageing and declining nature of the estate, the service pressure of BTHFT's workload impacting training and the lack of belonging and support learners feel when on placement. The Academy is assured that the Training and Education team are aware of and mitigating each of the challenges.

Assure:

Medical Appraisal and Revalidation Annual Statement – the Academy took assurance from the regular updates and the fact that the annual statement summarised great progress – 96.89% of doctors connected to the Trust received an outcome measure 1 (fully compliant) with 3.11% allocated outcome measure 2 (includes doctors with extended leave and those recently connected to the Trust but not in post long enough). There were no outcome measure 3 allocations (non-compliant).

Staff appraisal – the Trust has been focused on ensuring all its people are engaged in the appraisal process and has created an action plan based on regular dynamic conversations. These will cover health and wellbeing, development, performance and prioritisation and are supported by a resourceful toolkit. There has been great progress made on personal development with the introduction of progression mapping which maps all roles into job families at service and band level; this helps people to understand career pathways and shows opportunities to move sideways, upwards, out of area, etc. This sits well with the proposed staff appraisal changes. At the end of April, the appraisal rate for the Trust sat at 77.62% and the Academy is looking forward to tracking the progress of the new approach.

Karen Walker
 People Academy Chair and Non-Executive Director

19 September 24

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Committee/Academy Escalation and Assurance Report (AAA)

Report from the: **Audit Committee**

Date of meeting: **10 September 2024**

Key escalation and discussion points from the meeting

Alert:

Internal Audit – the Committee received a report from the Director of Nursing on progress in addressing the recommendations in the internal audit report, Nursing Assessment and Care Plans, which had previously received Limited Assurance when reported in May 2024. Whilst recognising that the Committee members present had no clinical knowledge themselves, and noting the small sample of records tested, they were sufficiently concerned about the original findings, and insufficient evidence of improvement from the actions taken, to request that the Quality Committee give careful consideration to the findings, and assume responsibility for monitoring the improvement plan, and consider the cultural aspects of why entering important information on the care plans was not seen as an essential element of the delivery of care in every case.

Advise:

External Auditor's Annual Report – the Committee noted the contents of the report which repeated much of the previously received ISA260 report and will be publicly available on the Trust's website. The Committee noted that it had previously expressed its view on a particular aspect of the auditors' conclusions on governance risk and did not repeat the discussion at this meeting. The Committee did however reflect that there were many positives to be taken from the report which may have been overlooked in previous discussions.

Internal Audit Recommendation Tracking – The Committee noted that there was still room for improvement in the timeliness of Executive sign-off of internal audit recommendations. The number of outstanding actions, many well overdue, was also noted and the Committee stated that it expected to see improvement in the number of significantly overdue recommendations at its next meeting

Procurement Waivers – the Committee will take a closer look at the appropriateness of single source tender at a future meeting and was pleased that the new Chief Financial officer said he would also be looking closely at requests.

Assure:

Internal Audit – the Committee received the following reports and noted the High and Significant assurances given

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Report No	Report	Final	Draft	Opinion
BH/01/2025	Infection Prevention and Control; Hand Hygiene	✓		High
BH/02/2025	COSHH Follow Up	✓		Significant
BH/03/2025	Charitable Funds / Bradford Charity – Controls Improvement Audit Stage 2	✓		N/A
BH/04/2025	Freedom to Speak up	✓		Significant
BH/05/2025	Discharge Management	✓		Significant
BH/06/2025	Board Assurance Framework and Risk Management Arrangements Benchmarking Review (<i>BTHFT is letter C in the analysis</i>)	✓		N/A

Annual Internal Audit Performance Review – the Committee noted the summarised responses of Audit Committee members and the Executive Team. Overall comments were positive about the internal audit service provided by Audit Yorkshire

Data Quality – the Committee noted the good level of assurance provided by benchmarking information of the Trust's DQMI performance compared to other WYAAT Trusts.

Overseas Visitors income – the Committee had requested the attendance of the Senior Healthcare Contracts and Overseas Manager to explore the proportionately high level of income write-off from overseas visitor treatments compared to total Trust losses. A comprehensive explanation of the systems in place was provided and the Committee took a high level of assurance that these systems and their operation worked to provide a high level of income recovery from overseas visitors and the level of losses were, to a large extent, unavoidable.

Compliance with the Risk Management Strategy – the Committee took assurance from the report and supporting evidence provided whilst noting that there were opportunities across some CSUs for further improvement in performance under the Quality Governance Framework.

Conflicts of Interest Annual report – significant assurance was provided by the report which noted that the Trust achieved 99% disclosures from decision making staff. This is very good performance compared to benchmarking information from other WYAAT Trusts.

Report completed by:

Bryan Machin
Committee Chair and Non-Executive Director
20 September 2024

Meeting Title	Board of Directors		
Date	25 September 2024	Agenda item	Bo.9.24.13

Committee/Academy Escalation and Assurance Report (AAA)

Report from the: CHARITABLE FUNDS COMMITTEE

Date of meeting: 22 July 2024

Key escalation and discussion points from the meeting

Alert:

Charity Independence – Progress Against Plan

Progress has been delayed due to the departure of the Charity Director. The post is currently out for recruitment. It has been agreed that the case cannot progress until a replacement is in post and SA proposed that the 12-month window is started once the new Charity Director has been in post for approximately 5 weeks.

The Committee noted the update and agreed with the plan.

Advise:

Internal Investment Funds

£500k Donation for the Da Vinci Robot. The charity received £500,000 in 2023 to donate towards the new robot. Proposal to liquidate funds The Elsie Sykes Trust and Rathbones draw down request proposal was approved by the Committee.

External Investment Funds

Completion of Rathbones ERQ (Entity Risk Questionnaire). The Committee reviewed the questions and in conclusion, strongly agreed It would be preferable for the organisation to accept the risk of short-term losses to get better potential long-term gains.

Assure:

Bradford Hospitals' Charity Treasury Management & Investment Policy

MQ presented this policy for approval. The latest Charity Commission guidelines have been reflected within the document. The Committee approved the policy

Rathbones Contract

The Committee approved the recommendation to stay with Rathbones, extending the contract for 12 months, until which time the new independent charity trustees can decide on the next steps.

Operational Committee Report

The Committee discussed and noted the following:

- Work continues with the Sick Children's Trust and a Memorandum of Understanding (MoU) is awaiting sign-off for the £1.5 million for the new Neonatal Unit.
- Recruitment into the Charity Team continues, and a Charity Trust and Foundation role is being recruited to. A successful candidate was interviewed last week and is currently going through the required HR process.

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- The current pipeline fundraising forecast is around £351,000 in pledged donations and several fundraising activities have been carried out for the Neonatal Unit appeal

Date of meeting: 22 July 2024

Report completed by:

Altaf Sadique
Academy Chair and Non-Executive Director
September 20th, 2024

C. CHIEF EXECUTIVE'S REPORT

REFERENCES

Only PDFs are attached



CGo.10.24.6c - Chief Executive's report (cover).pdf



CGo.10.24.6c - Appendix 1 - 204.07.02 WYAAT MoU Review v1.1.pdf

Meeting Title	Council of Governors		
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Report from the Chief Executive

Presented by	Professor Mel Pickup, Chief Executive		
Authors	Katie Shepherd, Corporate Governance Manager		
Lead Director	Professor Mel Pickup, Chief Executive		
Purpose of the paper	The report provides the Board with a summary position with regard to our Patients, People, Place and Partners since the last report to the Board in May 2024.		
Key control	N/A		
Action required	For information		
Previously discussed at/informed by	Board of Directors – 23 rd September 2024		
Previously approved at:	Committee/Group	Date	

Situation

1. Patients

Performance

BTHFT continues to benchmark positively against the Emergency Care Standard (ECS) at a West Yorkshire Association of Acute Trusts (WYAAT), Regional and National level. Our current position is in the upper decile of Acute Trusts in England. The Ambulatory Emergency Care Unit (AECU) and front door streaming are supporting improvement in a range of KPI, however despite the improvement work some patients continue to wait longer than we would like, particularly where they need to be admitted into the hospital. Significant effort is being given to improving the experience and wait times for these patients.

The area of ED which contains the AECU and GP stream has been formally designated as an Urgent Treatment Centre (UTC). This aligns with the principles set in NHS Long Term Plan and Delivery Plan for Recovering Urgent and Emergency Care Services. The UTC designation recognises the importance of this unit within the overall delivery of Emergency Care in Bradford. The confirmation of this designation was received from NHSE on the 19th July 2024.

Part of the challenge for admitted pathways relates to occupancy and the ability to discharge patients to an appropriate setting or care package. A system approach to reducing the pressure on social care is progressing. With strong internal processes we have minimised the impact and since launching H-Fast in July the number of priority discharges for discharges has become the area of focus. This programme is now being expanded to help increase these further.

Collaborative work with Yorkshire Ambulance Service (YAS) is ongoing but performance for handover times remains a pressure. Actions from the process mapping exercise that was undertaken jointly are progressing. A new handover process, approved and communicated to the teams by YAS and BTHFT

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is now live and work also continues to improve the accuracy of handover data recorded by YAS and used for external oversight of relevant metrics.

Outpatient and elective transformation schemes are being supported by GIRFT further faster. This is a clinically led approach to understanding opportunities presented by identifying variation in data compared to peers. Specific deliverables are also being identified for targeted work under the Closing the Gap (CTG) programme with dedicated senior operational leadership and allocated improvement resource. The St Luke's Hospital (SLH) Day Case Unit, the new Endoscopy unit, and the Community Diagnostic Centre (CDC) will also increase the amount of elective activity being delivered by BTHFT, when fully on line.

Work to reduce elective waiting times continues and whilst almost all services have continued to make positive delivery against the target to have no waits over 65 weeks, there will be some in Trauma and Orthopaedics and ENT (Ear Nose and Throat). Both areas are being intensively supported to recover the position as quickly as possible. Mutual aid from neighbouring Trusts is being used to offer patients earlier treatment elsewhere and whilst uptake has been minimal efforts persist. A similar offer of mutual aid from BTHFT has been made for Vascular and Urology patients which are being transferred to us from within WYAAT and from Sheffield.

Confidence in the Referral to Treatment (RTT) waiting list, as expressed nationally via the Luna Dashboard, remains high at 99.5% in May 2024. Validation is now better coordinated between teams and the themes from corrections are being fed into trying to avoid data quality issues in the first place. Web-based waiting list management tools have been implemented across the Clinical Service Units in July which are expected to improve oversight of pathways.

The Trust benchmarks well for cancer performance and is focussed on further pathway improvements, working with system partners on earlier diagnosis and implementing optimal pathways when cancer is suspected. One stop Neck Lump Clinics and GP led Skin Lesion Investigation Clinics are two recent improvements making a positive difference. Improvement plans will also look to address the increasing demand patterns for cancer referrals so that performance is sustainable. Diagnostic performance is improving for cancer and for more routine waits with all modalities showing progress during summer.

St Luke's Day Case Unit (SLH DCU)

The development of SLH DCU is progressing, however the expected handover date of 31 August 2024 from the contractor (Darwin Group) has not been met. A revised programme is currently being developed by Darwin Group to provide a reprofiled completion date. The facility will provide much needed ringfenced capacity for our day case patients.

The programme is being managed through a dedicated Programme Board chaired by Sajid Azeb, Chief Operating Officer & Deputy Chief Executive reporting into the Capital Strategy Group.

Endoscopy Unit (BRI)

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The Trust was successful in securing £24.8m capital funding for a new 8 room Endoscopy unit. A Programme Board has been established chaired by Sajid Azeb and responsible for coordinating the work to ensure delivery of the scheme which is due to complete towards the end of 2025. The Trust has received the Guaranteed Maximum Price information from Robertsons, which was considered by an Extra Ordinary Board meeting on the 2nd September 2024. Based on the information provided the Trust Board approved entering into formal contract and for the development to now progress with an anticipated completion by 31st October 2025.

Revised delivery date for Theatres Anaesthesia and Critical Care Electronic Patient Record Build plus wider EPR enhancements

As Board colleagues are aware, in partnership with Airedale NHS Foundation Trust we are deploying additional functionality in our enterprise electronic patient record – Oracle Health’s (Cerner) Millennium product. Initially the scheduled proposed go-live for this programme of work was the end of September 2024. Further to a series of integration testing activities (IT2) in August and a wider assessment of overall organisational readiness – both Trusts - a revised timescale has now been agreed that will see the new system operational at the end of November 2024. The programme represents a further step forward in enabling digital transformation in the Trust. This will further improve the quality of services for our patients and streamline clinical processes for our staff.

2. People

Riots, Racism and Islamophobia

We recognised the impact of the riots and rise in racism across the country and the impact on our colleagues across the organisation. On the 9th of August a special pause for peace gathering was held to offer colleagues an opportunity to come together and to send a message that we stand united against racism and Islamophobia. Colleagues gathered outside the entrance off Smith Lane under the flags showing the multitude of countries from which our workforce originates. There were messages of peace from Faeem Lal, Director of HR who delivered a message of peace from the Holy Quran and the Islamic perspective and Mel Pickup, Chief Executive reflected a message of peace from the Bible. Karen Dawber, Chief Nurse delivered a message of peace from a non-faith perspective.

Asian Heritage Month

We enjoyed a wonderful celebration on the concourse for South Asian Heritage Month. Colleagues marked the event in style with traditional costume, delicious food and beautiful henna hand painting. The celebration was organised by our RESIN network.

Pay Awards NHS PRB

On 29 July the government announced the pay award for all NHS staff. With effect from 1 April 2024, a 5.5 per cent consolidated uplift was announced for all Agenda for Change staff on NHS terms and

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conditions. In addition, it has now also been agreed that for Agenda for Change pay bands 8A and above a new intermediate pay point has been introduced.

Doctor and Dentists

For doctors and dentists the pay awards will be an uplift in salaries by six per cent, applying to:

- consultants
- specialty and specialist (SAS) doctors
- doctors and dentists in training who will also receive an uplift of £1,000
- salaried dentists, including those working in community dental services and public dental services
- contractor general medical practitioners
- salaried general medical practitioners pay ranges
- pay element of dental contracts
- no uplifts in Local Clinical Excellence Awards (these remain frozen).

All pay uplifts will be backdated to 1 April 2024.

Junior Doctors Vote to Accept Pay Deal

Junior doctors voted this week by a margin of 66% to accept the offered pay rise, on a turn out of 69%, ending the most prolonged industrial dispute in the NHS' history. The pay rise is worth an extra 22.3% on average over two years.

Staff Awards

On 26 September we hold our long service awards to celebrate remarkable levels of commitment and care from colleagues who over 30 years of service within the NHS. We also hold our staff Brilliant Bradford awards ceremony on the same day during the evening, it's an evening to celebrate the brilliant levels of care, compassion that colleagues across the organisation demonstrate to ensure our patients have the best levels of care.

Visit from the Minister of State for Care

On 17 September we hosted Stephen Kinnock MP, Minister of State for Care, who visited to hear about the work we are doing around integrated care as well as some of our specialist services. Stephen met colleagues in our Command Centre, spoke to members of our Multi Agency Integrated Discharge Team (MAIDT), and heard first-hand about the Home First Assessment Support Team (H-FAST) project at Bradford Royal Infirmary, a partnership piece of work between the NHS and Bradford Council.

3. National Updates

New ministers at DHSC

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Following the General Election on Thursday 4 July, we have a new government and this includes a new ministerial team for the Department for Health and Social Care. You can see details of the appointments below and their areas of responsibility.

- [Wes Streeting MP](#); Secretary of State for Health and Social Care
- [Stephen Kinnock MP](#), Minister of State (Minister for Social Care)
- [Karin Smyth MP](#), Minister of State for Health (Secondary Care)
- [Andrew Gwynne MP](#), Secretary of State for Public Health and Prevention
- [Baroness Merron](#), Parliamentary Under-Secretary of State for Patient Safety, Women's Health and Mental Health

Other key cabinet members include:

- Rachel Reeves as Chancellor
- Angela Rayner as Deputy Prime Minister
- Yvette Cooper as Home Secretary
- David Lammy as Foreign Secretary
- Liz Kendall as Secretary of State for Work and Pensions

Collective action by GPs

Following a non-statutory ballot, organised by the British Medical Association (BMA) of its GP contractor/partner members in England that concluded on 29 July, GP partners/contractors [voted in favour of collective action](#). Seven in ten eligible members voted, with 98.3% of members voting yes, indicating that they are willing to take action. Since the result of the ballot was announced, plans have been set in place nationally, regionally and locally in response to the collective action.

The ICB is working through situations and potential risk, impacts and implications of GP collective action. The action will be different to previous industrial action by junior doctors, as the level of activity can vary by place, practice and timeline when GPs may wish to act. At place, intelligence to date suggests there has been very minimal disruption across our GP practices with system partners working through contingency plans including dealing with any surge in activity such as at local emergency departments.

Care Quality Commission (CQC) Review

In May 2024, Dr Penny Dash was asked to conduct a review into the operational effectiveness of the Care Quality Commission (CQC). The purpose of the review was to examine the suitability of CQC's new single assessment framework methodology for inspections and ratings of health and care providers.

[This interim report](#) provides a high-level summary of the emerging findings of the review in order to inform the changes needed to start the process of improving CQC. It makes 5 recommendations and is aimed at health professionals, health and social care services, academic and professional institutions and the general public.

The Trust underwent unannounced inspections of three core services – medicine, neonatal services and maternity services – in March, April and May. The draft reports have been received by the Trust and returned to the CQC following factual accuracy checks. We anticipate the reports will be published late September to early October. The Trust also underwent a well led review and we await the sharing of the draft report.

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New chief nurse for England

NHS England has announced that [Duncan Burton has been appointed as Chief Nursing Officer](#) for England. A nurse of more than 25 years, Duncan was most recently Deputy Chief Nursing Officer where he led national work on the maternity and neonatal programme, workforce policies and the children and young people's transformation programme.

NHS England appoints first medical director for mental health and neurodiversity

[Dr Adrian James has been appointed by NHS England](#) to a new role supporting the transformation of services for people with mental health needs, autism, a learning disability and those who are neurodiverse.

4. Regional updates

Welcome to Shaukat Ali Khan

Welcome to Shaukat Ali Khan to the new role of ICB Chief Digital Information Officer who joins us this month and will be an NHS West Yorkshire Integrated Care Board attendee. He will be working with digital information colleagues and business intelligence teams across West Yorkshire. Shaukat brings a wealth of experience from his current role as the Global Chief Information Officer at the Aga Khan University and Hospitals in Asia, Africa and United Kingdom, where he's been driving digital strategies on a global scale. His background includes leadership roles at the University of 14 Central Asia and Novo Nordisk A/S, where he led digital transformation initiatives.

Programme director appointed for community health services provider collaborative

Becca Spavin has been appointed as the new Programme Director of the West Yorkshire Community Health Services provider Collaborative (WYCHS). Becca had been working as WYCHS Director on secondment basis over the last 18 months, but following a successful interview process, Becca will now lead the provider collaborative as its new director.

The West Yorkshire People Board

The West Yorkshire People Board, met on the 20 June 2024 to review and refresh the purpose of the Board together with key principles and strategic priorities. The People Board recognised the importance of the upcoming publication of the national Social Care Strategy as a key enabler to system wide workforce planning and transformation across the Partnership and the outcome of that strategy will signal priorities for the Board. There will also be a focus on the mental health workforce in delivering the ambitions of the Partnership and tackling inequalities.

The ICB's Director of People and members of the People Board following consultation across sectors are establishing a Strategic Workforce Forum to lead with the following purpose:

- a) Oversee and drive the growth and sustainability of a health and care workforce for tomorrow, capable of meeting the needs of the population of West Yorkshire.
- b) Provide leadership and consensus on determining system wide workforce transformation priorities, interventions and projects.
- c) Enable strategic collaboration between partners.
- d) Provide governance / assurance to the WY Health and Care Partnership.

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- e) Oversee the system's ability to expand and maximise placement quality and capacity across all partnership sectors.

The priorities will be set out in the West Yorkshire People Plan which will be refreshed over the forthcoming 12 months.

NHSE Regional Director, Richard Barker – message from Cathy Elliot Chair for NHS West Yorkshire Integrated Care Board

Finally, on behalf of the NHS West Yorkshire ICB Board I would like to offer thanks to Richard Barker, NHSE Regional Director (North East and Yorkshire), in recognition of his incredible contribution and commitment to the NHS. Richard is due to retire at the end of June 2024 after a 40-year career in the NHS. I thank Richard for his support and commitment to our collective work over many years and wish him well for the future. A recruitment process has begun to appoint his successor and the Board looks forward to continuing to work closely with NHSE as the regulator across the region.

West Yorkshire Combined Authority

On 4 May 2024, Tracy Brabin was re-elected as Mayor of West Yorkshire and has set out her plans to create a more prosperous region by putting local growth at the heart of her vision to give children the best possible start in life and to support parents to retrain and get back into work creating a 'region of learning'.

In addition to improving public transport, reducing violent crime, and building thousands of affordable homes, Mayor Brabin will work with councils to redesign public services including early years, adult skills and employment support.

Alison Lowe was confirmed on 14 June 2024 as West Yorkshire's Deputy Mayor for another four years, to support the Mayor to improve policing and tackle crime across the region.

5. Place updates

We stand united against all racism and Islamophobia

The Bradford District and Craven Health and Care Partnership Board demonstrated strong condemnation of recent racism and Islamophobia demonstrations observed across the country. Our support statement can be found here: [Bradford District and Craven](#) and has been addressed across [West Yorkshire](#) and through national bodies including [NHS England](#), [Local Government Association](#) and the [National Council for Voluntary Organisations](#).

Farewell to Key Partner Members

The Ac as One Health and Care Partnership thanked and bid farewell to some of its key partner members – Andrew Gold, Chair of Airedale Foundation Trust, David Crampsey, Medical Director of Airedale Foundation Trust, who leaves to join the Royal Free Hospital as its Chief Executive Officer, and Nancy O'Neill who retires from the Bradford District and Craven ICB.

Formal Partnership Board Meeting – 6th September

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The formal Bradford District and Craven Health and Care Partnership Board meeting took place on Friday 6 September and the papers can be found [here](#). Members at the meeting were provided with an update on how the Listen In programme has helped either directly or indirectly influenced the work we are doing based on what local communities have told us is important to them. During this meeting we discussed how we move the way we work with our citizens, so that we encourage people to get actively involved in our shared ambitions for the communities they live in. The Partnership Board had our regular standing item on our system-wide Closing the Gap programme and we also heard an update on Bradford Council's latest financial position. Members received an update on two key local strategies – the North Yorkshire Wellbeing Strategy and the refreshed Joint Forward Plan for Bradford District and Craven. This joint forward plan describes how we will work at place, to contribute to the delivery of our West Yorkshire system's forward plan and ambitions. The next Bradford District and Craven Health and Care Partnership Board meeting takes place on 15 November.

Bradford 2025 update

We are getting closer and closer to 2025, which for us brings the excitement of Bradford taking on the mantle of UK City of Culture. On 12 September, the programme for City of Culture was announced. We know that arts and culture bring positive impacts to people's wellbeing. As a result I'm delighted to announce that we have recently recruited to a new role of creative health manager which will help support this vision. In other exciting news, the BBC has confirmed that it will be the broadcast partner for Bradford 2025. And if you didn't know already Bradford's very own Zayn Malik is the brand ambassador. Keep up to date by visiting www.bradford2025.co.uk where you can also sign up for the newsletter.

Building a Neurodiverse Friendly District: workforce and recruitment

A special event is planned in Bradford during the Healthy Minds Festival, where we will discuss strategies and initiatives for building a neurodiverse friendly district with a special focus on workforce and recruitment. The event takes place on Thursday 24 October from 10am (doors open from 9.30am) – 3pm at Margaret Macmillan Tower in central Bradford. [Book your space now through Eventbrite](#).

Social worker recruitment campaign

Bradford Council and Bradford Care Association have [launched a recruitment campaign](#), aimed at inspiring people across the city to embark on a rewarding career in adult social care. Titled, "Be Someone's..." this campaign highlights the crucial role social care workers play in supporting individuals in need across Bradford - because, when you work in social care, you become something to someone. We want to encourage wider sharing of this, so that we can attract people to our local health and care workforce, please do get involved.

Help for you and baby

The [campaign focuses on providing clear information to families](#) about all things they can expect from pregnancy and until their child is around two years old, including antenatal services, postnatal support and immunisations. Our local insight has involved working with communities who are either new to the country or have English as a second language. To do this we have visited community groups and have also attended English as a Second Language (ESOL) classes to test our concepts. We have also used these sessions to get a better understanding of what people know about the support that is available to women when they are pregnant and what is available to their babies once born. My ask is for colleagues, to share this campaign through your networks and community groups.

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Breastfeeding friendly scheme launched

Bradford District Care NHS Foundation Trust's Community Infant Feeding Team is launching the new Bradford District Breastfeeding Friendly scheme to support local mums to breastfeed 'here, there and everywhere'. Local organisations from cafes and restaurants, to hairdressers, shopping centres, Family Hubs, transport hubs and leisure facilities, are being encouraged to [sign up to the Breastfeeding Friendly initiative](#), by ensuring their staff understand the importance of breastfeeding, providing a warm welcome for breastfeeding mums and displaying the Breastfeeding Friendly sign on their premises.

South Asian Heritage Month (18 July – 17 Aug)

Organisations across our Partnership, including BTHFT, have marked South Asian Heritage Month, a time to commemorate, mark and celebrate South Asian cultures, histories and communities. Mind in Bradford have led on developing resources for all partners to use. This includes [stories shared in blogs and videos](#) as well as recommendations on how you can experience South Asian culture through film, TV, recipes and books.

Pioneering research project on wellbeing into later life secures funding

Researchers from BTHFT's Bradford Institute for Health Research (BIHR) have been awarded a major grant of £892,518 from the Nuffield Foundation to establish the 'Wellbeing in Later Life in Bradford' cohort study. The research team aims to produce new findings on factors that improve or reduce wellbeing in later life, focusing on frailty, care transitions, care needs, and care networks.

Bradford independent care providers score top marks

Independent care providers, that are CQC registered, across Bradford District and Craven have topped the national table for complying with the Data Security and Protection Toolkit (DSPT). National colleagues have congratulated local care providers as we achieved a compliance rate of 93% against the national target of 70%. This means we have topped the June league table in terms of overall percentage of compliant providers! Congratulations to all teams involved, I know this has been a true partnership effort – thank you.

Awards news

- Four teams from Bradford Teaching Hospitals NHS Foundation Trust have been shortlisted in prestigious national healthcare awards. The maternity parent education team, along with additional needs navigator Naomi Hargreaves, Bradford Royal Infirmary's ward 31 and the Trust's early innovation team are all nominees in this year's Health Service Journal's Patient Safety Awards 2024. The awards ceremony is on Monday 16 September.
- Congratulations to the teams at Safe Spaces and the Multi-Agency-Support-Team (MAST). Both have been shortlisted for the [Charity Times Awards](#) under the 'Collaboration of the year' category. The winners will be announced on Wednesday 25 September.

6. Partners

WYAAT Committee in Common, 30th July

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The Chair and I attended the most recent Committee in Common (CIC) meeting on 30th July, which included a detailed discussion on the WYAAT cost review including the outputs and next steps. We received a number of reports including the Programme Executive report, collaborative report, WY HCP report and the WYAAT annual report for 2023/24. We also reviewed the WYAAT Memorandum of Understanding (MoU). The revised document includes a number of changes to reflect current legislation and operation of WYAAT in light of the approval and publication of the Five Year Strategy and to reflect the learning from the aseptics programme.

The following amendments are proposed:

- Made contemporaneous in language reflecting the July 2022 legislation e.g. removal of references to Sustainability and Transformation Partnerships (STPs) in favour of Integrated Care Boards (ICBs) and Integrated Care Partnerships (ICPs).
- Reference to the 'WYAAT Strategy' encompassing the development of the strategy, and delivery of the associated priorities and programmes in the annual plan rather than the 'Collaborative Programme' terminology in the originally drafted document.
- Updates to Code of Governance referenced in Section 4.1.4 to ensure the most contemporaneous guidance is referenced.
- Clarified reporting through public boards via the Annual Report (Section 6.1.5)
- Removed reference to competition and procurement compliance (section 12). Review of the updated provider licence would deem this section no longer relevant or required.
- Schedule 2 – it is recommended that the assurance framework is updated to include HR Directors and Estates and Facilities Directors' Groups in the formal governance framework.
- Schedule 2 (Section 6.8) provision to instigate a programme review when it progresses through a stage e.g. from business case approval to implementation, based on aseptics lessons learned review.
- Schedule 5 – CIC Terms of Reference (ToRs) refined in respect of our risk management approach.
- Schedule 5 – inclusion of a provision to which prevents the chairing of two collaboratives simultaneously (Section 5.4)
- Schedule 5 – broaden measures to assess effectiveness in line with committee reviews in trusts / good practice (Section 5.10)
- Schedule 5 – New section (Section 6) on extraordinary meetings based on the learning from the aseptics lessons learned exercise.
- Schedule 6 – updated with ability to communicate notices via email (Section 9).

The Board approved the revised WYAAT MoU at Appendix 1.

WYAAT Programme Executive Meeting, 6th August and 18th September

I attended the WYAAT Programme Executive meeting on 6th August where we discussed the findings of the cost review and reflected on the discussion held at the Committee in Common the week prior. We also received an update on the efficiency workstreams including a review of initial meetings and prioritisation. We received the collaborative report and HCP report and had specific discussions around LIMS deployment and specialised commissioning delegation. We received the closure report for the procurement programme and an update on non-surgical oncology.

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I am also attending the Programme Executive meeting on 18th September where we have a focused session around the WYAAT service review including the drivers for this, determining scope and approach, discussing resource, leadership, stakeholder management and communication, and next steps to progress this.

West Yorkshire System Leadership Executive Group Meeting, 6th August

The West Yorkshire System Leadership Executive Group meeting was held on the 6th August and regrettably I was unable to attend due to a diary conflict with the above WYAAT Programme Executive meeting. The agenda focused around the current context to include working with the new administration, building belonging in West Yorkshire to enable system readiness, and mutual accountability.

NHS Leadership Event, 3rd September

The latest NHS Leadership Event was held in London on 3rd September and we were joined by the Rt Hon Wes Streeting MP, Secretary of State for Health and Social Care, for the morning session which included a short Q&A. The afternoon included breakout sessions focused around winter, elective recovery and delivery of financial plans, as well as a future focus on the 10 year plan. We also discussed the emerging findings from Lord Darzi's review and had a general Q&A session with the NHS England Executive Group.

7. National Reports

Independent Investigation into the National Health Service in England

The report of the independent review of the NHS In England, undertaken by Lord Darzi was published on 12 September 2024. In July 2024, the Secretary of State for Health and Social Care commissioned Lord Darzi to conduct an immediate and independent investigation of the NHS. Lord Darzi's report provides an expert understanding of the current performance of the NHS across England and challenges facing the healthcare system. Lord Darzi has considered the available data and intelligence to assess patient access, quality of care and the overall performance of the health system. The key findings of the report were that the NHS is in a 'critical condition' and continues to struggle with the aftershocks of the pandemic. The report states that the first step to rebuilding public trust and confidence in the NHS is to be completely honest about its state, however, it was noted that the state of the NHS wasn't entirely due to what has happened within the health service, but that the health of the nation has deteriorated and that had also impacted on performance.

There were some important themes that emerged from the investigation on how to repair the NHS, and these include:

- Re-engage staff and re-empower patients
- Lock in the shift of care closer to home by hardwiring financial flows
- Simplify and innovate care delivery for a neighbourhood NHS
- Drive productivity in hospitals
- Tilt towards technology
- Contribute to the nation's prosperity
- Reform to make the structure deliver

Meeting Title	Council of Governors		
Date	17 October 2024	Agenda item	CGo.10.24.6c

The full report can be accessed here: <https://www.gov.uk/government/publications/independent-investigation-of-the-nhs-in-england>

Recommendation

The Council of Governors is asked to note this report.

Meeting Title	Council of Governors		
Date	17 October 2024	Agenda item	CGo.10.24.6c

Risk assessment						
Strategic Objective	Appetite (G)					
	Avoid	Minimal	Cautious	Open	Seek	Mature
To provide outstanding care for patients				g		
To deliver our financial plan and key performance targets				g		
To be in the top 20% of NHS employers					g	
To be a continually learning organisation				g		
To collaborate effectively with local and regional partners					g	
The level of risk against each objective should be indicated. Where more than one option is available the level of risk of each option against each element should be indicated by numbering each option and showing numbers in the boxes.	Low		Moderate	High	Significant	
	Risk (*)					
Explanation of variance from Board of Directors Agreed General risk appetite (G)						

Benchmarking implications (see section 4 for details)	Yes	No	N/A
Is there Model Hospital data relevant to the content of this paper?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Is there any other national benchmarking data relevant to the content of this paper?	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Is the Trust an outlier (positive or negative) for any benchmarking data relevant to the content of this paper?	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Risk Implications (see section 5 for details)	Yes	No
Corporate Risk register and/or Board Assurance Framework Amendments	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Quality implications	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resource implications	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Legal/regulatory implications	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Diversity and Inclusion implications	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Performance Implications	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Regulation, Legislation and Compliance relevance
NHS Improvement: (please tick those that are relevant)
<input checked="" type="checkbox"/> Risk Assessment Framework <input checked="" type="checkbox"/> Quality Governance Framework <input checked="" type="checkbox"/> Code of Governance <input checked="" type="checkbox"/> Annual Reporting Manual
Care Quality Commission Domain: Well Led
Care Quality Commission Fundamental Standard: Good Governance
NHS Improvement Effective Use of Resources: Choose an item.
Other (please state):

Relevance to other Board of Director's academies: (please select all that apply)			
People	Quality & Patient Safety	Finance & Performance	
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	

YORKSHIRE ASSOCIATION OF ACUTE TRUSTS

DATE 30TH JULY 2024

- 1. AIREDALE NHS FOUNDATION TRUST**
- 2. BRADFORD TEACHING HOSPITALS NHS FOUNDATION TRUST**
- 3. CALDERDALE AND HUDDERSFIELD NHS FOUNDATION TRUST**
- 4. HARROGATE AND DISTRICT NHS FOUNDATION TRUST**
- 5. LEEDS TEACHING HOSPITALS NHS TRUST**
- 6. MID YORKSHIRE TEACHING NHS TRUST**

**MEMORANDUM OF UNDERSTANDING
FOR WEST YORKSHIRE ASSOCIATION OF ACUTE TRUSTS**

WEST YORKSHIRE ASSOCIATION OF ACUTE TRUSTS

No	Date	Version Number	Author
1	11/10/16	1-1.4	CB/RM
2	10/11/2016	V2	Co Secs
3	14/11/2016	V3.4	CB/RM/ CG
4	17/11/2016	V3.5	Co Secs
5	5/12/2016	V4	Co Secs
6	5/12/2016	V5	Co Secs
7	6/1/2017	V6	Co Secs
8	02/2017	FINAL	Boards
9	30/07/2019	CiC review	Co Sec
10	30/07/2019	CiC Approved	CiC Members
11	27/07/2021 – schedule 2 only	CiC Approved v2	CiC Members
12	30/07/24	CiC Approved (July 24)	CiC Members

Insert approval date

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WEST YORKSHIRE ASSOCIATION OF ACUTE TRUSTS

Date: July 2024

This Memorandum of Understanding (**MoU**) is made between:

- (1) **AIREDALE NHS FOUNDATION TRUST** of Skipton Road, Keighley, West Yorkshire, BD20 6TD;
 - (2) **BRADFORD TEACHING HOSPITALS NHS FOUNDATION TRUST** of Duckworth Lane, Bradford, BD9 6RJ;
 - (3) **CALDERDALE AND HUDDERSFIELD NHS FOUNDATION TRUST** of Acre Street, Huddersfield, HD3 3EA;
 - (4) **HARROGATE AND DISTRICT NHS FOUNDATION TRUST** of Lancaster Park Rd, Harrogate, North Yorkshire HG2 7SX;
 - (5) **LEEDS TEACHING HOSPITALS NHS TRUST** of Great George Street, Leeds, West Yorkshire, LS1 3EX;
 - (6) **MID YORKSHIRE TEACHING NHS TRUST** of Aberford Road, Wakefield, WF1 4DG; and
- (each a “**Party**” and together the “**Parties**”).

RECITALS

- I. In entering into and performing their obligations under this MoU, the parties are working towards a collaborative programme incorporating corporate services, clinical support services, and clinical services including ownership and commitment to collaboration as set out in the WYAAT Five Year Strategy (2024 – 2029). In particular, this MoU is intended to support the Parties’ on-going work towards the delivery of more efficient acute services for patients in the WYAAT service area.
- II. The Parties together form the West Yorkshire Association of Acute Trusts (“**WYAAT**”) and have agreed to collaborate to bring together NHS trusts delivering acute hospital services across the WYAAT service area in delivering region-wide efficient and sustainable healthcare for patients. WYAAT will develop and deliver a collaborative approach across acute care providers. The Parties have formed a WYAAT Committee in Common (“**WYAAT CIC**”) which has the specific remit of leading the strategic development of WYAAT, setting overall ambition and direction to deliver the WYAAT Strategy and programmes and initiatives for an acute provider transformation to a more collaborative model of care for the WYAAT service area, the intention being to deliver a system model, operating as a network, that is coherent, integrated, consistent (reducing unwanted variation) and focused on quality and value for the population and patients (the “**WYAAT Strategy**”).

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- III. This MoU is focused on the Parties' agreement to develop the detail in relation to the function and scope of the WYAAT CIC; developing the principles that will underpin collaborative working and the timetable for implementation in order to tackle a number of significant operational, clinical and financial challenges for acute services in the WYAAT service area.

OPERATIVE PROVISIONS

1. DEFINITIONS AND INTERPRETATION

- 1.1 In this MoU, capitalised words and expressions shall have the meanings given to them in this MoU.
- 1.2 In this MoU, unless the context requires otherwise, the following rules of construction shall apply:
- 1.2.1 a reference to a "**Party**" is a reference to the organisations party to this MoU and includes its personal representatives, successors or permitted assigns and a reference to "**Parties**" is a reference to all parties to this MoU;
- 1.2.2 a reference to writing or written includes faxes and e-mails.

2. PURPOSE AND EFFECT OF MOU

- 2.1 The Parties have agreed to work together on behalf of patients and the population to deliver the best possible experience and outcomes within the available resources for corporate and acute services across the WYAAT service area. The aim is for the Parties to organise themselves around the needs of the West Yorkshire and Harrogate population rather than planning at an individual organisational level so as to deliver more integrated, high quality cost effective care for patients as detailed in Schedule 1. The Parties wish to record the basis on which they will collaborate with each other through the WYAAT in this MoU.
- 2.2 This MoU sets out:
- 2.2.1 the key objectives for the development of WYAAT;
- 2.2.2 the principles of collaboration;
- 2.2.3 the governance structures the Parties will put in place; and
- 2.2.4 the respective roles and responsibilities the Parties will have during the development and delivery of the collaboration model.
- 2.3 The Parties agree that, notwithstanding the good faith consideration that each Party has afforded the terms set out in this MoU, save as provided in paragraph 2.4 below, this MoU shall not be legally binding.

- 2.4 Paragraphs 17, 19 and 20 shall come into force from the date hereof and shall give rise to legally binding commitments between the Parties.
- 2.5 Included as Schedules 6-8 to the MoU are agreements on the management of relationships for confidentiality (legally binding), conflicts of interest and sharing of information in line with competition law between the Parties.

3. KEY PRINCIPLES

- 3.1 The Parties shall undertake the development and delivery of the WYAAT Strategy in line with the Key Principles as set out in Schedule 1 (the “**Key Principles**”).
- 3.2 The Parties acknowledge the current position with regard to the WYAAT and the contributions, financial and otherwise, already made by the Parties.

4. PRINCIPLES OF COLLABORATION

- 4.1 The Parties agree to adopt the following principles when carrying out the development and delivery of the WYAAT Strategy (the “**Principles of Collaboration**”):
 - 4.1.1 address the vision. In developing WYAAT the Parties seek to establish a model of collaborative care and corporate services across a network of acute hospital trusts that are focused on the delivery of high quality, sustainable acute care for the population, enabled by integrated solutions and delivering best value for the taxpayer and operating a financially sustainable system;
 - 4.1.2 collaborate and co-operate. Establish and adhere to the governance structure set out in this MoU to ensure that activities are delivered and actions taken as required to deliver change collectively and in partnership with each other and the wider NHS ;
 - 4.1.3 be accountable. Take on, manage and account to each other, the wider NHS and the WYAAT service area population for performance of the respective roles and responsibilities set out in this MoU;
 - 4.1.4 be open and transparent and act with integrity. Communicate openly with each other about major concerns, issues or opportunities relating to WYAAT and comply with the seven Principles of Public Life established by the Nolan Committee (the Nolan Principles) and the Code of Governance of NHS England (April 2024) including implementing a transparent and explicit approach to the declaration and handling of relevant and material conflicts of interests arising.
 - 4.1.5 adhere to statutory requirements and best practice. Comply with applicable laws and standards including procurement rules, competition law, data protection and freedom of information legislation;
 - 4.1.6 act in a timely manner. Recognise the time-critical nature of the WYAAT Collaborative Programme development and delivery and respond accordingly to requests for support;
 - 4.1.7 manage stakeholders effectively. Ensure communication and engagement both internally and externally is clear, coherent, consistent and credible and in line with

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the Parties' statutory duties, values and objectives.

4.1.8 deploy appropriate resources. Ensure sufficient and appropriately qualified resources are available and authorised to fulfil the responsibilities set out in this MoU; and

4.1.9 act in good faith to support achievement of the Key Principles and in compliance with these Principles of Collaboration.

5. **GOVERNANCE**

5.1 The governance structure summarised below of this MoU provides a structure for the development and delivery of the WYAAT Strategy.

5.2 The governance arrangements will be:

5.2.1 based on the principle that decisions will be taken by the relevant organisations at the most appropriate level in accordance with each organisation's internal governance arrangements (as defined by each trust's Constitution, Standing Orders, Standing Financial Instructions and Scheme of Delegation), particularly in respect of delegated authority;

5.2.2 shaped by the Parties in accordance with existing accountability arrangements, whilst recognising that different ways of working will be required to deliver the transformational ambitions of the WYAAT Collaborative Programme. The Parties intend that there should be as far as permissible a single governance structure to help oversee and deliver the WYAAT Collaborative Programme in accordance with the Key Principles; and

5.2.3 underpinned by the following principles:

- i. the Parties will remain subject to the NHS Constitution, compliance with regulatory bodies and their provider licence (Code of Governance) and retain their statutory functions and their existing accountabilities for current services resources and funding flows; and
- ii. clear agreements will be in place between the providers to underpin the governance arrangements.

6. **ACCOUNTABILITY AND REPORTING LINES**

Accountability and reporting should be undertaken at the following levels within WYAAT:

6.1 WYAAT Committee in Common ("WYAAT CIC")

The WYAAT CIC will receive reports at each meeting from the Programme Executive highlighting but not limited to:

6.1.1 progress throughout the period;

6.1.2 decisions required by the WYAAT CIC and their recommendation to respective Trust Boards for approval;

6.1.3 issues being managed;

6.1.4 issues requiring escalation to the WYAAT CIC; and

6.1.5 progress planned for the next period.

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Under a standing agenda item, WYAAT CIC will agree the key communications arising from its meetings that should be relayed to the Parties' respective organisations. The minutes, and a summary report from the WYAAT Director will be circulated promptly to all WYAAT CIC Members as soon as reasonably practical for inclusion on the private agenda of each Parties' Board meeting. The WYAAT Director will provide an Annual Report summarising achievements of WYAAT for the preceding financial year which, following approval from WYAAT CIC, will be published in the public domain.

6.2 WYAAT Programme Executive

The WYAAT CIC will hold each of the Parties' Chief Executive to account for the delivery of their sponsored workstreams within the WYAAT Strategy via the WYAAT Programme Executive.

7. ROLES AND RESPONSIBILITIES

The Parties shall undertake the roles and responsibilities set out in this MoU to help develop the WYAAT Strategy in line with the Key Principles

7.1 WYAAT Committee in Common

- 7.1.1 The WYAAT CIC comprises senior members of the Parties and defines the strategy and holds accountability for its delivery, alongside providing overall oversight and direction to the development of WYAAT . It is chaired by existing Chairs of the Parties, on a rotational basis, as underpinned by principles of continuity and equity collectively agreed by members, for a minimum duration of six months or three meetings, whichever is the lesser.
- 7.1.2 The WYAAT CIC shall be managed in accordance with the governance arrangements in section 5 and the Terms of Reference in Schedule 5.

7.2 WYAAT Programme Executive

- 7.2.1 The WYAAT Programme Executive will provide assurance to the WYAAT CIC that the key deliverables are being met and that the development of the WYAAT Strategy is within the boundaries set by the WYAAT CIC. It will provide management at programme and workstream level.

8. DECISION MAKING

- 8.1 The Parties intend that WYAAT CIC Members will each operate under a common model scheme of delegation whereby each WYAAT CIC Member shall have delegated authority to make decisions on behalf of their organisation relating to:
 - 8.1.1 matters falling under the scope of the WYAAT CIC and agreed collaborative

Insert approval date

WEST YORKSHIRE ASSOCIATION OF ACUTE TRUSTS

programme underpinned by 'case for change';

8.1.2 the devolving of the Key Principles set out in Schedule 1; and,

8.1.3 in accordance with the WYAAT Gateway Decision Making Framework set out in Schedule 4 on behalf of their respective organisations.

- 8.2 Each party will reflect in its Standing Orders, Standing Financial Instructions and scheme of Delegation the authority delegated to its representatives on the WYAAT CIC.
- 8.3 The Parties intend that WYAAT CIC Members shall report to and consult with their own respective organisations at Board level, (noting that decisions on recommendations made by the CIC will always be made by the Boards of Member Trusts) providing the governance assurance that ensures compliance with their regulatory and audit requirements, for organisational decisions relating to, and in support of, the WYAAT Key Principles and facilitating these functions in a timely manner.

9. **ESCALATION**

- 9.1 If any Party has any issues, concerns, or complaints regarding the WYAAT Strategy, or any matter in this MoU, such Party shall notify the other Parties and the Parties acknowledge and confirm that they shall then seek to resolve the issue by a process of discussion.
- 9.2 Subject as otherwise specifically provided for in this MoU, any dispute arising between the Parties out of or in connection with this MoU will be resolved in accordance with Schedule 3 (Dispute Resolution Procedure).
- 9.3 If any Party receives any formal or media enquiry, complaint, claim or threat of action from a third party (including, but not limited to, claims made by a supplier or requests for information made under the Freedom of Information Act 2000) in relation to the development of the WYAAT, the matter shall be promptly referred to the WYAAT Director in the interests of consistency, however recognising the request remains the responsibility of the receiving organisation.

10. **CONFLICTS OF INTEREST**

- 10.1 The Parties agree that they will:
- 10.1.1 disclose to each other the full particulars of any relevant or material conflict of interest which arises or may arise in connection with this MoU, the development of the collaboration model or the performance of activities under the WYAAT Strategy, immediately upon becoming aware of the conflict of interest whether that conflict concerns the Parties or any person employed or retained by the Parties for or in connection with the development and delivery of the WYAAT Strategy; and
- 10.1.2 not allow themselves to be placed in a position of conflict of interest or duty in regard to any of their rights or obligations under this MoU (without the prior consent of the other Parties) before participating in any action in respect of that matter.

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10.1.3 comply with the terms of any agreed conflict of interest protocol as set out in paragraph 2.5 above.

11. FUTURE INVOLVEMENT AND ADDITION OF PARTIES

The Parties are the initial participating organisations in the development of the WYAAT Strategy but it is intended that other providers to the WYAAT service area population may also come to be partners (including for example independent sector and third sector providers). Partner organisations may where appropriate be invited to meetings of the WYAAT CIC as observers or through an additional stakeholders forum. If appropriate to achieve the key deliverables, the Parties may also agree to include additional party or parties to this MoU. If they agree on such a course the Parties will cooperate to enter into the necessary documentation.

12. REVIEW

- 12.1 The WYAAT CIC shall discuss and agree as a minimum:
 - 12.1.1 the principles of collaboration;
 - 12.1.2 the governance arrangements as set out in Section 5;
 - 12.1.3 the scope of the WYAAT Strategy and individual workstreams;
 - 12.1.4 the progress against the key deliverables; and
 - 12.1.5 key decisions required in support of Schedule 4.

13. TERM AND TERMINATION

- 13.1 This MoU shall commence on 2 February 2017 (having been executed by all the Parties) and shall expire on termination as outlined in section 14.2 of this MoU.
- 13.2 This MoU may be terminated in whole by:
 - 13.2.1 mutual agreement in writing by all of the parties
 - 13.2.2 in accordance with Clause 15.2; or
 - 13.2.3 in accordance with paragraph 1.5) of schedule 3.
- 13.3 Any Party may withdraw from this MoU giving at least six calendar months' notice in writing to the other Parties. The MoU will remain in force between the remaining parties (unless otherwise agreed in writing between all the remaining parties) and the remaining Parties will agree such amendments required to the MoU in accordance with Clause 16.
- 13.4 In the event a Party is put into administration, special measures and/or is otherwise not able to perform its role under the WYAAT Strategy and this MoU, the remaining Parties shall be entitled to consider and enforce, on a case by case basis, a resolution of the WYAAT CIC for the removal of the relevant Party from the MoU on a majority basis provided that:
 - 13.4.1 reasonable notice shall have been given of the proposed resolution; and
 - 13.4.2 the affected Party is first given the opportunity to address the WYAAT CIC meeting at which the resolution is proposed if it wishes to do so.
- 13.5 This MoU shall be terminated in accordance with the provision at 14.2.

Insert approval date

14. CHANGE OF LAW

- 14.1 The Parties shall take all steps necessary to ensure that their obligations under this MoU are delivered in accordance with applicable law. If, as a result of change in applicable law, the Parties are prevented from performing their obligations under this MoU but would be able to proceed if a variation were made to the MoU, then the Parties shall consider this in accordance with the variation provision at paragraph 16.
- 14.2 In the event that that the Parties are prevented from performing their obligations under this MoU as a result of a change in applicable law and this cannot be remedied by a variation or a variation is not agreed by all Parties, then the Parties shall agree to terminate this MoU on immediate effect of the change in applicable law.

15. VARIATION

This MoU may only be varied by written agreement of the Parties signed by, or on behalf of, each of the Parties.

16. CHARGES AND LIABILITIES

- 16.1 Except as otherwise provided, the Parties shall each bear their own costs and expenses incurred in complying with their obligations under this MoU, including in respect of any losses or liabilities incurred due to their own or their employee's actions.
- 16.2 No Party intends that any other Party shall be liable for any loss it suffers as a result of this MoU.

17. NO PARTNERSHIP

Nothing in this MoU is intended to, or shall be deemed to, establish any partnership or joint venture between the Parties, constitute any Party as the agent of another Party, nor authorise any of the Parties to make or enter into any commitments for or on behalf of the other Parties.

18. COUNTERPARTS

- 18.1 This MoU may be executed in any number of counterparts, each of which when executed and delivered shall constitute an original of this MoU, but all the counterparts shall together constitute the same agreement.

18.2 The expression “counterpart” shall include any executed copy of this MoU transmitted by fax or scanned into printable PDF, JPEG, or other agreed digital format and transmitted as an e-mail attachment.

18.3 No counterpart shall be effective until each Party has executed at least one counterpart.

19. **GOVERNING LAW AND JURISDICTION**

This MoU shall be governed by and construed in accordance with English law and, without affecting the escalation procedure set out in paragraph 9 above, each Party agrees to submit to the exclusive jurisdiction of the courts of England.

Insert approval date

WEST YORKSHIRE ASSOCIATION OF ACUTE TRUSTS

We have signed this Memorandum of Understanding on the date written at the head of this memorandum.

SIGNED by)

Duly authorised to sign for and on) Authorised Signatory

behalf of) Title:

AIREDALE NHS FOUNDATION TRUST) DATE:

SIGNED by)

Duly authorised to sign for and on) Authorised Signatory

behalf of) Title:

BRADFORD TEACHING HOSPITALS)

NHS FOUNDATION TRUST) DATE:

SIGNED by)

Duly authorised to sign for and on) Authorised Signatory

behalf of) Title:

CALDERDALE AND HUDDERSFIELD)

NHS FOUNDATION TRUST) DATE:

Insert approval date

WEST YORKSHIRE ASSOCIATION OF ACUTE TRUSTS

SIGNED by)
Duly authorised to sign for and on) Authorised Signatory
behalf of) Title:
HARROGATE AND DISTRICT)
NHS FOUNDATION TRUST) DATE:

SIGNED by)
Duly authorised to sign for and on) Authorised Signatory
behalf of) Title:
LEEDS TEACHING HOSPITALS)
NHS TRUST) DATE:

SIGNED by)
Duly authorised to sign for and on) Authorised Signatory
behalf of) Title:
MID YORKSHIRE TEACHING)
NHS TRUST) DATE:

Approved by those present at the meeting on 30 July 2024. Linda

Pollard, Chair LTHT
Phil Wood, CEO LTHT
Sarah Armstrong, Chair, HDFT
Jonathan Coulter, CEO, HDFT
Andrew Gold, Chair, ANHSFT
'Foluke Ajayi, CEO, ANHSFT
Brendan Brown, CEO, CHFT
Helen Hirst, Chair, CHFT
Sarah Jones, Chair, BTHFT
Mel Pickup, CEO, BTHFT
Keith Ramsay, Chair, MYTT

Insert approval date

WEST YORKSHIRE ASSOCIATION OF ACUTE TRUSTS

Len Richards, CEO, MYTT

Insert approval date

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SCHEDULE 1 THE KEY PRINCIPLES

1. Significant financial pressures within the WYAAT service area health system, linked to increasing service demand, longer life and medical advances, require a different approach to the delivery of good health and well-being for the population of West Yorkshire and Harrogate (WYH).
2. There are significant variations in the current corporate and acute care system ranging from, for example average unit cost for trauma and orthopaedic day case activity and use of differing national providers for pathology services to differing workforce staffing solutions.
3. Through the WYAAT Strategy, the Parties' Key Principles are to achieve a sustainable, safe, high quality and cost effective acute care system across WYH, based on clear integrated and standardised models, networks and alternative service delivery models where risk and benefits will be collectively managed. This will be achieved through addressing the following:
 - 3.1 Achieving clinical and financial stability across the WYAAT service area health system
 - 3.2 Enhancing partnership working between providers, leading to interdependency, care delivered by stream or pathway rather than by individual organisations and by collective provider responsibility
 - 3.3 A five step approach to collaboration which will deliver the following objectives:
 - 3.3.1 Developing a 'centres of excellence' approach to higher acuity specialties e.g. hyper-acute stroke, neurology, cancer, vascular, Ear Nose and Throat (ENT), maxillofacial surgery, eliminating avoidable cost of duplication and driving standardisation
 - 3.3.2 Developing WYH standardised operating procedures and pathways across services, building on current best practice and using Getting it Right First Time (GIRFT) and Model Health System data to drive out variations in quality as well as operational efficiency and facilitating safer free movement of bank staff across providers.
 - 3.3.3 Collaborating to develop clinical networks and creating alliances as a vehicle (e.g. hyper acute stroke, cancer etc.) which will protect local access for patients whilst consolidating skills (and therefore resilience) and reducing operational cost of duplicated facilities. Using GIRFT, Model Hospital, outcome variation data and WYAAT work on sustainable services to identify the case for change for specific services, the model being based on the 'chain' concept.
 - 3.3.4 Developing workforce planning at scale to secure the pipeline of fit for

- purpose staff and improved productivity, managing workforce risk at system level and supporting free movement of bank and agency staff with the aim of reducing spend on agency and reduce the administration costs of the flexible workforce.
- 3.3.5 Delivering economies of scale in support functions such as procurement, pathology services, estates and facilities management and other infrastructure e.g. IT.

SCHEDULE 2 GOVERNANCE FRAMEWORK

1. INTRODUCTION

The purpose of the West Yorkshire Association of Acute Trusts (WYAAT), as set out in the Memorandum of Understanding (MoU), is for the trusts to work together on behalf of patients and the population to deliver the best possible experience and outcomes within the available resources for corporate and acute services across the WYAAT service area. The aim is to organise around the needs of the West Yorkshire and Harrogate (WYH) population rather than planning at individual organisational level so as to deliver more integrated, high quality, cost effective care for patients.

2. PURPOSE

The purpose of this Schedule to the MoU is to provide a Governance Framework for the WYAAT Strategy. It provides a systematic approach to the initiation and management of the Strategy.

3. OBJECTIVES OF THE WYAAT COLLABORATIVE PROGRAMME

WYAAT's objectives are set out in Schedule 1 to the MOU.

The purpose of the WYAAT Strategy is to deliver these objectives in order to deliver more integrated, high quality, cost effective care for patients across the WYAAT service area. WYAAT programmes will design services across multiple organisations, consider innovative, collaborative models of care to improve collective outcomes and performance and make collective efficiencies.

4. WYAAT STRATEGY DRIVERS

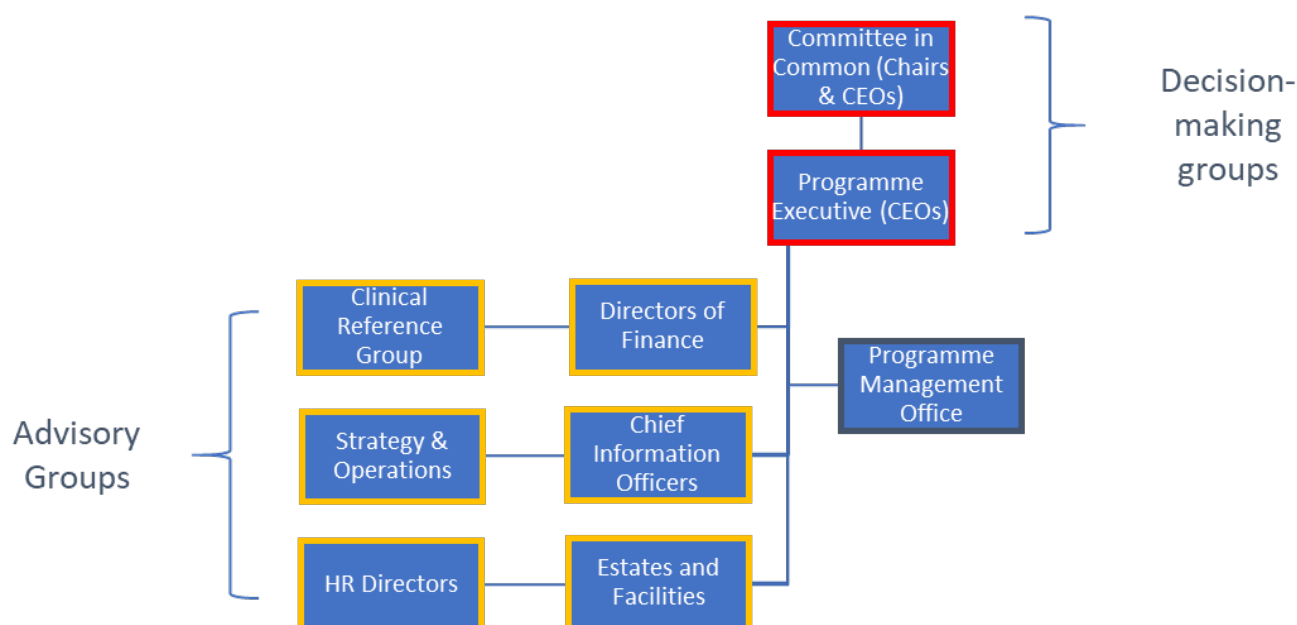
The WYAAT Strategy will be a portfolio of individual programmes covering clinical services, clinical support services and corporate services. Its priorities will be generated from a range of external and internal drivers including:

- National NHS strategies, priorities and programmes e.g. NHS Long Term Plan, The Long Term Workforce Plan, NHS Delivery plan for tackling the Covid-19 backlog of care, The NHS Patient Safety Strategy
- WY Integrated Care Board and Partnership strategies, priorities and workstreams
- NHS E Operational Planning guidance and process
- WYAAT clinical, operational, and financial sustainability priorities
- WYAAT baseline analysis of variation

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5. GOVERNANCE STRUCTURE

The WYAAT MoU establishes the Committee in Common (CIC) and the Programme Executive. This Schedule establishes the governance structure below to support the CIC and Programme Executive.



5.1. Committee in Common.

- 5.1.1 The role and terms of reference of the CIC are set out in the main WYAAT MOU and Schedule 5 (CIC Terms of Reference) as providing strategic oversight and direction to the WYAAT Strategy. The CIC oversees delivery of the programmes, reviewing key deliverables, ensuring adherence to timescales and receiving assurance that risks are being managed.
- 5.1.2 The CIC consists of the Chairs and Chief Executives of the WYAAT trusts. It meets quarterly, or more frequently if required, and is chaired by one of the trust chairs for the lesser of six months or three meetings. The WYAAT Programme Director and the Company Secretary of the trust holding the Chair also attend the meetings.
- 5.1.3 As set out in the MoU and CIC Terms of Reference, members of the CIC shall only exercise the functions and powers of a party to the extent that they are actually permitted to ordinarily exercise such functions and powers under that party's internal governance. Members are expected to report to and consult

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with their own organisation at Board level, providing governance assurance that is compliant with their regulatory and audit requirements.

- 5.1.4 The CIC has no delegated powers from the trusts beyond those already held by its members under their organisation's Constitution, Standing Orders, Standing Financial Instructions and Scheme of Delegation. In practice this means that decisions on gateway approvals for WYAAT programmes (see section 7 below) will usually be made by trust boards (or another appropriate board sub-committee in line with each trust's governance) based on a recommendation from the CIC.

5.2. Programme Executive.

- 5.2.1 The role of the Programme Executive is to oversee the delivery of the WYAAT Collaborative Portfolio, holding to account the Senior Responsible Owners and Executive leads for delivery of their WYAAT programme and receiving assurance that risks associated with delivery of programmes are being identified, mitigated and managed. The members of the group are the Chief Executives of the constituent trusts and the WYAAT Programme Director (non-voting). Meetings are held on a monthly basis.
- 5.2.2 In a similar way to the CIC, members of the group can only exercise functions and powers to the extent that they ordinarily exercise these under the governance arrangements of their employing trust.

5.3. Advisory Groups (Clinical Reference Group, Directors of Finance Group, Strategy & Operations Group, Chief Information Officers Group).

- 5.3.1 The Advisory Groups provide advice and assurance to the Programme Executive and CIC at gateway approval stages. They are responsible for reviewing strategic outline cases and business cases from the following perspectives and making a recommendation whether the case should be recommended to the CIC for approval by the trusts:

Group	Assurance Perspective & Considerations
Clinical Reference Group	Quality Clinical effectiveness and outcomes Patient safety Patient experience Clinical governance Ensuring a robust Quality Impact Assessment has been completed Ensuring a robust Equality Impact Assessment has been completed Workforce implications

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Group	Assurance Perspective & Considerations
Directors of Finance Group	Financial Sustainability Financial benefits and costs Capital requirements Commercial, contractual, legal, tax risks and implications Financial governance
Strategy & Operations Group	Operations & Performance Alignment with national, ICS, place and organisational strategies Public, commissioner, system engagement and communications Operational benefits and risks Implications for performance against NHS Constitutional Standards and other performance measures Workforce implications
Chief Information Officers Group	Information Management and Technology Alignment with national, ICS, place and organisational IM&T strategies Cyber security Capacity and compatibility of trust IM&T infrastructure with new systems IM&T implementation, capacity and costs
Human Resources Directors Group	Workforce Alignment with national, ICS, place and organisational workforce strategies Workforce implications Workforce implementation, capacity and costs
Estates and Facilities Directors Group	Estates and facilities Alignment with national, ICS, place and organisational infrastructure strategies Infrastructure and capital requirements Estates and facilities implementation, capacity and costs

5.4. Programme Governance.

- 5.4.1 Each programme is led by one of the Chief Executives as Senior Responsible Owner (SRO). As a minimum each programme will also have a lead Executive Director (often a Strategy Director or Chief Operating Officer), a lead Medical Director and lead Finance Director.
- 5.4.2 Each programme will establish a steering group/board which meets on a regular basis. It will be chaired by the lead Executive Director and will include other lead directors and senior leaders from all participating trusts. Following approval of the Strategic Outline Case, most programmes will establish a formal programme

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board, often at executive level, with representatives from all trusts and from a range of disciplines (e.g. Chief Nurse, HRD, CIO, Estates Director). Members are responsible for contributing to the successful delivery of the programme and for communicating key messages and issues to their respective organisation and feeding back any responses in return.

- 5.4.3 Programmes will be supported by programme and project management capacity. Initially this may be from existing resources within the WYAAT PMO, prioritised by the Programme Director, but as the programme develops dedicated resources will be provided as agreed by either the Programme Executive or CIC. The programme manager is responsible for the creation and maintenance of the: milestone plan, benefits log, risk register, quality and equality impact assessments. Each month they will produce a Highlight Report covering key activities in the month and those planned for the next; current and planned milestones; risks and issues including those requiring escalation; and benefits tracking. They are also responsible for managing the change control process.
- 5.4.4 Programme steering groups or programme boards are responsible for delivery of the programme across all trusts. They must ensure good trust engagement and commitment to delivery of agreed activities and integration into 'business as usual' arrangements on completion and have authority to manage the programme within the bounds of time, cost and quality agreed by the Programme Executive or CIC. Changes to the programme which exceed the agreed bounds must be escalated to the Programme Executive and, if necessary, the CIC.

6. ASSURANCE

Assurance on the progress of the Strategy overall and its constituent programmes is provided by the following:

- 6.1. **SRO/Programme Board/Programme Leads.** The CIC, Programme Executive and the advisory groups are able to hold the leadership of each programme to account for its delivery. They can also hold the Programme Director to account for oversight of the Strategy overall.
- 6.2. **Strategy Milestone Plan.** Setting out overall timescales and gateway approvals. Maintained by the WYAAT PMO on behalf of the Programme Director. Provided to the Programme Executive monthly and to the CIC quarterly.
- 6.3. **Strategy Risk Register.** Capturing the most significant risks on individual programmes and also common risks to multiple programmes which create a significant risk to the Strategy overall. Maintained by the WYAAT PMO on behalf of the Programme Director. Provided to the Programme Executive monthly and to the CIC quarterly.
- 6.4. **Benefits Map.** Shows how the outputs of the projects and programmes will lead to benefits for patients and the population of WYH. At the initial stages of programmes, the

outputs and benefits will be broadly described, but they will be more tightly defined and quantified as the programme develops through to full business case and into implementation. Maintained by the WYAAT PMO on behalf of the Programme Director. Provided to the Programme Executive monthly and to the CIC quarterly.

- 6.5. **Individual Programme Highlight Reports.** A monthly report describing progress, actions completed and planned milestones, risks and benefits for each programme. Maintained by each programme manager on behalf of the programme board and SRO. Provided to the Programme Executive monthly and to the CIC quarterly.
- 6.6. **Programme Brief and Programme Initiation Document.** These documents, approved by the Programme Director and Programme Executive respectively, ensure that new programmes are only initiated where they are in line with WYAAT's objectives and strategy, and there is a clear description of the scope of any further work to define the programme and the resources required.
- 6.7. **Gateway Approvals of Strategic Outline Cases & Business Cases.** Formal approval is required at each gateway to enable the project or programme to continue and to be provided with the necessary resources for the next stage. The case should be signed off by the programme board and SRO for review by the advisory groups. The advisory groups provide advice to the Programme Executive on any issues with the case and make a recommendation whether it should be recommended to the CIC. Where appropriate, for instance programmes which require DHSC or HM Treasury approval, external assurance and review of cases will also be undertaken. The Programme Executive makes a recommendation to the CIC and the CIC decides whether to recommend to trust boards that the case should be approved. If the case is not approved the programme would be closed down.
- 6.8. **Programme Reviews.** The CIC, Programme Executive or advisory groups may require programme SROs and programme boards to complete and provide a formal programme review at any time. A programme review will be instigated when a programme enters a new stage e.g. from business case to implementation to ensure the governance, leadership and resources are aligned to the required objectives of the subsequent phase.
- 6.9. **Annual Report.** While the primary purpose of the WYAAT Annual Report is to provide trust boards and other stakeholders with an annual update on the Strategy delivery, it also provides assurance to the CIC and Programme Executive about the overall progress of WYAAT and the delivery of the strategy. It is formally approved by the CIC each year and published in the public domain.
- 6.10. **WYAAT PMO.** The PMO is responsible for ensuring the adoption of a systematic programme approach aimed at maximising delivery. This includes identifying any interdependencies and integrating activities across different programmes and projects to avoid duplication. It maintains a milestone plan, risk register and benefits map for the overall Strategy and manages a programme assurance process to ensure all programmes are robustly established and managed. It is led by the WYAAT Programme Director who, along with the Finance Lead and Clinical Lead, is responsible for the

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governance, coordination and alignment of programmes with the overall WYAAT objectives. The WYAAT Director is accountable to the Chair of the Programme Executive.

7. PROGRAMME LIFECYCLE

Each programme will follow a four stage programme lifecycle set out below. At each stage of the lifecycle there should be appropriate:

- Clinical and staff engagement and involvement (e.g. facilitated workshops)
- Patient, public, political (e.g. MPs, Overview and Scrutiny Committees, Health and Wellbeing Boards) and commissioner engagement and involvement
- Governor engagement
- External scrutiny (e.g. Clinical Senate, NHS England)
- Use of systematic, evidence based, quality improvement and change models
- Quality and equality impact assessment
- Use of a transparent options appraisal process

Stage	Description	Decision making
Initiation	Programme Brief. Short description of the opportunity, the rationale for it being a collaborative project, the approach that could be taken and a programme preparation plan.	WYAAT Director
	Programme Initiation Document. Description of the project: rationale, purpose and objectives, scope, desired outcomes and benefits, approach, estimated timescales and required resources. Includes initial quality and equality impact assessments.	Programme Executive
Planning	Strategic Outline Case Description of services, the challenges facing them, sets out the opportunity and potential benefits from changing the existing operating model. Includes quality and equality impact assessments, costs and resource estimates for developing the new operating model and the business case, likely return on investment, contribution from each trust and outline risk/gain share arrangements. Sets out the proposed governance arrangements and evaluation framework. A single Strategic Outline Case will always be completed for the whole programme.	Committee in Common Gateway 1 CIC makes recommendation to trusts to approve the SOC and confirm their commitment to developing the OBC.

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<p>Outline Business Case(s)</p> <p>Sets out the future operating model and the ways in which it could be delivered. Refines the quality and equality impact assessments, benefits, costs and timescales. Evaluates a range of options and recommends selection of the preferred option.</p> <p>Depending on the programme, there may be a single OBC for the whole programme, or there may be a number of project OBCs. Recommendations to trusts on approval of smaller, less complex project OBCs may be delegated by the CIC to the Programme Executive.</p>	<p>Committee in Common:</p> <p>Gateway 2</p> <p>CIC makes recommendation to trusts to approve the OBC and to confirm their support for the preferred option and their continuing participation to develop the FBC.</p>
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Stage	Description	Decision making
	<p>Full Business case(s). A detailed description of the proposed model and associated benefits, costs and risks. Full quality and equality impact assessments. Financial and non- financial appraisal for each trust and for WYAAT in total. Sets out the investment profile, implementation plan and benefits realisation plan, including its constituent projects, activities, timescales and accountability for implementing the new model.</p> <p>As for the OBC there may be a single FBC for the whole programme, or a number of project FBCs.</p>	<p>Committee in Common:</p> <p>Gateway 3 CIC makes recommendation to trusts to approve the FBC and to confirm their support for implementation and any formal agreements/ contracts required.</p>
Implementation	<p>Implementation Plan All projects and activities required to implement the programme and realise the benefits are initiated. Regular monitoring and management of progress by the Programme Board; reporting of costs and benefits; maintenance of risk register; and review and updating of quality and equality impact assessment. Includes the management of the formal change control process.</p> <p>Regular reports on progress to the Programme Executive and CIC.</p>	<p>Programme Board within delegated limits.</p> <p>Programme Executive or CIC where changes to the programme exceed the delegated limits.</p>
Post implementation Evaluation	<p>Programme Closure Report Once the programme has completed implementation of its constituent projects a recommendation will be made to close the programme. The report will evaluate whether the programme has delivered the outputs expected and whether these have led to the outcomes and benefits required (NB some benefits may remain to be realised by operational teams after programme closure).</p> <p>The report will also include a review of how effectively the programme was managed and what lessons can be learned for future programmes.</p>	<p>Committee in Common</p> <p>Gateway 4 CIC make recommendation to trusts to approve closure of the programme.</p>

8. RISK AND GAIN SHARING PRINCIPLES

8.1. Some WYAAT programmes (or their constituent projects) will have the potential to disproportionately benefit some participating WYAAT organisations at the expense of others. The Strategic Outline Case will set out the potential impact of the implementation of a programme or project and will describe the 'risk and gain share' model between the WYAAT members affected by the programme or project, in preparation for selection of the preferred option in the OBC. The model will be tailored

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to each programme or project and will be designed on the following principles reflecting that organisations are working for the delivery of better care and a more sustainable system for patients in the WYAAT service area:

- 8.1.1 Any losses made by a WYAAT member as a direct result of the implementation of a programme or project will be reimbursed by the other affected members.
- 8.1.2 The costs of implementing the programme or project will be met by the participating WYAAT members in the proportions set out in the FBC and agreed at Gateway 3.
- 8.1.3 The net financial benefits of the programme or project will be allocated to member trusts on a “fair shares” basis with the precise method being tailored to the programme or project. The method will be set out in the FBC and agreed at Gateway

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SCHEDULE 4 - DISPUTE RESOLUTION PROCEDURE

4. AVOIDING AND SOLVING DISPUTES

- 1.1 The Parties commit to working co-operatively to identify and resolve issues to their mutual satisfaction so as to avoid all forms of dispute or conflict in performing their obligations under this MoU.
- 1.2 The Parties believe that:
 - 1.2.1 by focusing on the agreed Key Principles underpinned by the five step approach as set out in the MoU and in Schedule 1;
 - 1.2.2 being collectively responsible for all risks; and
 - 1.2.3 fairly sharing risk and rewards.they reinforce their commitment to avoiding disputes and conflicts arising out of or in connection with this MoU.
- 1.3 A Party shall promptly notify the other Parties of any dispute or claim or any potential dispute or claim in relation to this MoU or its operation (each a '**Dispute**') when it arises.
- 1.4 In the first instance the WYAAT Programme Executive shall seek to resolve any Dispute to the mutual satisfaction of each of the Parties. If the Dispute cannot be resolved by the WYAAT Programme Executive within ten Business Days (a **Business Day** being a day other than a Saturday, Sunday or public holiday in England when banks in London are open for business) of the Dispute being referred to it, the Dispute shall be referred to the WYAAT CIC for resolution.
- 1.5 The WYAAT CIC shall deal proactively with any Dispute on a "Best for Meeting the Key Principles" basis in accordance with this MoU so as to seek to reach a majority decision. If the WYAAT CIC reaches a decision that resolves, or otherwise concludes a Dispute, it will advise the Parties of its decision by written notice. The Parties recognise that any dispute or operation of this procedure will be without prejudice to and will not affect the statutory duties of each Party. This MoU is not intended to be legally binding save as provided in clause 2.4 and, given the status of this MoU (as set out in Section 2), if a Party disagrees with a decision of the WYAAT CIC or the independent facilitator, they may withdraw from the MoU at any point in accordance with paragraph 14.
- 1.6 If a Party does not agree with the decision of the WYAAT CIC reached in accordance with Section 4 above, it shall inform the WYAAT CIC within ten Business Days and request that the WYAAT CIC refer the Dispute to an independent facilitator in accordance with paragraph 2 below.
- 1.7 The Parties agree that the WYAAT CIC, on a 'Best for Meeting the Key Principles' basis, may determine whatever action it believes is necessary including the following:
 - 1.7.1 If the WYAAT CIC cannot resolve a Dispute, it may request that an independent facilitator) assist with resolving the Dispute; and
 - 1.7.2 If an independent facilitator is selected then they shall:
 - i. be provided with any information he or she requests about the Dispute;
 - ii. assist the WYAAT CIC to work towards a consensus decision in respect

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of the Dispute;

- iii. regulate his or her own procedure and, subject to the terms of this MoU, the procedure of the WYAAT CIC at such discussions;
 - iv. determine the number of facilitated discussions which must take place within 20 Business Days of the independent facilitator being appointed; and
 - v. have its costs and disbursements met by the Parties.
- 1.7.3 If the independent facilitator cannot facilitate the resolution of the Dispute, the Dispute must be considered afresh in accordance with this Schedule and in the event that after such further consideration again fails to resolve the Dispute, the WYAAT CIC may decide to:
- i. terminate the MoU; or
 - ii. agree that the Dispute need not be resolved.

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SCHEDULE 4 WYAAT DECISION MAKING

1. The Memorandum of Understanding (**MoU**) and Terms of Reference (**TOR**) for the WYAAT Committee in Common (**WYAAT CIC**) take into consideration existing accountability arrangements of participating trusts and decisions being made under a scheme of delegation.
2. Whilst it is recognised that some decisions taken at the WYAAT CIC may not be of obvious benefit to all individual participating trusts, it is anticipated that the WYAAT CIC will look to act in the basis of the best interests of the wider population by investing in a sustainable system of healthcare across the WYAAT service area in accordance with the Key Principles when making decisions at WYAAT CIC meetings.
3. There are expected to be two categories of decision making:
 - 3.1 **Mandatory Participation Decisions.** All affected WYAAT members need to participate in the initiative for reasons of interdependency, safety or financial viability. These decisions will be made on the basis of all WYAAT members reaching an agreed decision in common.
 - 3.2 **Voluntary Participation Decisions.** Participation in the initiative is consensual and voluntary, so WYAAT members will need to confirm their own commitment and involvement at key stages (Gateways) in order to ensure the Business Case assumptions (e.g. benefits, costs and risks) are robust. Only trusts participating in the initiative (the eligible constituency) will be able to vote at the decision Gateways.

4. GATEWAY DECISION MAKING

- 4.1 The WYAAT 'Gateway' decision making mechanism should be used (where appropriate) to achieve agreements that will be binding across relevant members. The mechanism will follow a staged approach and unless new material comes to light, once progression has been made through the respective stages, progress will remain at the relevant stage that has been reached and will not 'fall back'. On agreement of progression through stages, members will commit to the next steps in developing the proposal. Once a trust has committed to participate at a specific Gateway it cannot withdraw until the next Gateway.
- 4.2 All programmes proposed as part of the WYAAT Strategy will require a Strategic Outline Case which will include a detailed case for change (Gateway 1). At this stage the WYAAT CIC will determine if the proposal warrants further development and consideration and is appropriate to pass to the next stage of development. This stage will also consider whether this a mandatory or voluntary participation programme and which WYAAT members would be directly or indirectly affected and eligible/required to vote (to be known as the eligible constituency).

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4.3 The Gateways and decision-making requirements are shown in the table below:

Gateway	Mandatory Participation Decisions	Voluntary Participation Decisions
Gateway 1 Strategic Outline Case (Case for Change, initial options appraisal)	Unanimous support of all WYAAT members	Support of all participating WYAAT members
Gateway 2 Outline Business Case (Recommendation of preferred option)	Unanimous support of all WYAAT members	Support of all participating WYAAT members
Gateway 3 Full Business Case (Detailed description of preferred model and implementation plan)	Unanimous support of all WYAAT members	Support of all participating WYAAT members
Gateway 4 Programme Closure (Confirmation that the programme has delivered the expected outputs, outcomes and benefits)	Unanimous support of all WYAAT members	Support of all participating WYAAT members

4.4 Where a unanimous decision cannot be reached initially, the dispute resolution process set out in Schedule 3 to the MoU will be used.

4.5 If a Trust does not support or vote for a proposal then it will not be bound to act in accordance with that proposal as the trusts remain independent statutory bodies under the WYAAT Strategy.

5. BILATERAL AND TRIPARTITE AGREEMENTS BETWEEN INDIVIDUAL TRUSTS

5.1. The WYAAT MoU and its schedules, including this Gateway Decision-Making Framework, do not preclude any Party from developing bilateral or tripartite agreements with other trusts in WYAAT outside the WYAAT Strategy. It is expected that there will be transparency in developing such agreements. The associated benefits and risks of such agreements should be appropriately considered in terms of their impact on other providers and the WYAAT Strategy. The option for other WYAAT trusts to join an initiative should also be considered.

5.2. The WYAAT MoU and its schedules, and being part of the WYAAT CIC, does not preclude existing Parties alliances or existing relationships with other organisations.

5.3. Parties may wish to invite other organisations to be party to initiatives agreed by the WYAAT CIC.

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SCHEDULE 5
TERMS OF REFERENCE FOR
THE WYAAT COMMITTEE IN COMMON

THESE TERMS OF REFERENCE FORM PART OF THE WYAAT MEMORANDUM OF UNDERSTANDING. DEFINITIONS AND TERMINOLOGY ALIGN TO THE MEMORANDUM OF UNDERSTANDING

1 SCOPE

- 1.1 The WYAAT Committee in Common (WYAAT CIC) will be responsible for leading the strategic development of WYAAT in accordance with the Key Principles*, setting overall ambition and direction in order to deliver the WYAAT Strategy.

2 STANDING

- 2.1 Members shall only exercise functions and powers of a Party to the extent that they are actually permitted to ordinarily exercise such functions and powers under that Party's internal governance.

3 GENERAL RESPONSIBILITIES OF THE WYAAT CIC

- 3.1 The general responsibilities of the WYAAT CIC are:
- i. Defining the strategy and providing strategic oversight and direction to the development of WYAAT as a provider collaborative;
 - ii. ensuring alignment of all Parties to the vision and strategy;
 - iii. formally recommending the final form of the Strategy; including determining roles and responsibilities within the workstreams;
 - iv. reviewing the key deliverables and ensuring adherence with the required timescales and budget;
 - v. Defining risk appetite and tolerances;
 - vi. receiving assurance that workstreams have been subject to robust quality impact assessments
 - vii. reviewing of the risks associated with the performance of any of the Parties in terms of the impact to the WYAAT Strategy – recommending remedial and mitigating actions across the system;
 - viii. receiving assurance that risks associated with the delivery of the WYAAT Strategy, and wider system risks impacting the Parties are being identified, managed and mitigated;
 - ix. promoting and encouraging commitment to the Key Principles;

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- x. formulating, agreeing and implementing approaches for delivery of the WYAAT Strategy;
- xi. seeking to determine or resolve any matter referred to it by the WYAAT Programme Executive or any individual Party and any dispute in accordance with the MoU;
- xii. reviewing and approving the Terms of Reference of the WYAAT Programme Executive;
- xiii. agreeing the Programme Budget and financial contribution and use of resources in accordance with the Risk and Gain Sharing Principles;

4 MEMBERS OF THE WYAAT CIC

- 4.1 Each Party will appoint their Chair and Chief Executive as WYAAT CIC Members and the Parties will at all times maintain a WYAAT CIC Member on the WYAAT CIC.
- 4.2 Each WYAAT CIC member will nominate a deputy to attend on their behalf. The Nominated Deputy will be a voting board member of the respective Party. The Nominated Deputy will be entitled to attend and be counted in the quorum at which the WYAAT CIC Member is not personally present and do all the things which the appointing WYAAT CIC Member is entitled to do.
- 4.3 Each Party will have one vote.
- 4.4 The Parties will all ensure that, except for urgent or unavoidable reasons, their respective WYAAT CIC Member (or their Nominated Deputy) attend and fully participate in the meetings of the WYAAT CIC.

5 PROCEEDINGS OF WYAAT CIC

- 5.1 The WYAAT CIC will meet quarterly, or more frequently as required by the Committee.
- 5.2 The WYAAT CIC shall meet in private where appropriate in order to facilitate discussion and decision making on matters deemed commercially sensitive and by virtue of the confidential nature of the business to be transacted across the WYAAT members. It is agreed by the Parties that the necessary checks and balances on openness, transparency and candour continue to exist and apply by virtue of the Parties each acting within existing accountability arrangements of the Parties' respective organisations and the reporting arrangements of the WYAAT CIC into the Parties' Trust Boards.
- 5.3 The Parties will select one of the Parties' Chairs to act as the Chair of the WYAAT CIC meetings on a rotational basis for a period of six months or three meetings, whichever is the lesser.

- 5.4 The Chair of WYAAT will not simultaneously act as Chair of another Collaborative in West Yorkshire and Harrogate.
- 5.5 The WYAAT CIC may regulate its proceedings as they see fit save as set out in these Terms of Reference.
- 5.6 No decision will be taken at any meeting unless a quorum is present. A quorum will not be present unless every Party has at least one WYAAT CIC Member present.
- 5.7 Members of all Parties will be required to declare any interests which will be recorded and set out in a register and reviewed at the beginning of each meeting.
- 5.8 A meeting of the WYAAT CIC may consist of a conference between the WYAAT CIC Members who are not all in one place, but each of whom is able directly or by telephonic or video communication to speak to each of the others, and to be heard by each of the others simultaneously.
- 5.9 Each WYAAT CIC Member will have an equal say in discussions and will look to agree recommendations in line with the Principles of the WYAAT Strategy.
- 5.10 The WYAAT CIC will review the meeting effectiveness at the end of each meeting. Additionally, a survey of CIC members to assess effective will be undertaken on an annual basis. The findings of this will be reviewed by CIC in order to ensure continuous improvement.

6 EXTRAORDINARY MEETINGS

- 6.1 In exceptional circumstances, where a decision is required, an extraordinary meeting of the CIC can be called between the scheduled meetings.
- 6.2 A request for an extraordinary meeting can be instigated by any Party and must be supported by at least two further Parties.
- 6.3 All attempts will be made to provide five working days' notice for an extraordinary meeting, with a minimum notice period of 48 hours where there is an urgent requirement for CIC to meet.
- 6.4 All extraordinary meetings will comply with the provisions within these terms of reference, in line with ordinary meetings of the CIC.

7 DECISION MAKING WITHIN THE WYAAT CIC

- 7.1 Each WYAAT CIC Member will comply with the existing accountability arrangements of their respective appointing organisation and will make decisions which are permitted under their organisation's Standing Orders, Standing Finance Instructions and Scheme of Delegation. The Parties intend that WYAAT CIC Members shall report to and consult with their own respective organisations at Board level, (noting that decisions on recommendations made by the CIC will always be made by the Boards of Member Trusts) providing the governance assurance that ensures compliance with their regulatory and audit requirements, for organisational decisions relating to, and in

support of, the WYAAT Key Principles and facilitating these functions in a timely manner.

- 7.2 Recognising that some decisions may not be of obvious benefit to or impact directly upon all Parties, WYAAT CIC Members shall seek to pay due regard to the best interests of the wider population in investing in a sustainable system of healthcare across the WYAAT service area in accordance with the Key Principles when making decisions at WYAAT CIC meetings.
- 7.3 In respect of matters which require decisions where all Parties are affected the Parties will seek to make such decisions on the basis of all WYAAT CIC Members reaching an agreed consensus decision in common in accordance with the Key Principles.
- 7.4 In respect of the matters which require decisions where only some of the Parties are affected, then the Parties shall reference the WYAAT Gateway Decision Mechanism at Schedule 4 of the Memorandum of Understanding.

8 ATTENDANCE OF THIRD PARTIES AT WYAAT CIC MEETINGS

- 8.1 The WYAAT CIC shall be entitled to invite any person to attend but not take part in making decisions at meetings of the WYAAT CIC.

9 ADMINISTRATION FOR THE WYAAT CIC

- 9.1 Meeting administration for the WYAAT CIC will be provided by the WYAAT Programme Office including responsibility for governance advice, maintaining the register of interests and the minutes of the meetings of the WYAAT CIC.
- 9.2 The Agenda for the meeting will be agreed by the WYAAT CIC Chair. Papers for each meeting will be sent from the Programme Office to WYAAT CIC Members no later than five working days prior to each meeting. By exception, and only with the agreement of the Chair, amendments to papers may be tabled before the meeting.
- 9.3 The draft minutes, and a summary report from the WYAAT Director will be circulated promptly to all WYAAT CIC Members as soon as reasonably practical for inclusion on the private agenda of each Parties' Board meeting. The Chair of the meeting will be responsible for approval of the first draft set of minutes for circulation to members. The WYAAT Director will provide a summary for sharing in the public domain.
- 9.4 The WYAAT CIC will produce an annual report to the Boards of all Parties.

10 REVIEW

- 10.1 The WYAAT CIC will review these Terms of Reference at least annually for approval by the Parties.

SCHEDULE 6 CONFIDENTIALITY AGREEMENT

RECITALS

1. The Parties together have formed the West Yorkshire Association of Acute Trusts ("WYAAT") and have agreed to collaborate to bring together NHS trusts delivering acute hospital services across the WYAAT Service Area in delivering region-wide efficient and sustainable healthcare for patients. WYAAT, as partner in the West Yorkshire Integrated Care System ("WYICS"), will develop and deliver a WYAAT Strategy to facilitate integrated methods of working across acute care providers.
2. The Parties have formed a WYAAT Committee in Common (WYAAT CIC) which has the specific remit of overseeing a comprehensive system wide integration programme to deliver the objective of an acute provider transformation to a more collaborative model of care for the WYAAT Service Area, the intention being to deliver a system model, operating as a network, that is coherent, integrated, consistent (reducing unwanted variation) and focused on quality and value for the population and patients. This "WYAAT Strategy" is to be initially developed and delivered by the WYAAT CIC.
3. The Parties are engaged in a phased approach towards developing the governance of the WYAAT collaborative working, the initial step being the formation of the WYAAT CIC for the delivery of more efficient acute services for patients in West Yorkshire and Harrogate District.
4. The Parties have entered into a protocol for managing the sharing of information to agree the ways of protecting the use of data (including confidential information) within each Party's organisation throughout the WYAAT Strategy development and delivery. The Parties have entered into a Conflict of Interest Protocol (Conflict of Interest Protocol) to govern the treatment of conflicts of interest that may arise in the WYAAT Strategy.
5. The purpose of this Agreement is to ensure that Confidential Information (as defined below) revealed to each other in the course of the WYAAT Strategy development process remains confidential and is not used by the Parties for any purpose other than the further development of the WYAAT Strategy.
6. The Parties intend this Confidentiality Agreement to be legally binding.

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OPERATIVE PROVISIONS

1. Definitions

The definitions in this clause shall apply to this Agreement:

1.1 **Operational Day:** a day other than a Saturday, Sunday or a bank holiday in England.

1.2 **Confidential Information:** means

1.2.1 information (however recorded, preserved or disclosed) that is directly or indirectly disclosed, whether before or after the date of this Agreement, as part of or ancillary to:

- i. the Parties responses to the WYAAT Strategy;
- ii. any due diligence process for the WYAAT Strategy;
- iii. any business case(s) for the WYAAT Strategy;
- iv. any submission to the Competition and Markets Authority;
- v. the preparation of other documents to progress and conclude the development of the WYAAT Strategy; and
- vi. any post WYAAT Strategy implementation plans; or

1.2.2 the nature, content or substance of any discussions and/or negotiations taking place concerning the WYAAT Strategy and the status of those discussions and/or negotiations; or

1.2.3 information contained in any version of the Memorandum of Understanding which set out the terms upon which the development and delivery of the WYAAT Strategy will take place; or

1.2.4 information contained in any version of a WYAAT Strategy business case of any Party; or

1.2.5 any other information that the Parties agree in writing is confidential; or

1.2.6 any information that would be regarded as confidential by a reasonable business person relating to:

- i. the business, affairs, patients, customers, clients, suppliers, plans, intentions, or market opportunities of the Disclosing Party; or

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- ii. the operations, processes, product information, know-how, designs, trade secrets or software of the Disclosing Party; or
- 1.2.7 any information developed by the Parties in the course of carrying out this Agreement; but does not include any information if:
 - 1.2.8 the information is, or subsequently becomes, public knowledge other than as a direct or indirect result of the information being disclosed in breach of this Agreement or of any other undertaking of confidentiality addressed to the Party to whom the information relates (except that any compilation of otherwise public information in a form not publicly known shall nevertheless be treated as Confidential Information); or
 - 1.2.9 a Party can establish, to the reasonable satisfaction of the other Parties, that it found out the information or the information was, is or becomes available to a Party from a source not connected with the other Parties and that such source is not under any obligation of confidence in respect of that information; or
 - 1.2.10 a Party can establish, to the reasonable satisfaction of the other Parties, that the information was known to the Party or lawfully in the possession of the Party before the date of this Agreement and that it was not under any obligation of confidence in respect of that information (but, for the avoidance of doubt, information that was provided prior to the date of this Agreement but which is caught by Clause 1.1.2 (b) above shall be treated as information that was provided under an obligation of confidence); or
 - 1.2.11 the Parties agree in writing that it is not confidential or may be disclosed; or
 - 1.2.12 a Party can establish, to the reasonable satisfaction of the other Parties, that it developed the information independently of the Confidential Information; or
 - 1.2.13 a Party can establish, to the reasonable satisfaction of the other Parties, that the information legitimately and lawfully came in to its possession otherwise than for the Purpose (as defined below).
- i. **Disclosing Party:** a Party which discloses or makes available directly or indirectly Confidential Information.
- ii. **Purpose:** considering, evaluating and negotiating the development and delivery of the WYAAT Strategy.
- iii. **Recipient:** a Party which receives or obtains directly or indirectly Confidential Information.
- iv. **Representative:** employees, agents and professional advisers (including

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but not limited to accountants, lawyers and management consultants) of the Recipient appointed to assist on the evaluation, development and delivery of the WYAAT Strategy.

- 1.3 Clause, schedule and paragraph headings shall not affect the interpretation of this Agreement.
- 1.4 A person includes a natural person, corporate or unincorporated body (whether or not having separate legal personality) and that person's legal and personal representatives, successors and permitted assigns.
- 1.5 Words in the singular shall include the plural and vice versa: words denoting the masculine gender include the feminine gender; words denoting persons include bodies corporate and unincorporated associations and partnerships.
- 1.6 A reference to a statute or statutory provision is a reference to it as it is in force for the time being, taking account of any amendment, extension, or re-enactment, and includes any subordinate legislation for the time being in force made under it.
- 1.7 Any obligation in this Agreement on a person not to do something includes an obligation not to agree or allow that thing to be done.

2. CONSIDERATION

- 2.1 In consideration of the benefits to all Parties in sharing Confidential Information for the purpose of pursuing the WYAAT Strategy development and delivery and in further consideration of each Party agreeing to pay the other Parties on demand GBP £1, the Parties agree to be bound by the terms of this Agreement.

3. OBLIGATIONS OF THE PARTIES AND REPRESENTATIVES

- 3.1 Each Recipient will (and will direct and procure each of its Representatives that he or she will):
 - i. keep the Confidential Information secret;
 - ii. use or exploit the Confidential Information only for the Purpose;
 - iii. not directly or indirectly disclose (or knowingly allow it to be disclosed) or make available, in whole or in part, any Confidential Information to any person who is not a Representative who needs to know this Confidential Information for the Purpose;
 - iv. take all reasonable steps to ensure that no Confidential Information is visible to, or capable of being overlooked by any person who is not a Representative who needs to know this Confidential Information for the Purpose;
 - v. ensure that reasonable endeavours are taken to ensure that the Confidential Information is protected against theft or unauthorised access;
 - vi. not alter, modify or vary any of the Confidential Information in any way;

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- vii. apply the same security measures and degree of care to the Confidential Information as the Recipient applies to its own confidential information, which the Recipient warrants as providing adequate protection from unauthorised disclosure, copying or use;
 - viii. inform the other Parties immediately on becoming aware, or suspecting, any person who is not a Representative has become aware of Confidential Information;
 - ix. comply with Clause 5 of the Information Sharing Agreement; and not use any previously shared information in an anti-competitive manner; and in respect of any such previously shared information, the Parties agree that this Agreement applies and the Parties agree that the Conflict of Interest Protocol and the Information Sharing Agreement shall also apply.
- 3.2 The Recipient may only disclose the Disclosing Party's Confidential Information to those of its Representatives who need to know this Confidential Information for the Purpose, provided that:
- i. it informs these Representatives of the confidential nature of the Confidential Information before disclosure or upon signing this Agreement (whichever is the later) and obtains from its Representatives enforceable undertakings to keep the Confidential Information confidential in terms at least as extensive and binding upon the Representatives as the terms of this Agreement are upon the Parties; and
 - ii. at all times, it is responsible for these Representatives' compliance with the obligations set out in this Agreement.
- 3.3 Each Party is responsible for its Representatives' compliance with the obligations set out in this Agreement.
- 3.4 Representatives may only make such copies of, reduce to writing or otherwise record the Confidential Information as are strictly necessary for the Purpose and shall:
- i. clearly mark all such documents as 'Confidential';
 - ii. ensure that all such documents supplied to him or her made by him or her can be separately identified from his own information; and
 - iii. use all reasonable endeavours to ensure that all copies within their control are protected against theft or unauthorised access.
- 3.5 If discussions in relation to the development and delivery of the WYAAT Strategy cease, or the Disclosing Party so requests in writing at any time, the Parties shall immediately:
- i. return to the Disclosing Party all Confidential Information received; and
 - ii. destroy or permanently erase all documents and materials and any copies supplied to it or made by it or by its Representatives containing, reflecting incorporating or based on Confidential Information; and
 - iii. erase all of the Confidential Information from its computer systems or

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which is stored in electronic form (to the extent possible).

- 3.6 Nothing in Clause 3.5 shall require a Party to return or destroy Confidential Information or copies that the Party is required to retain by applicable law or to be able to evidence due compliance with good governance and the proper discharge of its functions or to satisfy the rules or regulations of any applicable governmental or regulatory body to which such person is subject and to the extent reasonable to permit the Recipient to keep evidence that it has performed its obligation under this Agreement.
- 3.7 Each Party will establish and maintain adequate security measures (including any reasonable security measures proposed by the other Parties from time to time) to safeguard Confidential Information from unauthorised access or use.
- 3.8 Each Party is aware of its obligations under Clause 4.2 of the Information Sharing Agreement.
- 3.9 No Party shall make, or permit any person to make, any public announcement concerning this Agreement, the Purpose or its prospective interest in the Purpose without the prior written consent of the other Parties (such consent not being unreasonably withheld or delayed) except as is required by law or any governmental or regulatory body or by any court or other authority or competent jurisdiction. No Party shall make use of the other Parties' names or any information acquired through its dealing with the other Parties for publicity or marketing purposes without the prior written consent of the other Parties.
- 3.10 If a Party develops or uses a product or a process (other than for the Purpose) which, in the reasonable opinion of the other Parties, might have involved the use of any of the Disclosing Party's Confidential Information, the Party shall, at the request of the Disclosing Party, supply to the other Parties information reasonably necessary to establish that the Confidential Information has not been used in the development of the product or process.
- 3.11 The provisions of Clauses 3.5, 3.6 and 3.10 of this Agreement shall continue to apply to any such documents and materials retained by a Party, subject to Clause 8.3.

4. FORCED DISCLOSURE

- 4.1 Subject to Clause 4.2, a Party may disclose Confidential Information to the extent:
- i. required by law (including in response to a request pursuant to the Freedom of Information Act 2000) or any order of any court or other authority of competent jurisdiction or any competent judicial, governmental or regulatory body (including the Health Select Committee and the Information Commissioner); or
 - ii. necessary to enable a Party to comply with any statutory function or duty of that Party or to satisfy the requirement for public accountability and good governance in the discharge of its functions, which requires disclosure of Confidential Information.
- 4.2 Before a Party discloses any information under this Clause 4, it shall (to the extent permitted by law) use all reasonable endeavours to:
- i. give the other Parties as much notice as possible;
 - ii. inform the other Parties of the full circumstances of the disclosure and the information that will be disclosed;
 - iii. consult with the other Parties as to possible steps to avoid or limit disclosure and take those steps where they would not result in significant adverse consequences to other Parties, including considering whether any exemptions under the Freedom of Information Act 2000 apply; and
 - iv. where the disclosure is by way of public announcement, agree the wording with the other Parties in advance.
- 4.3 Each Party shall co-operate with the other Parties if it decides to bring in any legal or other proceedings to challenge the validity of the requirement to disclose Confidential Information.
- 4.4 If a Party is unable to inform the other Parties before Confidential Information is disclosed, it shall (to the extent permitted by law) inform the other Parties immediately after the disclosure of the full circumstances of the disclosure and the information that has been disclosed.

5. RESERVATION OF RIGHTS AND ACKNOWLEDGEMENT

- 5.1 All Confidential Information shall remain the property of the Disclosing Party. Each Party reserves all rights in its Confidential Information. No rights, including, but not limited to, intellectual property rights, in respect of a Party's Confidential Information are granted to the other Parties and no obligations are imposed on the Parties other than those expressly stated in this Agreement.
- 5.2 Except as expressly stated in this Agreement, no Party makes any express or implied warranty or representation concerning its Confidential Information, or the accuracy or completeness of the Confidential Information.
- 5.3 The disclosure of Confidential Information by a Party shall not form any offer by, or

representation or warranty on the part of, the Disclosing Party to enter into any further agreement in relation to the Purpose, or the development or supply of any product or service to which the Confidential Information relates.

- 5.4 Each Party shall be liable to the other Parties for the actions or omissions of its Representatives under this Agreement, as if they were the actions or omissions of the Recipient.

6. INDEMNITY

- 6.1 Each Party warrants that it has the right to disclose its Confidential Information to the other Parties and to authorise the other Parties to use such Confidential Information for the Purpose.
- 6.2 Each Party shall indemnify and keep fully indemnified the other Parties at all times against all liabilities, costs (including legal costs on an indemnity basis), expenses, damages and losses (including any direct, indirect or consequential losses, loss of profit, loss of reputation and all interest, penalties and other reasonable costs and expenses suffered or incurred by the other Parties) arising from any breach of this Agreement as a result of its breach.

7. TERM AND TERMINATION

- 7.1 The obligations contained in this Agreement shall take effect on the date of the Agreement and shall continue for the Term.
- 7.2 Subject to clause 7.2 this Agreement will be terminated:
- i. If any of the Parties decide not to become, or continue to be involved in the Purpose; or
 - ii. on discontinuance of the development and delivery of the WYAAT Strategy.
- 7.3 If any Party decides not to become or continue to be involved in the Purpose it shall notify the other Parties in writing immediately. The obligations of each Party shall, notwithstanding any earlier termination of negotiations or discussions between the Parties in relation to the Purpose, continue for a period of six years from the termination of this Agreement.
- 7.4 Termination of this Agreement shall not affect any accrued rights or remedies to which any Party is entitled.

8. GENERAL LEGAL PROVISIONS

- 8.1 This Agreement, the Memorandum of Understanding, the Information Sharing Protocol and the Conflict of Interests Protocol constitute the whole agreement between the Parties and supersedes all previous agreements between the relevant Parties relating to their subject matter. Each Party acknowledges that, in entering into

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this Agreement, it has not relied on, and shall have no right or remedy in respect of, any statement, representation, assurance or warranty (whether made negligently or innocently) other than as expressly set out in this Agreement, the Memorandum of Understanding, the Information Sharing Agreement and the Conflict of Interests Protocol. Nothing in this Clause 8.1 shall limit or exclude any liability for fraud or for fraudulent misrepresentation.

- 8.2 This Agreement shall be governed by the laws of England.
- 8.3 No variation or waiver of this Agreement or any part of it will be effective unless made in writing, signed by or on behalf of all the Parties (or their authorised representatives) and expressed to be such a variation or waiver.
- 8.4 Failure to exercise, or any delay in exercising, any right or remedy provided under this Agreement or by law shall not constitute a waiver of that or any other right or remedy, nor shall it preclude or restrict any further exercise of that or any other right or remedy.
- 8.5 No single or partial exercise of any right or remedy provided under this Agreement or by law shall preclude or restrict the further exercise of that or any other right or remedy.
- 8.6 A Party that waives a right or remedy provided under this Agreement or by law in relation to another Party, or takes or fails to take any action against that Party, does not affect its rights in relation to any other Party.
- 8.7 The Parties shall attempt to resolve any dispute between them in respect of this Agreement by negotiation in good faith.
- 8.8 Except as otherwise provided in this Agreement, no Party may assign, sub-contract or deal in any way with, any of its rights or obligations under this Agreement or any document referred to in it.

9. NOTICES

- 9.1 Any notice required to be given under this Agreement, shall be in writing and shall be delivered personally, or sent by pre-paid first class post or recorded delivery or by commercial courier or by secure NHS email with an assigned read receipt, to each Party required to receive the notice at its address as specified by the relevant Party by notice in writing to each other Party.
- 9.2 Any notice or other communication shall be deemed to have been duly received:
 - i. if delivered personally, when left at the address and for the contact referred

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to in this clause on the date and at the time that the delivery receipt is signed; or

- ii. if sent by pre-paid first class post or recorded delivery, at 9.00 am on the second Operational Day after posting; or
- iii. if delivered by commercial courier, on the date and at the time that the courier's delivery receipt is signed
- iv. if sent by secure email, on the date and time that a read receipt is received by the sender.

10. NO PARTNERSHIP

Nothing in this Agreement is intended to, or shall be deemed to, establish any partnership or joint venture between any of the Parties, constitute any Party the agent of another Party, nor authorise any Party to make or enter into any commitments for or on behalf of any other Party.

11. THIRD PARTY RIGHTS

No person other than a Party to this Agreement shall have any rights to enforce any term of this Agreement whether under the Contracts (Rights of Third Parties) Act 1999 or otherwise.

SCHEDULE 7

PROTOCOL FOR MANAGING CONFLICTS OF INTEREST

IN RELATION TO THE STRATEGY FOR THE WEST YORKSHIRE ASSOCIATION OF ACUTE TRUSTS

1. INTRODUCTION

- 1.1 This document forms part of the governance arrangements for the West Yorkshire Association of Acute Trusts (WYAAT) Committee in Common (CIC) and should be considered in conjunction with the overall Memorandum of Understanding and Terms of Reference of that Committee.
- 1.2 The members of WYAAT will adhere to the NHS England Guidance on Managing Conflicts of interest.
- 1.3 The objectives of this Protocol are to:
 - 1.3.1 manage any Conflict so that the Parties are able to discuss the development of the WYAAT Strategy and make decisions on its delivery in accordance with principles of probity, fairness, non-discrimination, equality and transparency;
 - 1.3.2 minimise the risk of a successful challenge being brought by a third party as a result of the unmanaged and undisclosed exploitation of a Conflict; and
 - 1.3.3 ensure that the management of the Conflict during the negotiations does not prejudice the ability of any Party or Individual to continue to fulfil their role, does not undermine their ability to make decisions, and does not damage public trust and confidence in the Parties.

2. DEFINITIONS

- 2.1 For the purposes of this document a 'conflict of interest' is defined as:

'A set of circumstances by which a reasonable person would consider that an individual's ability to apply judgement or act, in the context of delivering, commissioning or assuring taxpayer funded health and care services is, or could be, impaired or influenced by another interest they hold'.

- 2.2 A conflict of interest may be:

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- i. Actual – There is a material conflict between one or more interests.
 - ii. Potential – There is the possibility of a material conflict between one or more interests in the future.
- 2.3 A material interest is one which a reasonable person would take into account when making a decision regarding the use of tax-payers money because the interest has relevance to that decision.
- 2.4 Interests fall into the following categories:
- i. Financial interests – where an individual may get direct benefit* from the consequences of a decision they are involved in making
 - ii. Non-financial professional interest – where an individual may obtain a non-financial professional benefit* from the consequences of a decision they are involved in making such as increasing their professional reputation or promoting their professional career
 - iii. Non-financial personal interests – where an individual may benefit* personally in ways which are not directly linked to their professional career and do not give rise to a direct financial benefit because of decisions they are involved in making
 - iv. Indirect interests – where an individual has a close association ** with another individual who has a financial interest, a non-financial professional interest or a non-financial personal interest who would stand to benefit from a decision they are involved in making.
 - v. Loyalty interests - Conflicts of interest can arise when decision making is influenced subjectively through association with colleagues or organisations out of loyalty to the relationship they have, rather than through an objective process. The scope of loyalty interests is potentially huge, so judgement is required for making declarations.

A benefit may arise from the making of a gain or avoiding a loss

** These associations may be close family members and relatives, close friends and associates and business partners.

3. CONFLICTS OF INTEREST

3.1 The Parties agree that other than being a party to WYAAT:

3.1.1 a conflict of interest (Conflict) arises when in developing and delivering the WYAAT Strategy an individual or organisation:

- i. owes duties to two or more organisations and those duties are in conflict with one another; or
- ii. has any financial interest, direct or indirect, in any contract, proposed contract or other matter around the WYAAT Strategy development and delivery and is present at a meeting at which the contract or other matter is the subject of consideration; and/or
- iii. the individuals' or organisations' ability to exercise judgement, or act in a role is, could be, or is seen to be impaired or otherwise influenced by their involvement in another role or relationship.
- iv. if in doubt, any Individual or Party concerned should assume that a potential Conflict exists.

3.1.2 applying the meaning of a Conflict to an Individual, a Conflict does potentially exist if an Individual simultaneously has a role at more than one Party or has previously had or will have a role at a Party while being employed at another as the case may be;

3.1.3 the existence of a Conflict does not in itself indicate that a person or organisation in question has done anything wrong. Where Conflicts are unavoidable they need to be managed appropriately;

3.1.4 if any Party materially breaches this Protocol then the Parties may agree to discontinue the respective Party involvement in the further discussions around the WYAAT Strategy development and delivery; and

3.1.5 this document accordingly sets out a Protocol that the Parties have agreed to adopt for the purpose of managing a Conflict.

4. PROCESS FOR MANAGING CONFLICTS OF INTEREST

4.1.1 Individuals and the Parties will adhere to the NHS England Guidance on Managing Conflicts of Interest.

- 4.1.2 The Parties acknowledge that they are independent statutory providers and that the intent of the WYAAT Strategy is to deliver region wide efficient and sustainable healthcare for patients, so whilst it is contemplated that there will be Conflicts, the Parties expect these to be managed in a reasonable manner to ensure the objective is met and that the appropriate Parties are part of WYAAT discussions and, where reasonable, any decisions.
- 4.1.3 Each individual must ensure that their declarations are up to date on the register of their own organisation in the first instance. An up to date register of interests of all Committee members will be provided to the Chair (noting adherence to Schedule 5 section 5.4) of the WYAAT Committee in Common prior to each meeting.
- 4.1.4 Where a Party is aware of a Conflict which:
- i. has not been declared, either in the register or orally, they will declare this at the start of the meeting;
 - ii. has previously been declared, in relation to the scheduled or likely business of the meeting, the Party concerned will bring this to the attention of the Chair of the meeting, together with details of arrangements which have been confirmed for the management of the Conflict.
- 4.1.5 The Chair of the meeting will then determine how this should be managed and inform the Party of their decision. Where no arrangements have been confirmed, the Chair of the meeting may require the individual to withdraw from the meeting or part of it if appropriate. The Party or Individual as applicable will then comply with these arrangements, which must be recorded in the minutes of the meeting.
- 4.1.6 Where the Chair of any meeting has a Conflict, previously declared or otherwise, in relation to the scheduled or likely business of the meeting, they must make a declaration and a deputy chair will be appointed to act as chair for the relevant part of the meeting. Where arrangements have been confirmed for the management of the Conflict in relation to the chair, the meeting must ensure these are followed. Where no arrangements have been confirmed, the deputy chair may require the chair to withdraw from the meeting or part of it. Where there is no deputy chair, the Parties present at the meeting will select one.

- 4.1.7 Any declarations of Conflicts and arrangements agreed in any meeting will be recorded in the minutes and the register of Conflicts for the Parties in respect of the WYAAT Strategy development and delivery. The Chair will make a decision as to whether the relevant section of the minutes should be redacted for those individuals who declared a conflict and this decision will be recorded in the minutes.
- 4.1.8 Where more than 50% of the Parties representatives at a meeting are required to withdraw from a meeting or part of it, owing to the arrangements agreed for the management of Conflicts, the Chair (or deputy) will determine whether or not the discussion can proceed.
- 4.1.9 In making this decision the Chair will consider whether the meeting is quorate, in accordance with the number and balance set out in the WYAAT CIC Terms of Reference. Where the meeting is not quorate, owing to the absence of certain Parties, the discussion will be deferred until such time as a quorum can be convened. Where a quorum cannot be convened from the Parties owing to the arrangements for managing Conflicts, the chair shall consult with the Conflict Leads on the action to be taken. This may include inviting on a temporary basis alternate individuals from the affected Parties to make up the quorum (where these are permitted members who are not subject to a Conflict) so that they can progress the item of business.

SCHEDULE 8

INFORMATION SHARING PRINCIPLES

IN RELATION TO THE DEVELOPMENT OF A STRATEGY FOR WEST YORKSHIRE ASSOCIATION OF ACUTE TRUSTS

1. INTRODUCTION

This document forms part of the governance arrangements for the West Yorkshire Association of Acute Trusts (WYAAT) Committee in Common (CIC) and should be considered in conjunction with the overall Memorandum of Understanding and Terms of Reference of that Committee.

2. DEFINITIONS

- 2.1 In this Agreement the following words and expressions shall have the following meanings:
- 2.1.1 Business as Usual: all activities undertaken by any Party in the ordinary course of business save for any activity in connection with the WYAAT Strategy development and delivery;
 - 2.1.2 Confidential Information: shall have the meaning given to it in the Confidentiality Agreement;
 - 2.1.3 Competitively Sensitive Information: any Confidential Information which would or might enable the recipient to alter its commercial strategy and may include, by way of illustration, trade secrets, confidential financial information and confidential commercial information, including without limitation, information relating to the terms of actual or proposed contract or sub-contract arrangements (including bids received under competitive tendering), future pricing, business strategy and costs data, as may be utilised, produced or recorded by any Party, the publication of which an organisation in the same business would reasonably be able to expect to protect by virtue of business confidentiality provisions; and
 - 2.1.4 Data: information, data and material recorded in any form and shared between any or all of the Parties including Confidential Information and Commercially Sensitive Information.

3. PRINCIPLES

The following key principles guide the sharing of data between the Parties

- 3.1 The Parties endorse, support and promote the accurate, timely, secure and

confidential sharing of both person identifiable and anonymised data where such data sharing is essential for the provision of effective and efficient services to the local population.

- 3.2 The Parties are fully committed to ensuring that if they share data it is in accordance with their legal, statutory and common law duties, and, that it meets the requirements of any additional guidance.
- 3.3 Where it is agreed that the sharing of data is necessary, only that which is needed, relevant and appropriate will be shared and that would only be on a “need to know” basis.
- 3.4 The data being shared will only be used for the purpose for which it was originally intended.
- 3.5 All Parties must have in place policies and procedures to meet the national requirements for Data Protection, Data Security and Confidentiality [<https://ico.org.uk/for-organisations/guide-to-data-protection>]. The existence of, and adherence to, such policies provide all Parties with confidence that data shared will be transferred, received, used, held and disposed of appropriately.
- 3.6 In line with these policies, the Parties have developed and approved a single Information Sharing Agreement to allow the sharing of non-person identifiable information to support WYAAT programmes and projects. If the Parties need to share person or patient identifiable information to support a WYAAT programme or project, an individual information sharing agreement will be put in place for each programme or project, where required, in order to ensure secure and appropriate sharing of information.
- 3.7 The Parties acknowledge their ‘Duty of Confidentiality’ to the people they serve. In requesting release and disclosure of data from other Parties’ employees and contracted volunteers will respect this responsibility and not seek to override the procedures which each organisation has in place to ensure that data is not disclosed illegally or inappropriately. This responsibility also extends to third party disclosures; any proposed subsequent re-use of data which is sourced from another organisation should be approved by the source organisation.
- 3.8 When disclosing data about individuals, Parties will clearly state whether the data being supplied is fact, opinion, or a combination of the two.
- 3.9 The Parties will have in place effective procedures to address complaints relating to the disclosure of data, and information about these procedures should be made available to service users.

4. CONFIDENTIAL INFORMATION

- 4.1 The Parties can share information with each other and NHS England for the purpose of the WYAAT Strategy development and delivery subject to the provisions of the Confidentiality Agreement.

- 4.2 The WYAAT Programme Office and each Party shall maintain clear records of all the Confidential Information exchanges they are part of.

5. COMPETITIVELY SENSITIVE INFORMATION

- 5.1 The Parties shall not disclose to each other any Competitively Sensitive Information. The Parties acknowledge that:
- 5.1.1 information is not Competitively Sensitive Information if it relates to activities or markets in which the relevant Parties do not currently compete and where there is no realistic prospect that they will in future compete;
 - 5.1.2 subject to section 6, information is not Competitively Sensitive Information if it relates to any arrangements involving information exchange and collaboration (including for the purpose of joint projects contemplated or being implemented by the Parties under WYAAT) for the purpose of Business as Usual activities; and
 - 5.1.3 information is not Competitively Sensitive Information if it relates to activities or markets in which the respective Parties are actual or potential competitors and disclosure of the relevant information would not affect the recipient Party's commercial strategy or decisions; this may apply if, for example:
 - i. the information is historical, aggregated (as defined below) and/or anonymised; or
 - ii. the information is freely available in the public domain.
- 5.2 In this clause 5 "aggregated" means that the price, cost and volume of individual services or contracts for the provision of services, the subject matter of which forms or could form the basis of competition between the Parties, cannot be determined from the Data.

6. DOCUMENT CREATION

- 6.1 The Parties acknowledge that documents created by any Party for the WYAAT Strategy development may be required to be disclosed to the UK merger authorities.
- 6.2 The Parties agree to take due care and attention when creating documents (including but not limited to emails and handwritten notes) to avoid the use of language that could be misinterpreted.
- 6.3 If any Party is asked by external legal advisors to provide Data, any documents must be clearly marked "Privileged and confidential: prepared at the request of external legal advisers".

CGO.10.24.7 - MATTERS RAISED WITH GOVERNORS BY MEMBERS,
PATIENTS AND THE PUBLIC

REFERENCES

Only PDFs are attached



CGo.10.24.9 - Contitution Amendments (Cover Sheet).pdf



CGo.10.24.9 - Appendix 1 - Make up of the Council of Governors.pdf



CGo.10.24.9 - Apendix 2 - BTHFT Constitution - October 2024 DRAFT.pdf

Meeting Title	Council of Governors Open		
Date	17 October 2024	Agenda item	CGo.10.24.9

Constitution amendments

Presented by	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		
Author	Katie Shepherd, Corporate Governance Manager		
Lead Director	Renee Bullock, Chief People and Purpose Officer		
Purpose of the paper	To propose revisions to the Constitution following review by the Constitution Task and Finish Group.		
Key control	N/A		
Action required	For approval		
Previously discussed at/ informed by	Constitution Task and Finish Group held 1 October 2024 and 8 October 2024		
Previously approved at:	N/A	Date	

Key Options, Issues and Risks

At the Council of Governors meeting on 18 July 2024, the Council agreed to support the establishment of a Constitution review task and finish group. The Group comprised the following members:

- Sarah Jones, Chair
- David Wilmshurst, Governor
- Farideh Javid, Governor
- Dermot Bolton, Governor
- John Waterhouse, Governor
- Karen Walker, NED
- Sajid Azeb, Chief Operating Officer/Deputy Chief Executive

Laura Parsons, Associate Director of Corporate Governance/Board Secretary and other members of the Corporate Governance team were in attendance to provide support and guidance to the task and finish group.

The group met twice; on 1 October 2024 and 8 October 2024. Two key questions were considered, increasing the number of Governors and any other key changes to the Constitution.

1. Increasing the number of Governors on our Council

Increase in staff governors

The task and finish group considered and supported a proposal to increase the staff governor cohort by two to ensure better representation for our staff groups. Namely, an additional staff governor to represent the 'All other staff group' and an additional staff governor to represent our 'Nursing and midwifery staff group'.

Included at **Appendix 1** is the supporting information considered by the task and finish group which includes our current Council of Governors make-up along with the additional detailed information on the make-up of our staff membership cohorts.

To support the recommendation regarding the increase of staff governors, the task and finish group consulted with the four current staff governors and, our staff side representatives. All were in favour of the increases proposed.

Meeting Title	Council of Governors Open		
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Increase in partner governors

The task and finish group also considered and supported a proposal to increase the number of our partner governors to better represent the Trust's communities. In addition to our partner governors from Bradford University, Leeds University and Bradford Metropolitan District Council, the task and finish group determined that benefits would be had from the inclusion of representatives on our Council from Healthwatch Bradford and District, and from an organisation involved with mental health, learning disabilities and autism, which is not currently represented on the Council.

Representation for our younger population

As Bradford is the youngest city in the UK, the task and finish group considered how the younger members of the Trust's communities could be better represented. The group considered the addition of a 'young person membership constituency', however the membership figures were too low to sustain an additional membership constituency group solely for young people (aged 16 to 25).

As an alternative, the group was informed of an initiative implemented by Calderdale and Huddersfield NHS Foundation Trust (CHT) whereby two 'Associate Youth Governors' have been appointed, both of whom are patients at CHT. These are non voting roles, but are able to attend Council meetings and take part in discussions. The group was supportive of implementing this at BTHFT. We would also continue to seek to grow the number of members between the ages of 16-25, with the support of the Associate Youth Governors.

2. Further key changes considered

Removal of Vice Chair role

The Vice Chair role is not common practice and BTHFT is the only Trust in West Yorkshire ICB with this role. Usual practice is for the Deputy Chair to deputise for the Trust Chair (including at COG meetings), and this is the case at the other Foundation Trusts in West Yorkshire ICB.

Therefore it is proposed that the Vice Chair role is removed and that the Deputy Chair deputises at COG meetings in the absence of the Chair.

The task and finish group supported this proposal, noting that this was to ensure that the Trust was working in line with common practice at other trusts and also supports the premise that the Chair provides a link between the Council and the Board. The group noted that the informal support and co-ordination role provided by the Vice Chair has been very much valued by governors and the removal of the role from the Constitution does not impact on this.

Declaration of political affiliations

The group noted that there is currently only a requirement for governors to declare a political affiliation at election, rather than during their tenure as a governor. The group supported a proposal to include a requirement to declare political affiliations within the Conflicts of Interest policy, and this will apply to governors, NEDs and employees of the Trust.

Scheduling of governor elections

The group considered a proposal to include reference to the scheduling of elections and that this would be in line with NHS Providers guidance, in relation to avoiding local and general elections. It was noted that there was not an appropriate place to include this in the Constitution, however we will ensure that

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elections take place at appropriate times in future so that there are no clashes with local elections, or general elections wherever possible.

List of all proposed amendments

All proposed amendments to the Constitution are listed in the table below.

Section:	Current Wording:	Proposed Wording:
Throughout	Chairman	Chair
Throughout	-	Correction to typographical / grammatical errors
1	Other Partnership Governor	Partner Governor
1	-	Addition of definition: Lead Governor - means a Governor elected by the Council of Governors to fulfil the statutory role originally set out by Monitor (now NHS England);
5.3.1	-	Addition of wording: The minimum number of members in each class of the staff constituencies is specified in Annex 2.
6.1.2	1 being elected by the registered Nurses and Midwives Class 1 being elected by the All Other Staff Class	2 being elected by the registered Nurses and Midwives Class 2 being elected by the All Other Staff Class
6.1.2	4 Staff Governors	6 Staff Governors
6.1.2	-	Addition of: (f) 2 Partner Governors
6.8	-	Addition of: 6.8 Partner Governors 6.8.1 Healthwatch Bradford and District and a Mental Health, Learning Disabilities and Autism representative organisation (to be determined by the Trust) shall each appoint one Partner Governor.
6.16.1	6.16.1 The Chairman of the Foundation Trust or, in their absence, the Vice Chair, appointed under paragraph 6.16.2, is to preside at meetings of the Council of Governors.	6.17.1 The Chairman of the Foundation Trust or, in their absence, the Deputy Chair of the Board is to preside at meetings of the Council of Governors.
6.16.2	The Council of Governors shall appoint from the public or patient Governors a Vice Chair who shall preside at meetings of the Council of Governors in the absence of the Chair or when the Council of Governors is considering matters relating to the Non Executive Directors or the Board of Directors. The appointment of the Vice Chair shall be by majority vote at a general meeting.	Removed.
Annex 2	-	Addition of Annex 2: Staff Constituencies of the Foundation Trust
Annex 3	-	Addition of Annex 3: Local Authority, University and Partner Governors of the Foundation Trust
Annex 4	Was previously Annex 2 Model Election Rules 2014.	Now listed as Annex 4 Model Election Rules.

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The revised Constitution, including tracked changes is attached at Appendix 2 .		
Recommendation		
<p>The Council of Governors is asked to approve the proposed amendments to the Trust Constitution:</p> <ul style="list-style-type: none"> - Increase the staff governor constituencies from 4 to 6, so that there are two representatives from the Nursing and Midwifery staff class and two representatives from the All Other Staff class; - The addition of a Partner Governor Healthwatch; - Addition of Partner Governor to represent mental health, learning disabilities and autism; - Removal of the Vice Chair role; - All other amends presented in the table above. <p>Amendments to the Constitution also require the approval of the Board, and subject to approval by the Council of Governors, these amendments will be presented to the Board for approval on 28 November 2024.</p> <p>The Council of Governors is also asked to support the appointment of two (non voting) Associate Youth Governors to the Council.</p>		

Appendix 1:

Current make-up of our Council of Governors

Patient - (Out of Bradford)	Elected
Patient - (Out of Bradford)	Elected
Public - Bradford East	Elected
Public - Bradford East	Elected
Public - Bradford South	Elected
Public - Bradford South	Elected
Public - Bradford West	Elected
Public - Bradford West	Elected
Public - Keighley	Elected
Public - Keighley	Elected
Public - Rest of England and Wales	Elected
Public - Shipley	Elected
Public - Shipley	Elected
Staff – Allied Health Professionals and Scientists (AHP&S)	Elected
Staff - All other staff groups (Admin & Clerical, Estates and Facilities and Additional Clinical Services)	Elected
Staff - Medical and Dental	Elected
Staff - Nursing & Midwifery	Elected
Partner Governor - BMDC	Appointed
Partner Governor - University of Bradford	Appointed
Partner Governor - University of Leeds	Appointed

Staff Governors

The percentage of membership within each of the staff membership groups is included in the table below.

The staff figures represent permanent FTE (full time equivalent) staff.

Staff Constituency - membership groups			Totals	
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'All Other Staff Groups'			3,032.76	47%
	Estates and Ancillary	454.1	15%	
	Additional Clinical Services	1,093.79	36%	
	Admin & Clerical	1,484.87	49%	

Allied Health Professionals and Scientists (AHP&S)			700.68	11%
	Add Prof Scientific & Technic	154.68	22%	
	Allied Health Professionals	438.89	63%	
	Healthcare Scientists	107.11	15%	

Medical and Dental			898.87	14%
	Medical & Dental	898.87	100%	

Nursing and Midwifery			1,821.18	28%
	Nursing & Midwifery Registered	1,821.18	100%	

Total permanent staff 6,453.49

End

Constitution

Approved by Council of Governors: ~~6th February 2024~~
Approved by the Board of Directors: ~~18th January 2024~~

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BRADFORD TEACHING HOSPITALS NHS FOUNDATION TRUST

(A PUBLIC BENEFIT CORPORATION)

CONSTITUTION

Unless the context otherwise requires, words or expressions contained in this Constitution bear the same meaning as in the National Health Service Act 2006 (as amended).

References in this Constitution to legislation include all amendments, replacements, or re-enactments made.

1. DEFINITIONS

In this Constitution:-

"the 2006 Act"	means the NHS Act 2006 (as amended) ;
"Annual Members Meeting"	means the Annual Meeting of Members open to members of the public;
"Area of the Foundation Trust"	means the area, consisting of all the areas, specified in Annex 1, as an area for a public constituency;
"Board of Directors"	means the Board of Directors as constituted in accordance with this Constitution;
"Council of Governors"	means the Council of Governors as constituted in accordance with this Constitution;
"Director"	means a member of the Board of Directors;
"Financial year"	means- (a) the period beginning with the date on which the Foundation Trust is authorised and ending with the next 31st March; and (b) each successive period of twelve months beginning with 1st April;
"Governor"	means a member of the Council of Governors;
<u>"Lead Governor"</u>	<u>means a Governor elected by the Council of Governors to fulfil the statutory role originally set out by Monitor (now NHS England);</u>

"Local Authority Governor"	means a member of the Council of Governors appointed by one or more local authorities whose area includes the whole or part of the area of the Foundation Trust;
"Member"	means a member of the Foundation Trust;
"Non-Executive Director"	means the Non-Executive Directors of the Board of Directors including the Chair;
"Other Partnership Governor"	means a member of the Council of Governors appointed by a partnership organisation other than a local authority or university providing a medical or dental school to the Foundation Trust;
"Patient"	means an individual who has attended any of the Foundation Trust's hospitals or clinics, whether NHS or private, at any time;
"Carer"	means an individual who has attended any of the Foundation Trust's hospitals or clinics as a carer of a patient other than an individual providing care in pursuance of a contract (including a contract of employment), or as a volunteer for a voluntary organization;
<u>"Partner Governor"</u>	<u>means a member of the Council of Governors appointed by a Partner Organisation specified in Annex 3;</u>
"Patient Governor"	means a member of the Council of Governors elected by the members of the Patient Constituency;
"Public Governor"	means a member of the Council of Governors elected by the members of the Public Constituency;
"Secretary"	means the Secretary of the Foundation Trust or any other person appointed to perform the duties of the Secretary of the Foundation Trust;
"Staff Governor"	means a member of the Council of Governors elected by the members of a Staff Class;
"Standing Orders"	means the Standing Orders of the Foundation Trust;

“the Foundation Trust”	means Bradford Teaching Hospitals NHS Foundation Trust;
“University Governor”	means a member of the Council of Governors appointed by a University providing medical or dental hospital or professional training to the Foundation Trust.

2 NAME

- 2.1 The name of the Foundation Trust is "Bradford Teaching Hospitals NHS Foundation Trust".

3 PRINCIPAL PURPOSE

- 3.1 The principal purpose of the Foundation Trust is the provision of goods and services for the purposes of the health service in England.
- 3.2 The Foundation Trust does not fulfil its principal purpose unless, in each financial year, its total income from the provision of goods and services for the purposes of the health service in England is greater than its total income from the provision of goods and services for any other purposes.
- 3.3 The Foundation Trust may provide goods and services for any purposes related to –
- 3.3.1 the provision of services provided to individuals for or in connection with the prevention, diagnosis or treatment of illness, and
 - 3.3.2 the promotion and protection of public health.
- 3.4 Subject to paragraph 15 the Foundation Trust may also carry on activities other than those mentioned in the above paragraph for the purpose of making additional income available in order to better carry on its principal purpose.

4 POWERS

- 4.1 The powers of the trust are set out in the 2006 Act.
- 4.2 All the powers of the trust shall be exercised by the Board of Directors on behalf of the trust.
- 4.3 Any of these powers may be delegated to a committee of directors or to an executive director.

5 MEMBERS

5.1 **Constituencies**

The Foundation Trust is to have members, each of whom shall be a member of one of the membership Constituencies, namely -

- (a) The “Public Constituencies”,
- (b) a “Staff Constituency” and,
- (c) a “Patients’ Constituency”.

5.2 **Public Constituency**

5.2.1 The Public Constituencies are to be known by the names listed in column 1 of Annex 1.

5.2.2 Members of the Foundation Trust who are members of the Public Constituency listed in column 1 of Annex 1 are to be individuals:

- (a) who are at least 16 years old and live in the area specified for that Constituency in the corresponding entry in column 2 of that Annex; and
- (b) who are not eligible to become a member of the Staff Constituency and are not members of any other constituency or are otherwise disqualified from membership under paragraph 5.5; and
- (c) who have made an application for membership to the Foundation Trust. Membership is potentially available to all these individuals, and the Foundation Trust is to use its best endeavours to ensure that, taken as a whole, the actual membership of the Foundation Trust’s Public Constituencies that fall within the Bradford Metropolitan District Council area is representative of those eligible for membership.

5.2.3 The minimum number of members required for each Public Constituency is to be the number given in column three of Annex 1.

5.3 **Staff Constituency**

5.3.1 The staff constituency shall be divided into four classes of individuals as follows:

- a) Medical and Dental practitioners staff class;
- b) Nurses and Midwives staff class
- c) Allied Health Professionals and Scientists class

d) All Other Staff Class

The minimum number of members in each class of the staff constituencies is specified in Annex 2.

- 5.3.2 The members of the Medical and Dental Staff Class are individuals who are members of the Staff Constituency who are fully registered within the meaning of the Medicines Act 1956.
- 5.3.3 The members of the Nurses and Midwives Staff Class are individuals who are members of the Staff Constituency who are registered Nurses or registered Midwives.
- 5.3.4 The members of the Allied Health Professionals and Scientists Staff Class are members of the Staff Constituency whose regulatory body falls within the remit of the Council for the Regulation of Health Care Professionals established by section 25 of the NHS Reform and Health Care Professionals Act 2002, except that they are not registered Nurses or Midwives
- 5.3.5 The members of the All Other Staff Class are members of the Staff Constituency who do not come within paragraphs 5.3.2 to 5.3.4 above.
- 5.3.6 Members of the Foundation Trust who are members of the Staff Constituency are to be individuals who:
- a) are employed under a permanent contract of employment by the Foundation Trust; or
 - b) are individuals who are not so employed but who nevertheless exercise functions for the purposes of the Foundation Trust; and
 - c) who satisfy the minimum duration requirements set out in paragraph 3 of Schedule 7 to the 2006 Act; and
 - d) have made an application for membership of the Foundation Trust; or
 - e) on appointment shall become a member of the appropriate class within the Staff Constituency without an application being made, unless they inform the Foundation Trust that they do not wish to become a member.
- 5.3.7 The minimum number of members of each Staff class is to be 100.
- 5.3.8 A person who is eligible to be a member of the Staff Constituency may not become or continue to be a member of any Constituency other than the Staff Constituency and may not become or continue

to be a member of more than one Staff class.

5.4 Patients Constituency

5.4.1 The members of the Foundation Trust who are members of the Patient Constituency are individuals:

- a) who are at least 16 years old and have attended any of the Foundation Trust's hospitals or clinics as a patient (as defined within this Constitution), or
- b) the carer of a Patient as identified in 5.4.1 a);
- c) is not eligible to become a member of the Staff Constituency and are not members of any other Constituency and are not otherwise disqualified from membership, and has a postcode outside of the BMDC area; and
- d) has made an application for membership of the Foundation Trust.

5.4.2 The minimum number of members required for the Patients' Constituency is to be 100.

5.5 Disqualification for Membership

5.5.1 A person may not be a member of the Foundation Trust ;

- (a) Unless they are of 16 years of age or over.
- (b) If they have demonstrated aggressive or violent behaviour towards Foundation Trust staff, that is, if a Warning Letter has been issued to them under Stage 3 of the Foundation Trust's Policy for Withholding Treatment from Violent and Abusive Patients, a final Written Warning has been issued under Stage 4, or, they have been asked to leave, have been removed or excluded from the Foundation Trust's premises under the Policy.

5.5.2 It is the responsibility of the member to ensure their eligibility and not the Foundation Trust, but where the Foundation Trust is on notice that a member may be disqualified from membership, the Secretary shall carry out all reasonable enquiries to establish if this is the case.

5.6 Termination of Membership

5.6.1 A member shall cease to be a member if they:-

- (a) Resign by notice to the Secretary

- (b) Cease to fulfil the requirements of paragraphs 5.2, 5.3 or 5.4
- (c) Become disqualified from membership by reason of paragraph 5.5.1(b)

5.7 Voting at Governor Elections

- 5.7.1 A person may not vote at an election for a Public or Patient Governor unless within the specified period they have made a declaration in the specified form stating the particulars of their qualification to vote as a member of the Constituency for which an election is being held. It is an offence knowingly or recklessly to make such a declaration which is false in any material particular.

5.8 Annual Members' Meeting

- 5.8.1 The Foundation Trust shall hold an annual meeting of its members ('Annual Members' Meeting'). The Annual Members' Meeting shall be open to members of the public.

- 5.8.2 The following documents shall be presented to the members of the Foundation Trust at the Annual Members Meeting by at least one member of the Board of Directors:

- a) the Annual Accounts;
- b) any report of the External Auditor on the Annual Accounts;
and
- c) the Annual Report

The Foundation Trust may combine a meeting of the Council of Governors convened for the purposes of being presented with the above documents with the Annual Members' Meeting.

- 5.8.3 In accordance with paragraph 18 of this Constitution where an amendment has been made to the Constitution in relation to the powers or duties of the Council of Governors, members must be given the opportunity to vote at the Annual Member's Meeting on whether they approve the amendment.

6 COUNCIL OF GOVERNORS

6.1 Composition of the Council of Governors

- 6.1.1 The Foundation Trust shall have a Council of Governors. It shall consist of Public Governors, Staff Governors, Patient Governors, University Governors, Local Authority Governors and other

Partners~~hip~~ Governors.

6.1.2 The Council of Governors shall include:

- (a) 11 Public Governors
- (b) 2 Patient Governors
- (c) ~~4~~6 Staff Governors
 - (i) 1 being elected by the Medical and Dental Practitioners Class
 - (ii) ~~4~~2 being elected by the registered Nurses and Midwives Class
 - (iii) 1 being elected by the Allied Health Professionals and Scientists Class
 - (iv) ~~4~~2 being elected by the All Other Staff Class
- (d) 1 Local Authority Governor
- ~~(e)~~ 2 University Governors
- ~~(e)~~(f) 2 Partner Governors

6.1.3 The aggregate number of members of Public Governors and Patient Governors is to be more than half the total membership of the Council of Governors.

6.2 Public Governors

6.2.1 Members of a Public Constituency may elect any of their number to be a Public Governor from within their constituency according to the Election Scheme.

6.2.2 If contested, the election will be by secret ballot.

6.2.3 The Election Scheme, including the process for ratifying Governors if the election is uncontested, is set out in ~~Annex 2~~Annex 4.

6.2.4 A person may not stand for election to the Council of Governors as a Public Governor unless they have made a declaration in the form specified in ~~Annex 2~~Annex 4 of their qualification to vote as a member for the Public Constituency for which the election is being held and is not prevented from being a member of the Council of Governors by paragraph 8 to Schedule 7 of the 2006 Act or paragraph 6.110 below. It is an offence to knowingly or recklessly make a declaration under paragraph 60 of the 2006 Act which is false in a material particular.

6.2.5 Paragraph 5.7.1 (voting at Governor elections) applies.

6.3 Patient Governors

6.3.1 Members of the Patient Constituency may elect any of their number to be a Patient Governor.

6.3.2 If contested the election must be by secret ballot.

6.3.3 The election scheme is set out in ~~Annex 2~~Annex 4

6.3.4 A person may not stand for election to the Council of Governors as a Patient Governor unless within the period specified in ~~Annex 2~~Annex 4 they have made a declaration in the form specified in ~~Annex 2~~Annex 4 of the particulars of their qualification to vote as a member of the Patients' Constituency and is not prevented from being a member of the Council of Governors by paragraph 8 to Schedule 7 of the 2006 Act or paragraph 7.10 below. It is an offence to knowingly or recklessly make a declaration under paragraph 60 of the 2006 Act which is false in a material particular.

6.3.5 Paragraph 5.7.1 (voting at Governor elections) applies.

6.4 Staff Governors

6.4.1 Members of a Class of the Staff Constituency may elect any of their number to be a Staff Governor from within that Class.

6.4.2 If contested, the election will be by secret ballot.

6.4.3 The Election Scheme is set out in ~~Annex 2~~Annex 4

6.5 Role of Local Authority, University and Partnership Governors

6.5.1 Subject to the overriding principle that the Governors' first responsibility is to the Council of Governors and the Trust the role of Governors appointed as Local Authority Governors, University Governors and other ~~Partnership~~ Governors shall in addition to their general responsibilities as Governors be:

- a) to speak with authority for the organisation they represent and be able to explain its policies;
- b) to support the role of the Council of Governors as set out in paragraph 6.132;
- c) to represent the Foundation Trust to the organisation they represent.

6.5.2 The appointment of Local Authority Governors, University Governors and other Partnership Governors shall be in accordance with a process agreed with the Secretary of the Foundation Trust.

6.6 University Governors

6.6.1 The University of Leeds and the University of Bradford shall each appoint a University Governor.

6.7 Local Authority Governors

6.7.1 The Bradford Metropolitan District Council shall appoint one Local Authority Governor.

6.8 Partner Governors

6.8.1 Healthwatch Bradford and District and a Mental Health, Learning Disabilities and Autism representative organisation (to be determined by the Trust) shall each appoint one Partner Governor.

~~6.8~~ 6.9 Terms of Office

~~6.8.16~~ 6.9.1 Public Governors, Staff Governors and Patient Governors;

- (a) may hold office for a period of three years
- (b) are eligible for re-election at the end of that period; and
- (c) may not hold office for longer than nine consecutive years.

~~6.8.26~~ 6.9.2 Local Authority Governors;

- (a) may hold office for a period of three years
- (b) are eligible for reappointment at the end of that period; and
- (c) may not hold office for longer than nine consecutive years.

~~6.8.36~~ 6.9.3 University Governors;

- (a) may hold office for a period of three years;
- (b) are eligible for reappointment at the end of that period; and
- (c) may not hold office for longer than nine consecutive years.

~~6.8.46~~ 6.9.4 Other Partnership Governors;

- (a) may hold office for a period of three years;
- (b) are eligible for reappointment at the end of that period; and
- (c) may not hold office for longer than nine consecutive years.

6.9.10 Termination of tenure

6.9.16.10.1 A Governor may resign from that office at any time during the term of that office by giving notice in writing to the Secretary.

6.9.26.10.2 If the Governor fails to attend two consecutive meetings of the Council of Governors their tenure of office is to be terminated one month following the second meeting unless in the meantime they have satisfied the Chair that:

- a) the absence was due to a reasonable cause; and
- b) they will be able to start attending meetings of the Council of Governors again within such a period as the Chair considers reasonable.

6.9.36.10.3 If the Governor fails to attend a training session for Governors as recommended by the Secretary and approved by the Council of Governors by a date six months from the date of the Governor's election or appointment then their tenure in office is to be terminated six weeks from the said date unless in the meantime they have satisfied the Chair that:

- a) the absence was due to a reasonable cause; and
- b) they will be able to attend a training session within such a period as the Chair considers reasonable.

6.10.6.11 Disqualification and Removal of a Governor

6.10.16.11.1 A person may not become or continue as a Governor of the Foundation Trust if:

- a) In the case of a Patient Governor, Staff Governor or Public Governor, they cease to be a member of the Constituency they represent;
- b) in the case of a University Governor, Local Authority Governor or other Partnership Governor, the appointing organisation withdraws their appointment of them;
- c) they have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged;

- d) they are a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986);
- e) they have made a composition or arrangement with, or granted a trust deed for, their creditors and have not been discharged in respect of it;
- f) they have within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on them;
- g) they have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- h) they are a person whose tenure of office as the Chairman or as a member or Director of a Health Service body has been terminated on the grounds that their appointment is not in the interests of the Health Service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- i) they are an Executive or Non-Executive Director of the Foundation Trust, or a Governor, Non-Executive Director, Chair, Chief Executive Officer of another NHS Foundation Trust;
- j) they are incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs; [or](#)
- k) they have failed to declare an interest as required by this Constitution or Standing Orders or, have spoken or voted at a meeting on a matter in which they have an interest contrary to this Constitution or Standing Orders, and in this Paragraph interest includes a pecuniary and a non-pecuniary interest in either case whether direct or indirect.

~~6.10.26.11.2~~ 6.11.2 Where a person has been elected or appointed to be a Governor and they become disqualified under paragraph 6.101.1 to hold that office, they shall immediately notify the Secretary in writing of such disqualification and upon giving such notice that Governor's term of office, if any, shall terminate and they shall cease to act as a Governor.

~~6.10.36.11.3~~ 6.11.3 If it comes to the notice of the Secretary that a person elected or appointed to be a Governor may be disqualified under

Paragraph 6.1~~10~~.1 to hold that office and the Secretary has not received a notice under Paragraph 6.1~~10~~.2 from that person, the Secretary shall make such enquiries as they think fit and, if satisfied that the person may be so disqualified, the Secretary shall give notice in writing to that person that the Foundation Trust proposes to declare the person disqualified as a Governor. In this notice, the Secretary shall specify the grounds on which it appears to them that the person is disqualified and give that person a period of at least 14 but no more than 28 days in which to make representations, orally or in writing, on the proposed disqualification. Any representations shall be to, and considered by, a committee of the Directors which in this case shall determine the proposal. If no representations are received within the specified time or the committee of Directors upholds the proposal to disqualify having heard representations, the Secretary shall immediately declare that the person in question is disqualified and notify them in writing to that effect. On such declaration the person's tenure of office shall be terminated and they shall cease to act as a Governor.

~~6.10.46.11.4~~ At the commencement of their term of office a Governor shall sign the 'Governor's Code of Conduct' as agreed by the Council of Governors. A Governor may be subject to removal from office for non-compliance with the 'Governor's Code of Conduct'. The process to be undertaken is specified with the 'Governor's Code of Conduct'.

~~6.116.12~~ **Vacancies**

~~6.11.46.12.1~~ Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions will apply.

~~6.11.26.12.2~~ Where the vacancy arises amongst appointed Governors, the Secretary shall request that the appointing organisation appoint a replacement to hold office for the remainder of the term of office.

~~6.11.36.12.3~~ Where the vacancy arises amongst the elected Governors, the Council of Governors shall be at liberty either:

- a) to call an election within three months, provided that the period of the vacancy exceeds three months; or
- b) to invite the next highest polling Candidate for that seat at the most recent election, who is willing to take office to fill the seat until the next scheduled election, at which time the seat will become vacant and subject to election.
- c) If no-one is available under 6.1~~24~~.3 (b) and the vacancy is for

three months or less the seat will remain vacant until the next scheduled election.

6.12.6.13 Duties and Responsibilities of Governors

6.12.16.13.1 The general duties of the Council of Governors are to: –

- a) ~~to hold~~ Hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors; and
- b) ~~to represent~~ Represent the interests of the members of the Foundation Trust as a whole and the interests of the public.

6.12.26.13.2 The roles and responsibilities of the Council of Governors are to:

- a) Represent the views of their respective members and organisations to the Trust, in order that the Foundation Trust may undertake its business in ways consistent with the needs of its members and the wider community, and to represent the views of the Foundation Trust to their members and organisations in a reciprocal manner.
- b) Appoint or dismiss the Chair and the other Non-Executive Directors and to decide their remuneration, allowances and other Terms and Conditions of their offices. The removal of the Chair or a Non-Executive Director requires a motion in accordance with Standing Orders approved by three-quarters of the Governors.
- c) Approve (by a majority vote) the appointment (by the Non-Executive Directors) of the Chief Executive.
- d) Appoint or remove the Foundation Trust's External Auditor.
- e) Give the views of the Council of Governors to the Board of Directors for the purposes of their preparation by the Board of Directors of the document containing the information as to the Foundation Trust's forward planning in respect of each financial year to be given to the Integrated Care Board (ICB) and NHS England (NHSE).
- f) Respond appropriately when consulted by the Board of Directors in accordance with this Constitution.
- g) Consider and receive the Annual Accounts, any report by the External Auditor on them and the Annual Report.
- h) Receive and consider the views of the members on matters

of significance to the future plans of the Foundation Trust.

~~6.12.36.13.3~~ The Foundation Trust must take steps to secure that the Governors are equipped with the skills and knowledge they require in their capacity as such.

~~6.136.14~~ **Declaration of Interests**

~~6.13.16.14.1~~ A Governor must declare to the Secretary:

- a) any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter concerning the Foundation Trust;
- b) any interests which are relevant and material to the business of the Foundation Trust;
- c) any other interest as set out in the Standing Orders; and
- d) any other interest as set out in the 'Conflicts of Interest Policy for Bradford Teaching Hospitals NHS Foundation Trust'.

~~6.13.26.14.2~~ Such a declaration shall be made by completing and signing a form, as prescribed by the Secretary from time to time, setting out any interests required to be declared in accordance with this Constitution or Standing Orders and delivering it to the Secretary within 28 days of a Governor's election or appointment or otherwise within 28 days of becoming aware of the existence of an ~~relevant or material~~ interest. In addition, if a Governor is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter and, if they have declared a pecuniary interest, they shall not take part in the consideration or discussion of the matter. This Paragraph applies to any Committee or Sub-Committee of the Council of Governors as it applies to the Council of Governors and applies to any member of any such Committee or Sub-Committee (whether or not they are also a Governor) as it applies to a Governor. The provisions of this Paragraph are subject to Paragraph ~~6.143.7~~.

~~6.13.36.14.3~~ "relevant and material" interests are:

- a) Directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies);
- b) Ownership or part-ownership or Directorships of private companies, businesses or consultancies likely or possibly

seeking to do business with the NHS;

- c) Majority or controlling share holdings in organisations likely or possibly seeking to do business with the NHS;
- d) A position of authority in a charity or voluntary organisation in the field of Health and Social Care;
- e) Any connection with a voluntary or other organisation contracting for or commissioning NHS services; and
- f) Any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Foundation Trust, including but not limited to, lenders or banks.

~~6.13.46.14.4~~ Any travelling or other expenses or allowances payable to a Governor in accordance with this Constitution shall not be treated as a pecuniary interest.

~~6.13.56.14.5~~ Subject to any other provision of this Constitution, a Governor shall be treated as having indirectly a pecuniary interest in a contract, proposed contract or other matter, if:

- a) they, or a nominee of theirs, is a Director of a company or other body, not being a public body, with which the contract was made or is proposed to be made or which has a direct pecuniary interest in the other matter under consideration; or
- b) they are a partner of, or are in the employment of a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration.

~~6.13.66.14.6~~ A Governor shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:

- a) of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;
- b) of an interest in any company, body or person with which they are connected as mentioned in paragraphs 6.143.3 and 6.143.5 which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

~~6.13.76.14.7~~ Where a Governor:

- a) has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and
- b) the total nominal value of those securities does not exceed £5,000 or one-hundredth of the total nominal value of the issued share capital of the company or body, whichever is the less, and
- c) if the share capital is of more than one class, the total nominal value of shares of any one class in which they have a beneficial interest does not exceed one-hundredth of the total issued share capital of that class,

The Governor shall not be prohibited from taking part in the consideration or discussion of the contract or other matter or from voting on any question with respect to it, without prejudice however to their duty to disclose their interest.

~~6.13.86.14.8~~ In the case of persons living together the interest of one partner or spouse shall, if known to the other, be deemed for the purposes of this Constitution to be also an interest of the other.

~~6.13.96.14.9~~ If, during the course of a meeting of the Council of Governors, a conflict of interest is established, the Governor concerned shall withdraw from the meeting and play no part in the relevant discussion or decision. If there is a dispute as to whether a conflict of interest exists, the majority of the Governors present at the meeting shall resolve the issue, with the Chair having a casting vote.

~~6.146.15~~ **Expenses**

~~6.14.16.15.1~~ The Foundation Trust may pay travelling and other expenses to Governors at such rates as it decides. These are to be published in the Annual Report.

~~6.156.16~~ **Remuneration**

~~6.15.16.16.1~~ Governors are not to receive remuneration.

~~6.166.17~~ **Meetings**

~~6.16.16.17.1~~ The Chair~~man~~ of the Foundation Trust or, in their absence, the Vice-Deputy Chair of the Board, ~~appointed under paragraph 6.16.2~~, is to preside at meetings of the Council of Governors.

~~6.16.2~~ ~~The Council of Governors shall appoint from the public or patient Governors a Vice Chair who shall preside at meetings of the~~

~~Council of Governors in the absence of the Chair or when the Council of Governors is considering matters relating to the Non-Executive Directors or the Board of Directors. The appointment of the Vice Chair shall be by majority vote at a general meeting.~~

~~6.16.36.17.2~~ Meetings of the Council of Governors are to be open to members of the public except in the following circumstances:

- a) The Council of Governors may, by resolution, exclude the public from a meeting (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest or the interest of the Foundation Trust by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or the proceedings.
- b) Without prejudice to the generality of (a) above, the Council of Governors may treat the need to consider the following matters as of a confidential nature:
 - approval of the appointment or dismissal of the Chief Executive;
 - any disciplinary or other matter arising from a contract of employment with the Foundation Trust;
 - any matter which involves the consideration of information held by the Foundation Trust in confidence, whether that confidentiality covers clinical, commercial or other information;
 - commercial matters where publication may be to the detriment of the Foundation Trust;
 - legal advice; and,
 - litigation actual or anticipated, including any arbitration or dispute resolution process or any matter of a litigious nature whether in a Court, Tribunal or Inquiry.
- c) Without prejudice to the generality of (a) above and without regard to the subject or purport of the recommendation or advice, the Council of Governors may treat as a special reason the need to receive or consider recommendations or advice from sources other than a Director, or the Board of Directors, or the Council of Governors Nominations and Remuneration Committee in accordance with paragraph 7.1.4 to 7.1.7 of this Constitution.

~~6.16.46.17.3~~ The Council of Governors will meet at least 5 times per year inclusive of the Annual General Meeting.

~~6.16.56.17.4~~ At a general meeting in September of each year or on such other date approved by the Chair, the Council of Governors are to

receive and consider the Annual Accounts, any report of the Auditor on them, and the Annual Report. These documents shall be presented by at least one member of the Board of Directors. This meeting may be combined with the Annual Members' Meeting as set out in paragraph 5.8.

~~6.16.66.17.5~~ The Council of Governors shall adopt its own Standing Orders for its practice and procedure.

~~6.16.76.17.6~~ The proceedings of a Meeting of the Governors shall not be invalidated by any vacancy in its membership.

~~6.16.86.17.7~~ A Governor elected to the Council of Governors by a Public Constituency, the Patients' Constituency or a Class of the Staff Constituency may not vote at a meeting of the Council unless, immediately prior to the commencement of each meeting, they have made a declaration in a form as determined by the Secretary stating which Constituency or Class they are a member of and is not prevented from being a member of the Council of Governors by paragraph 9 of Schedule 7 to the 2006 Act or under this Constitution.

~~6.16.96.17.8~~ The Council of Governors may require one or more of the Directors to attend a meeting for the purposes of obtaining information about the Foundation Trust's performance of its functions or the Directors' performance of their duties (and deciding whether to propose a vote on the Foundation Trust's or Directors' performance).

7 BOARD OF DIRECTORS

7.1 Composition of the Board of Directors

7.1.1 The Foundation Trust is to have a Board of Directors. It is to consist of Executive and Non-Executive Directors

7.1.2 The Board is to include—

(a) The following Non-Executive Directors-

- (i) a Chair
- (ii) a Non-Executive Director appointed by the Leeds Medical School, and may include a Non-Executive Director appointed by the University of Bradford, such appointments being subject to approval of the Council of Governors at a general meeting,
- (iii) at least 5 other Non-Executive Directors

(b) The following Executive Directors –

- (i) a Chief Executive (and Accounting Officer),
- (ii) a Finance Director,
- (iii) a Medical Leader, who must be a registered Medical or Dental practitioner (within the meaning of the Dentists Act 1984),
- (iv) a Chief Nurse, who must be a registered Nurse or registered Midwife,
- v) a Chief Operating Officer, and
- vi) a Director of Strategy and Transformation.

7.1.3 Only a member of the Public or the Patients' Constituency, or an individual exercising functions for the Leeds Medical School, or the University of Bradford, is eligible for appointment as a Non-Executive Director.

7.1.4 All current Directors and future appointments must clearly satisfy and continue to meet the requirements of Regulation 5: Fit and Proper Persons: Directors of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 including all future amendments to the regulation.

7.1.5 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Foundation Trust and the other Non-Executive Directors in accordance with the Governors Standing Orders.

7.1.6 Further provisions for the appointment of the Chair and the other Non-Executive Directors and the role of the Council of Governors in the said appointments are set out in the Terms of Reference of the Council of Governors Nominations and Remuneration Committee.

7.1.7 The Council of Governors will not consider nominations for membership of the Board of Directors other than the recommendations of the Council of Governors Nominations and Remuneration Committee.

7.2 Terms of office

7.2.1 The Chair and the Non-Executive Directors are to be appointed for a period of office in accordance with the Terms and Conditions of office decided by the Council of Governors at a general meeting.

7.2.2 The Chief Executive (and Accounting Officer) shall hold office for a period in accordance with the Terms and Conditions of office decided by the relevant committee of Non-Executive Directors.

7.2.3 The Executive Directors other than the Chief Executive shall hold

office for a period in accordance with the Terms and Conditions decided by the relevant committee of Non-Executive Directors advised by the Chief Executive.

7.2.4 On termination of their contract of employment an Executive Director shall cease to be a member of the Board of Directors.

7.2.5 If an Executive Director is suspended from their contract of employment or on long term sick leave, the Non-Executive Directors in the case of the Chief Executive and the Non-Executive Directors and the Chief Executive in the case of the other Executive Directors may appoint another person as an Executive Director in an acting capacity in their place.

7.3 Disqualification

7.3.1 A person may not be a Director of the Foundation Trust if–

- (a) they have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged;
- (b) they are a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986);
- (c) they have made a composition or arrangement with, or granted a trust deed for, their creditors and has not been discharged in respect of it;
- (d) they have within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on them;
- (e) they are a person whose tenure of office as a Chair or as a member or Director of a health service body has been terminated on the grounds that their appointment is not in the interests of public service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- (f) they have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- (g) in the case of a Non-Executive Director, they no longer satisfy paragraph 7.1.3;
- (h) they have failed to declare an interest as required by this

Constitution or Standing Orders or, any other interest as set out in the 'Conflicts of Interest Policy for Bradford Teaching Hospitals NHS Foundation Trust'; or

- (i) have spoken or voted at a meeting on a matter in which they have an interest contrary to this Constitution or Standing Orders, and in this Paragraph interest includes a pecuniary and a non-pecuniary interest in either case whether direct or indirect.

7.4 Duties, Roles and Responsibilities

The general duty of the Board of Directors and of each Director individually, is to act with a view to promoting the success of the Foundation Trust so as to maximise the benefits for the members of the Foundation Trust as a whole and for the public.

- 7.4.1 The powers of the Foundation Trust are to be exercisable by the Board of Directors on its behalf.
- 7.4.2 Any of those powers may be delegated to a Committee of Directors or to an Executive Director.
- 7.4.3 A Committee of Non-Executive Directors established as an Audit Committee is to monitor, review and carry out such other functions in relation to the External Auditor as appropriate.
- 7.4.4 It is for the Non-Executive Directors to appoint (subject to the approval of the Council of Governors) or remove the Chief Executive.
- 7.4.5 It is for a Committee of the Chair, Chief Executive and the other Non-Executive Directors to appoint or remove the Executive Directors.
- 7.4.6 The process for removal of the Executive Directors will be for the Chief Executive to make such a recommendation to the Board of Directors in writing setting out the case for removal and for the Board to dispose of the recommendation by way of a resolution in accordance with Standing Orders.
- 7.4.7 The Foundation Trust is to establish a Committee of all Non-Executive Directors to decide the remuneration and allowances, and the other Terms and Conditions of office, of the Chief Executive.
- 7.4.8 The Foundation Trust is to establish a Committee of Non-Executive Directors advised by the Chief Executive to decide the remuneration and allowances, and the other Terms and Conditions of office, of the Executive Directors.

- 7.4.9 The Directors, having regard to the views of the Council of Governors, are to prepare the information as to the Foundation Trust's forward planning in respect of each financial year to be given to the ICB and NHSE.
- 7.4.10 The Directors are to present to the Council of Governors at a general meeting the Annual Accounts, any report of the External Auditor on them, and the Annual Report.
- 7.4.11 The functions of the Foundation Trust under subparagraphs (a) and (b) of paragraph 13.6 below are delegated to the Chief Executive as Accounting Officer.

8 MEETINGS OF THE BOARD OF DIRECTORS

- 8.1 The Board of Directors, in consultation with the Council of Governors, is to adopt Standing Orders covering the proceedings and business of its meetings and such other matters relating to the conduct of the Foundation Trust's business and functions as it considers appropriate. These are to include setting a quorum for meetings, both of Executive and Non-Executive Directors. The proceedings of the Board of Directors shall not however be invalidated by any vacancy of its membership, or defect in a Director's appointment.
- 8.2 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.
- a) The Board of Directors may, by resolution, exclude the public from a meeting (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest or the interest of the Foundation Trust by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or the proceedings.
- b) Without prejudice to the generality of (a) above, the Board of Directors may treat the need to consider the following matters as of a confidential nature:
- approval of the appointment or dismissal of the Chief Executive;
 - any disciplinary or other matter arising from a contract of employment with the Foundation Trust;
 - any matter which involves the consideration of information held by the Foundation Trust in confidence, whether that confidentiality covers clinical, commercial or other information;
 - commercial matters where publication may be to the

- detriment of the Foundation Trust;
- legal advice; and,
- litigation actual or anticipated, including any arbitration or dispute resolution process or any matter of a litigious nature whether in a Court, Tribunal or Inquiry.

8.3 Before holding a meeting, the Board of Directors must send a copy of the agenda of the meeting to the Council of Governors. As soon as practicable after holding a meeting, the Board of Directors must send a copy of the minutes of the meeting to the Council of Governors.

9. CONFLICTS OF INTERESTS DIRECTORS

9.1 The duties that a Director of the Foundation Trust has by virtue of being a Director include in particular:

9.1.1 A duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Foundation Trust.

9.1.2 A duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.

9.2 The duty referred to in sub-paragraph 9.1.1 is not infringed if:

9.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or

9.2.2 The matter has been authorised in accordance with the Constitution.

9.3 The duty referred to in sub-paragraph 9.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

9.4 In sub-paragraph 10.1.2, “third party” means a person other than:

9.4.1 The Foundation Trust, or

9.4.2 A person acting on its behalf.

9.5 If a Director of the Foundation Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Foundation Trust, the Director must declare the nature and extent of that interest to the other Directors.

9.6 If a declaration under this paragraph proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.

9.7 Any declaration required by this paragraph must be made before the

Foundation Trust enters into the transaction or arrangement.

- 9.8 This paragraph does not require a declaration of an interest of which the Director is not aware or where the Director is not aware of the transaction or arrangement in question.
- 9.9 A Director need not declare an interest:
- 9.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
 - 9.9.2 if, or to the extent that, the Directors are already aware of it;
 - 9.9.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered –
 - 9.9.3.1 By a meeting of the Board of Directors, or
 - 9.9.3.2 By a Committee of the Directors appointed for the purpose under the Constitution.
- 9.10 If, during the course of a meeting of the Board of Directors, a conflict of interest is established, the Director concerned shall withdraw from the meeting and play no part in the relevant discussion or decision. If there is a dispute as to whether a conflict of interest exists, the majority of the Directors present at the meeting shall resolve the issue, with the Chair having a casting vote.

10 REGISTERS

- 10.1 The Foundation Trust shall have:
- 10.1.1 a register of Members showing, in respect of each Member, the Constituency or class to which they belong;
 - 10.1.2 a Register of Members of the Council of Governors;
 - 10.1.3 a Register of interests of Governors;
 - 10.1.4 a Register of Directors; and
 - 10.1.5 a Register of interests of Directors.
- 10.2 The Secretary shall be responsible for compiling and maintaining the Registers. Removal from any Register shall be in accordance with the provisions of this Constitution.

a) Register of Members

Members must complete and sign an application in the form

prescribed by the Secretary.

b) Register of Governors

The Register shall list the names of Governors, their category of membership of the Council (Public, Staff or organisation represented) and an address through which they may be contacted which may be that of the Secretary.

c) Register of Interests of the Governors

The Register shall contain the names of each Governor, whether they have declared any interests and, if so, the interests declared in accordance with this Constitution or Standing Orders.

d) Register of Directors

The Register shall list the names of Directors, their capacity on the Board and an address through which they may be contacted which may be the address of the Secretary.

e) Register of interests of Directors

The Register shall contain the names of each Director, whether they have declared any interests and, if so, the interests declared in accordance with this Constitution or Standing Orders.

11 PUBLIC DOCUMENTS

11.1 The following documents of the Foundation Trust are to be available at the Foundation Trust's Headquarters for inspection by members of the public free of charge at all reasonable times:

- a) a copy of the current Constitution;
- b) a copy of the latest Annual Accounts and of any report of the Auditor on them; and
- c) a copy of the latest Annual Report.

11.2 The Foundation Trust shall also make the following documents relating to a special administration of the Foundation Trust available for inspection by members of the public free of charge at all reasonable times:

- a) a copy of any order made under section 65D (appointment of Foundation Trust Special Administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L(Foundation Trusts coming out of administration) or

65LA (Foundation Trusts to be dissolved) of the 2006 Act.

- b) a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.
 - c) a copy of any information published under section 65D (appointment of trust special administrator) of the 2006 Act.
 - d) a copy of any draft report published under section 65F (administrator's draft report) of the 2006 Act.
 - e) a copy of any statement provided under section 65F (administrator's draft report) of the 2006 Act.
 - f) a copy of any notice published under section 65F (administrator's draft report), 65G (consultation plan), 65H (consultation requirements), 65J (power to extend time), 65KA (NHSE/I's decision), 65KB (Secretary of State's response to Monitor's decision), 65KC (action following Secretary of State's rejection of final report) or 65KD (Secretary of State's response to re-submitted final report) of the 2006 Act.
 - g) a copy of any statement published or provided under section 65G (consultation plan) of the 2006 Act.
 - h) a copy of any final report published under section 65I (administrator's final report).
 - i) a copy of any statement published under section 65J (power to extend time) or 65KC (action following Secretary of State's rejection of final report) of the 2006 Act.
 - j) a copy of any information published under section 65M (replacement of trust special administrator) of the 2006 Act.
- 11.3 Any person who requests it is to be provided with a copy or extract from any of the above documents.
- 11.4 The Registers mentioned in the paragraph 10.1 above are also available for inspection by members of the public, except in circumstances prescribed by regulations made under the 2006 Act; and insofar as those Registers are required to be available:
- a) they are to be provided free of charge at all reasonable times
 - b) a person who requests it is to be provided with a copy of or extract from them
- 11.5 If the person requesting a copy or extract is not a Member of the Foundation Trust, the Foundation Trust may impose a reasonable charge

for providing the copy or extract.

12 EXTERNAL AUDITOR

- 12.1 The Foundation Trust is to have an External Auditor and is to provide the External Auditor with every facility and all information which they may reasonably require for the purposes of their functions under Chapter 5 of Part 2 of the 2006 Act.
- 12.2 A person may only be appointed as the External Auditor if they (or in the case of a firm each of its members) are a member of one or more of the bodies referred to in paragraph 23(4) of Schedule 7 to the 2006 Act.
- 12.3 Appointment of the External Auditor by the Council of Governors is covered in paragraph 6.132.2, and monitoring of the External Auditor's functions by a Committee of Non-Executive Directors is covered in paragraph 7.4.3.
- 12.4 The External Auditor is to carry out their duties in accordance with Schedule 10 to the 2006 Act and comply with any directions from NHSE on standards, procedures and techniques.

13 ACCOUNTS

- 13.1 The Foundation Trust must keep proper Accounts and proper records in relation to the Accounts.
- 13.2 The Foundation Trust is to keep Accounts in such form as NHSE may with the approval of the Secretary of State direct.
- 13.3 The Accounts are to be audited by the Foundation Trust's External Auditor.
- 13.4 The following documents will be made available to the Comptroller and Auditor General for examination at their request—
 - (a) The Accounts;
 - (b) any records relating to them; and
 - (c) any report of the External Auditor on them.
- 13.5 The Foundation Trust is to prepare in respect of each financial year Annual accounts in such form as NHSE may with the approval of the Secretary of State direct.
- 13.6 In preparing its Annual Accounts, the Foundation Trust is to comply with any directions given by NHSE with the approval of the Secretary of State as to –

- (a) the methods and principles according to which the Accounts are to be prepared; and
- (b) the information to be given in the Accounts.

13.7 The Foundation Trust must –

- (a) lay a copy of the Annual Accounts, and any report of the External Auditor on them, before Parliament; and
- (b) once it has done so, send copies of those documents to NHSE.

13.8 The functions of the Foundation Trust with respect to the preparation of the Annual Accounts shall be delegated to the Accounting Officer.

14 ANNUAL REPORTS, FORWARD PLANS AND NON-NHS WORK

14.1 The Foundation Trust is to prepare Annual Reports and send them to NHSE.

14.2 The Reports are to give:

- a) information on any steps taken by the Foundation Trust to secure that (taken as a whole) the actual Membership of its Public Constituency is representative of those eligible for such membership; and
- b) information on any occasion in the period to which the report relates on which the Council of Governors exercised its power under paragraph 6.176.9;
- c) information on the Foundation Trust's policy on pay and on the work of the Committee established under paragraph 7.4.7 and such other procedures as the Foundation Trust has on pay;
- d) information on the remuneration of the Directors and on the expenses of the Governors and the Directors; and
- e) any other information NHSE requires.

14.3 The Foundation Trust is to comply with any decision NHSE makes as to -

- a) the form of the Reports;
- b) when the Reports are to be sent to it; and
- c) the periods to which the Reports are to relate.

14.4 The Foundation Trust is to give information as to its Forward Planning in

respect of each financial year to the ICB and NHSE. This information is to be prepared by the Board of Directors, having regard to the views of the Council of Governors.

14.5 Each Forward Plan must contain information about-

14.5.1 the activities other than the provision of goods and services for the provision of the health service in England that the Foundation Trust proposes to carry on, and

14.5.2 the income it expects to receive from doing so.

14.6 Where a Forward Plan contains a proposal that the Foundation Trust carry on an activity of the kind mentioned in sub-paragraph 14.5.1 the Council of Governors must –

14.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Foundation Trust of its principal purpose or the performance of its functions, and

14.6.2 notify the Directors of the Foundation Trust of its determination.

14.7 If the Foundation Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the Health Service in England, it may implement the proposal only if more than half of the Members of the Council of Governors of the Foundation Trust voting approve its implementation.

15 INDEMNITY

15.1 Governors and Directors who act honestly and in good faith will not have to meet out of their personal resources any personal civil liability which is incurred in the execution or purported execution of their Foundation Trust functions, save where they have acted recklessly. Any costs arising in this way will be met by the Foundation Trust.

16 INSTRUMENTS

16.1 A document purporting to be duly executed under the Foundation Trust's seal or to be signed on its behalf is to be received in evidence and, unless the contrary is proved, taken to be so executed or signed.

16.2 The Foundation Trust has a seal, but this is not to be affixed except in accordance with Standing Orders (adopted under Paragraph 8.1 of this Constitution).

17 DISPUTE RESOLUTIONS PROCEDURES

- 17.1 The Foundation Trust will establish appropriate dispute resolution procedures with its contractors and Members.
- 17.2 In the case of a dispute between the Board of Directors and the Council of Governors both parties shall first use their best endeavours to resolve the dispute through a joint meeting of the Council and the Board. Should such a joint meeting fail to resolve the dispute the parties shall seek mediation through the appointment of mutually agreed mediators, who shall not be members of the Foundation Trust. Should such mediation fail the dispute will be determined through reference to arbitration under the terms of the Arbitration Act 1996.

18 AMENDMENT OF THE CONSTITUTION

- 18.1 The Foundation Trust may make amendments of its Constitution only if –
- 18.1.1 More than half of the members of the Council of Governors of the Foundation Trust voting approve the amendments, and
- 18.1.2 More than half of the members of the Board of Directors of the Foundation Trust voting approve the amendments.
- 18.2 Amendments made under paragraph 18.1 take effect as soon as the conditions in that paragraph are satisfied, but the amendment has no effect in so far as the Constitution would, as a result of the amendment, not accord with schedule 7 of the 2006 Act.
- 18.3 Where an amendment is made to the Constitution in relation the powers or duties of the Council of Governors (or otherwise with respect to the role that the Council of Governors has as part of the Trust) –
- 18.3.1 at least one member of the Council of Governors must attend the next Annual Members Meeting and present the amendment, and
- 18.3.2 the Foundation Trust must give the members an opportunity to vote on whether they approve the amendment.
- 18.4 If more than half of the members voting under paragraph 18.3.2 approve the amendment, the amendment continues to have effect; otherwise, it ceases to have effect and the Foundation Trust must take such steps as are necessary as a result.
- 18.5 Amendments by the Foundation Trust of its Constitution are to be notified to NHSE. For the avoidance of doubt, NHSE's functions do not include a power or duty to determine whether or not the Constitution, as a result of the amendments, accords with Schedule 7 of the 2006 Act.

19 MERGERS ETC. AND SIGNIFICANT TRANSACTIONS

- 19.1 The Foundation Trust may only apply for a merger, acquisition, separation

or dissolution with the approval of more than half of the members of the Council of Governors.

19.2 The Foundation Trust may enter into a Significant Transaction only if more than half of the members of the Council of Governors voting approve entering into the transaction.

19.3 “Significant Transaction” means:

19.3.1 the acquisition of, or an agreement to acquire, assets the value of which is more than 25% of the value of the Foundation Trust's gross assets before the acquisition; or

19.3.2 the disposal of, or an agreement to dispose of, assets of the Foundation Trust the value of which is more than 25% of the value of the Foundation Trust's gross assets before the disposal; or

19.3.3 a transaction that has or is likely to have the effect of the Foundation Trust acquiring rights or interests or incurring obligations or liabilities, the value of which is more than 25% of the value of the Foundation Trust's gross assets before the transaction.

19.4 For the purpose of this paragraph "gross assets" means the total of the Foundation Trust's fixed assets and current assets

19.5 Where the Foundation Trust has a single requirement for goods, services or works, and a number of transactions are to be entered into to fulfil that requirement, the value of the transaction for the purpose of paragraph 19.3 is the aggregate of the value of each of those transactions.

ANNEX 1: PUBLIC CONSTITUENCIES OF THE FOUNDATION TRUST

Name of Constituency	Area	Minimum number of members	Number of Governors
Keighley	Craven, Ilkley, Keighley Central, Keighley East, Keighley West, Worth Valley	100	2
Shipley	Baildon, Bingley, Bingley Rural, Shipley, Wharfedale, Windhill and Wrose	100	2
Bradford East	Bolton and Undercliffe, Bowling and Barkerend, Bradford Moor, Eccleshill, Idle and Thackley Little Horton,	100	2
Bradford South	Great Horton, Queensbury, Royds, Tong, Wibsey, Wyke	100	2
Bradford West	City, Clayton and Fairweather, Heaton, Manningham, Thornton and Allerton, Toller	100	2
Rest of England and Wales	Remaining electoral wards that do not form part the BMDC area	100	1

Area means the electoral wards as listed.

ANNEX 2: STAFF CONSTITUENCIES OF THE FOUNDATION TRUST

<u>Name of Constituency</u>	<u>Minimum Number of Members</u>	<u>Number of Governors</u>
<u>Medical and Dental Practitioners class</u>	<u>100</u>	<u>1</u>
<u>Nurses and Midwives class</u>	<u>100</u>	<u>2</u>
<u>Allied Health Professionals and Scientists class</u>	<u>100</u>	<u>1</u>
<u>All Other Staff class</u>	<u>100</u>	<u>2</u>

ANNEX 3: LOCAL AUTHORITY, UNIVERSITY AND PARTNER GOVERNORS OF THE FOUNDATION TRUST

<u>Organsation</u>	<u>Number of Governors</u>
<u>Bradford Metropolitan District Council</u>	<u>1</u>
<u>University of Bradford</u>	<u>1</u>
<u>University of Leeds</u>	<u>1</u>
<u>Healthwatch Bradford and District</u>	<u>1</u>
<u>Mental Health, Learning Disabilities and Autism representative organisation (to be determined by the Trust)</u>	<u>1</u>

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PART 1: INTERPRETATION

1. Interpretation

1.1 In these rules, unless the context otherwise requires: “*2006 Act*” means the National Health Service Act 2006;

“*Corporation*” means the Public Benefit Corporation subject to this Constitution;

“*council of governors*” means the Council of Governors of the Corporation;

“*declaration of identity*” has the meaning set out in rule 21.1;

“*election*” means an election by a Constituency, or by a Class within a Constituency, to fill a vacancy among one or more posts on the Council of Governors;

“*e-voting*” means voting using either the internet, telephone or text message;

“*e-voting information*” has the meaning set out in rule 24.2;

“*ID declaration form*” has the meaning set out in Rule 21.1; “internet voting record” has the meaning set out in rule 26.4(d);

“*internet voting system*” means such computer hardware and software, data and other equipment and services as may be provided by the Returning Officer for the purpose of enabling voters to cast their votes using the internet;

“*lead governor*” means the Governor nominated by the Corporation to fulfil the role described in Appendix B to The NHS Foundation Trust Code of Governance (Monitor, December 2013) or any later version of such code.

“*list of eligible voters*” means the list referred to in rule 22.1, containing the information in rule 22.2;

“*method of polling*” means a method of casting a vote in a poll, which may be by post, internet, text message or telephone;

“*Monitor*” means the corporate body known as Monitor as provided by section 61 of the 2012 Act;

“*numerical voting code*” has the meaning set out in rule 64.2(b)

“*polling website*” has the meaning set out in rule 26.1;

“*postal voting information*” has the meaning set out in rule 24.1;

“telephone short code” means a short telephone number used for the purposes of submitting a vote by text message;

“telephone voting facility” has the meaning set out in rule 26.2; *“telephone voting record”* has the meaning set out in rule 26.5 (d); *“text message voting facility”* has the meaning set out in rule 26.3; *“text voting record”* has the meaning set out in rule 26.6 (d);

“the telephone voting system” means such telephone voting facility as may be provided by the Returning Officer for the purpose of enabling voters to cast their votes by telephone;

“the text message voting system” means such text messaging voting facility as may be provided by the Returning Officer for the purpose of enabling voters to cast their votes by text message;

“voter ID number” means a unique, randomly generated numeric identifier allocated to each voter by the Returning Officer for the purpose of e-voting,

“voting information” means postal voting information and/or e-voting information

- 1.2 Other expressions used in these rules and in Schedule 7 to the NHS Act 2006 have the same meaning in these rules as in that Schedule.

PART 2: TIMETABLE FOR ELECTIONS

2. Timetable

- 2.1 The proceedings at an election shall be conducted in accordance with the following timetable:

Proceeding	Time
Publication of notice of election	Not later than the fortieth day before the day of the close of the poll.
Final day for delivery of nomination forms to returning officer	Not later than the twenty eighth day before the day of the close of the poll.
Publication of statement of nominated Candidates	Not later than the twenty seventh day before the day of the close of the poll.

Final day for delivery of notices of withdrawals by Candidates from election	Not later than twenty fifth day before the day of the close of the poll.
Notice of the poll	Not later than the fifteenth day before the day of the close of the poll.
Close of the poll	By 5.00pm on the final day of the election.

3. Computation of time

3.1 In computing any period of time for the purposes of the timetable:

- (a) a Saturday or Sunday;
- (b) Christmas day, Good Friday, or a bank holiday, or
- (c) a day appointed for public thanksgiving or mourning,

shall be disregarded, and any such day shall not be treated as a day for the purpose of any proceedings up to the completion of the poll, nor shall the returning officer be obliged to proceed with the counting of votes on such a day.

3.2 In this rule, “bank holiday” means a day which is a bank holiday under the Banking and Financial Dealings Act 1971 in England and Wales.

PART 3: RETURNING OFFICER

4. Returning Officer

4.1 Subject to rule 69, the Returning Officer for an election is to be appointed by the Corporation.

4.2 Where two or more elections are to be held concurrently, the same Returning Officer may be appointed for all those elections.

5. Staff

5.1 Subject to rule 69, the Returning Officer may appoint and pay such staff, including such technical advisers, as he or she considers necessary for the purposes of the election.

6. Expenditure

- 6.1 The Corporation is to pay the Returning Officer:
- (a) any expenses incurred by that officer in the exercise of his or her functions under these rules,
 - (b) such remuneration and other expenses as the Corporation may determine.
- 7. Duty of co-operation**
- 7.1 The Corporation is to co-operate with the Returning Officer in the exercise of his or her functions under these rules.

PART 4: STAGES COMMON TO CONTESTED AND UNCONTESTED ELECTIONS

8. Notice of election

- 8.1 The Returning Officer is to publish a notice of the election stating:
- (a) the Constituency, or Class within a Constituency, for which the election is being held,
 - (b) the number of members of the Council of Governors to be elected from that Constituency, or Class within that Constituency,
 - (c) the details of any nomination Committee that has been established by the Corporation,
 - (d) the address and times at which nomination forms may be obtained;
 - (e) the address for return of nomination forms (including, where the return of nomination forms in an electronic format will be permitted, the e-mail address for such return) and the date and time by which they must be received by the Returning Officer,
 - (f) the date and time by which any notice of withdrawal must be received by the Returning Officer
 - (g) the contact details of the Returning Officer
 - (h) the date and time of the close of the poll in the event of a contest.

9. Nomination of Candidates

- 9.1 Subject to rule 9.2, each Candidate must nominate themselves on a single nomination form.

9.2 The Returning Officer:

- (a) is to supply any member of the Corporation with a nomination form, and
- (b) is to prepare a nomination form for signature at the request of any member of the Corporation,

but it is not necessary for a nomination to be on a form supplied by the Returning Officer and a nomination can, subject to rule 13, be in an electronic format.

10. Candidate's particulars

10.1 The nomination form must state the Candidate's:

- (a) full name,
- (b) contact address in full (which should be a postal address although an e-mail address may also be provided for the purposes of electronic communication), and
- (c) Constituency, or Class within a Constituency, of which the Candidate is a member.

11. Declaration of interests

11.1 The nomination form must state:

- (a) any financial interest that the Candidate has in the Corporation, and
- (b) whether the Candidate is a member of a political party, and if so, which party,

and if the Candidate has no such interests, the paper must include a statement to that effect.

12. Declaration of eligibility

12.1 The nomination form must include a declaration made by the Candidate:

- (a) that he or she is not prevented from being a member of the council of governors by paragraph 8 of Schedule 7 of the 2006 Act or by any provision of the Constitution; and,
- (b) for a member of the Public or Patient Constituency, of the particulars of his or her qualification to vote as a member of that Constituency, or Class within that Constituency, for which the election is being held.

13. Signature of Candidate

- 13.1 The nomination form must be signed and dated by the Candidate, in a manner prescribed by the Returning Officer, indicating that:
- (a) they wish to stand as a Candidate,
 - (b) their declaration of interests as required under rule 11, is true and correct, and
 - (c) their declaration of eligibility, as required under rule 12, is true and correct.
- 13.2 Where the return of nomination forms in an electronic format is permitted, the Returning Officer shall specify the particular signature formalities (if any) that will need to be complied with by the Candidate.

14. Decisions as to the validity of nomination

- 14.1 Where a nomination form is received by the Returning Officer in accordance with these rules, the Candidate is deemed to stand for election unless and until the Returning Officer:
- (a) decides that the Candidate is not eligible to stand,
 - (b) decides that the nomination form is invalid,
 - (c) receives satisfactory proof that the Candidate has died, or
 - (d) receives a written request by the Candidate of their withdrawal from candidacy.
- 14.2 The Returning Officer is entitled to decide that a nomination form is invalid only on one of the following grounds:
- (a) that the paper is not received on or before the final time and date for return of nomination forms, as specified in the notice of the election,
 - (b) that the paper does not contain the Candidate's particulars, as required by rule 10;
 - (c) that the paper does not contain a declaration of the interests of the Candidate, as required by rule 11,
 - (d) that the paper does not include a declaration of eligibility as required by rule 12, or
 - (e) that the paper is not signed and dated by the Candidate, if required by rule 13.

- 14.3 The Returning Officer is to examine each nomination form as soon as is practicable after he or she has received it, and decide whether the Candidate has been validly nominated.
- 14.4 Where the Returning Officer decides that a nomination is invalid, the returning officer must endorse this on the nomination form, stating the reasons for their decision.
- 14.5 The Returning Officer is to send notice of the decision as to whether a nomination is valid or invalid to the Candidate at the contact address given in the Candidate's nomination form. If an e-mail address has been given in the Candidate's nomination form (in addition to the Candidate's postal address), the Returning Officer may send notice of the decision to that address.

15. Publication of statement of Candidates

- 15.1 The Returning Officer is to prepare and publish a statement showing the Candidates who are standing for election.
- 15.2 The statement must show:
- (a) the name, contact address (which shall be the Candidate's postal address), and constituency or class within a constituency of each Candidate standing, and
 - (b) the declared interests of each Candidate standing, as given in their nomination form.
- 15.3 The statement must list the Candidates standing for election in alphabetical order by surname.
- 15.4 The Returning Officer must send a copy of the statement of Candidates and copies of the nomination forms to the Corporation as soon as is practicable after publishing the statement.

16. Inspection of statement of nominated Candidates and nomination forms

- 16.1 The Corporation is to make the statement of the Candidates and the nomination forms supplied by the Returning Officer under rule 15.4 available for inspection by members of the Corporation free of charge at all reasonable times.
- 16.2 If a member of the Corporation requests a copy or extract of the statement of Candidates or their nomination forms, the Corporation is to provide that member with the copy or extract free of charge.

17. Withdrawal of Candidates

- 17.1 A Candidate may withdraw from election on or before the date and time for withdrawal by Candidates, by providing to the Returning Officer a written notice of withdrawal which is signed by the Candidate and attested by a witness.

18. Method of election

- 18.1 If the number of Candidates remaining validly nominated for an election after any withdrawals under these rules is greater than the number of members to be elected to the council of governors, a poll is to be taken in accordance with Parts 5 and 6 of these rules.
- 18.2 If the number of Candidates remaining validly nominated for an election after any withdrawals under these rules is equal to the number of members to be elected to the council of governors, those Candidates are to be declared elected in accordance with Part 7 of these rules.
- 18.3 If the number of Candidates remaining validly nominated for an election after any withdrawals under these rules is less than the number of members to be elected to be council of governors, then:
- (a) the Candidates who remain validly nominated are to be declared elected in accordance with Part 7 of these rules, and
 - (b) the Returning Officer is to order a new election to fill any vacancy which remains unfilled, on a day appointed by him or her in consultation with the Corporation.

PART 5: CONTESTED ELECTIONS

19. Poll to be taken by ballot

- 19.1 The votes at the poll must be given by secret ballot.
- 19.2 The votes are to be counted and the result of the poll determined in accordance with Part 6 of these rules.
- 19.3 The Corporation may decide that voters within a constituency or class within a constituency, may, subject to rule 19.4, cast their votes at the poll using such different methods of polling in any combination as the Corporation may determine.
- 19.4 The Corporation may decide that voters within a constituency or class within a constituency for whom an e-mail address is included in the list of eligible voters may only cast their votes at the poll using an e-voting method of polling.

- 19.5 Before the Corporation decides, in accordance with rule 19.3 that one or more e-voting methods of polling will be made available for the purposes of the poll, the Corporation must satisfy itself that:
- (a) if internet voting is to be a method of polling, the internet voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate internet voting record in respect of any voter who casts his or her vote using the internet voting system;
 - (b) if telephone voting to be a method of polling, the telephone voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate telephone voting record in respect of any voter who casts his or her vote using the telephone voting system;
 - (c) if text message voting is to be a method of polling, the text message voting system to be used for the purpose of the election is:
 - (i) configured in accordance with these rules; and
 - (ii) will create an accurate text voting record in respect of any voter who casts his or her vote using the text message voting system.

20. The ballot paper

- 20.1 The ballot of each voter (other than a voter who casts his or her ballot by an e-voting method of polling) is to consist of a ballot paper with the persons remaining validly nominated for an election after any withdrawals under these rules, and no others, inserted in the paper.
- 20.2 Every ballot paper must specify:
- (a) the name of the Corporation,
 - (b) the constituency, or class within a constituency, for which the election is being held,
 - (c) the number of members of the council of governors to be elected from that constituency, or class within that constituency,
 - (d) the names and other particulars of the Candidates standing for election, with the details and order being the same as in the

statement of nominated Candidates,

- (e) instructions on how to vote by all available methods of polling, including the relevant voter's voter ID number if one or more e-voting methods of polling are available,
- (f) if the ballot paper is to be returned by post, the address for its return and the date and time of the close of the poll, and
- (g) the contact details of the Returning Officer.

20.3 Each ballot paper must have a unique identifier.

20.4 Each ballot paper must have features incorporated into it to prevent it from being reproduced.

21. The declaration of identity (Public and Patient Constituencies)

21.1 The Corporation shall require each voter who participates in an election for a Public or Patient Constituency to make a declaration confirming:

- (a) that the voter is the person:
 - (i) to whom the ballot paper was addressed, and/or
 - (ii) to whom the voter ID number contained within the e-voting information was allocated,
- (b) that he or she has not marked or returned any other voting information in the election, and
- (c) the particulars of his or her qualification to vote as a member of the Constituency or Class within the Constituency for which the election is being held, ("declaration of identity")

and the Corporation shall make such arrangements as it considers appropriate to facilitate the making and the return of a declaration of identity by each voter, whether by the completion of a paper form ("ID declaration form") or the use of an electronic method.

21.2 The voter must be required to return his or her declaration of identity with his or her ballot.

21.3 The voting information shall caution the voter that if the declaration of identity is not duly returned or is returned without having been made correctly, any vote cast by the voter may be declared invalid.

Action to be taken before the poll

22. List of eligible voters

- 22.1 The Corporation is to provide the Returning Officer with a list of the members of the constituency or class within a constituency for which the election is being held who are eligible to vote by virtue of rule 27 as soon as is reasonably practicable after the final date for the delivery of notices of withdrawals by Candidates from an election.
- 22.2 The list is to include, for each member:
- (a) a postal address; and,
 - (b) the member's e-mail address, if this has been provided to which his or her voting information may, subject to rule 22.3, be sent.
- 22.3 The Corporation may decide that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list.

23. Notice of poll

- 23.1 The Returning Officer is to publish a notice of the poll stating:
- (a) the name of the Corporation,
 - (b) the constituency, or class within a constituency, for which the election is being held,
 - (c) the number of members of the council of governors to be elected from that constituency, or class with that constituency,
 - (d) the names, contact addresses, and other particulars of the Candidates standing for election, with the details and order being the same as in the statement of nominated Candidates,
 - (e) that the ballot papers for the election are to be issued and returned, if appropriate, by post,
 - (f) the methods of polling by which votes may be cast at the election by voters in a constituency or class within a constituency, as determined by the Corporation in accordance with rule 19.3,
 - (g) the address for return of the ballot papers,
 - (h) the uniform resource locator (url) where, if internet voting is a method of polling, the polling website is located;
 - (i) the telephone number where, if telephone voting is a method of polling, the telephone voting facility is located,
 - (j) the telephone number or telephone short code where, if text message voting is a method of polling, the text message voting facility is located,

- (k) the date and time of the close of the poll,
- (l) the address and final dates for applications for replacement voting information, and
- (m) the contact details of the Returning Officer.

24. Issue of voting information by Returning Officer

24.1 Subject to rule 24.3, as soon as is reasonably practicable on or after the publication of the notice of the poll, the Returning Officer is to send the following information by post to each member of the Corporation named in the list of eligible voters:

- (a) a ballot paper and ballot paper envelope,
- (b) the ID declaration form (if required),
- (c) information about each Candidate standing for election, pursuant to rule 61 of these rules, and
- (d) a covering envelope; (“postal voting information”).

24.2 Subject to rules 24.3 and 24.4, as soon as is reasonably practicable on or after the publication of the notice of the poll, the Returning Officer is to send the following information by e-mail and/ or by post to each member of the Corporation named in the list of eligible voters whom the Corporation determines in accordance with rule 19.3 and/ or rule 19.4 may cast his or her vote by an e-voting method of polling:

- (a) instructions on how to vote and how to make a declaration of identity (if required),
 - (b) the voter’s voter ID number,
 - (c) information about each Candidate standing for election, pursuant to rule 64 of these rules, or details of where this information is readily available on the internet or available in such other formats as the Returning Officer thinks appropriate,
 - (d) contact details of the Returning Officer,
- (“e-voting information”).

24.3 The Corporation may determine that any member of the Corporation shall:

- (a) only be sent postal voting information; or
- (b) only be sent e-voting information; or

- (c) be sent both postal voting information and e-voting information; for the purposes of the poll.

24.4 If the Corporation determines, in accordance with rule 22.3, that the e-voting information is to be sent only by e-mail to those members in the list of eligible voters for whom an e-mail address is included in that list, then the Returning Officer shall only send that information by e-mail.

24.5 The voting information is to be sent to the postal address and/or e-mail address for each member, as specified in the list of eligible voters.

25. Ballot paper envelope and covering envelope

25.1 The ballot paper envelope must have clear instructions to the voter printed on it, instructing the voter to seal the ballot paper inside the envelope once the ballot paper has been marked.

25.2 The covering envelope is to have:

- (a) the address for return of the ballot paper printed on it, and
- (b) pre-paid postage for return to that address.

25.3 There should be clear instructions, either printed on the covering envelope or elsewhere, instructing the voter to seal the following documents inside the covering envelope and return it to the Returning Officer –

- (a) the completed ID declaration form if required, and
- (b) the ballot paper envelope, with the ballot paper sealed inside it.

26. E-voting systems

26.1 If internet voting is a method of polling for the relevant election then the Returning Officer must provide a website for the purpose of voting over the internet (in these rules referred to as "the polling website").

26.2 If telephone voting is a method of polling for the relevant election then the Returning Officer must provide an automated telephone system for the purpose of voting by the use of a touch-tone telephone (in these rules referred to as "the telephone voting facility").

26.3 If text message voting is a method of polling for the relevant election then the Returning Officer must provide an automated text messaging system for the purpose of voting by text message (in these rules referred to as "the text message voting facility").

26.4 The Returning Officer shall ensure that the polling website and internet voting system provided will:

- (a) require a voter to:
 - (i) enter his or her voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;

in order to be able to cast his or her vote;
- (b) specify:
 - (i) the name of the Corporation,
 - (ii) the constituency, or class within a constituency, for which the election is being held,
 - (iii) constituency,
 - (iii) the names and other particulars of the Candidates standing for election, with the details and order being the same as in the statement of nominated Candidates,
 - (iv) instructions on how to vote and how to make a declaration of identity,
 - (v) the date and time of the close of the poll, and
 - (vi) the contact details of the Returning Officer;
- (c) prevent a voter from voting for more Candidates than he or she is entitled to at the election;
- (d) create a record ("internet voting record") that is stored in the internet voting system in respect of each vote cast by a voter using the internet that comprises of-
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the Candidate or Candidates for whom the voter has voted; and
 - (iv) the date and time of the voter's vote,
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this; and
- (f) prevent any voter from voting after the close of poll.

26.5 The Returning Officer shall ensure that the telephone voting facility and telephone voting system provided will:

- (a) require a voter to
 - (i) enter his or her voter ID number in order to be able to cast his or her vote; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;

- (b) specify:
 - (i) the name of the Corporation,
 - (ii) the Constituency, or class within a Constituency, for which the election is being held,
 - (iii) the names and other particulars of the Candidates standing for election, with the details and order being the same as in the statement of nominated Candidates,
 - (iv) instructions on how to vote and how to make a declaration of identity,
 - (v) the date and time of the close of the poll, and
 - (iv) the contact details of the Returning Officer;
- (c) prevent a voter from voting for more Candidates than he or she is entitled to at the election;
- (d) create a record ("telephone voting record") that is stored in the telephone voting system in respect of each vote cast by a voter using the telephone that comprises of:
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);
 - (iii) the Candidate or Candidates for whom the voter has voted; and
 - (iv) the date and time of the voter's vote
- (e) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (f) prevent any voter from voting after the close of poll.

26.6 The Returning Officer shall ensure that the text message voting facility and text messaging voting system provided will:

- (a) require a voter to:
 - (i) provide his or her voter ID number; and
 - (ii) where the election is for a public or patient constituency, make a declaration of identity;

in order to be able to cast his or her vote;
- (b) prevent a voter from voting for more Candidates than he or she is entitled to at the election;
- (c) create a record ("text voting record") that is stored in the text messaging voting system in respect of each vote cast by a voter by text message that comprises of:
 - (i) the voter's voter ID number;
 - (ii) the voter's declaration of identity (where required);

- (ii) the Candidate or Candidates for whom the voter has voted; and
 - (iii) the date and time of the voter's vote
- (d) if the voter's vote has been duly cast and recorded, provide the voter with confirmation of this;
- (e) prevent any voter from voting after the close of poll.

The poll

27. Eligibility to vote

- 27.1 An individual who becomes a member of the Corporation on or before the closing date for the receipt of nominations by Candidates for the election, is eligible to vote in that election.

28. Voting by persons who require assistance

- 28.1 The Returning Officer is to put in place arrangements to enable requests for assistance to vote to be made.
- 28.2 Where the Returning Officer receives a request from a voter who requires assistance to vote, the Returning Officer is to make such arrangements as he or she considers necessary to enable that voter to vote.

29. Spoilt ballot papers and spoilt text message votes

- 29.1 If a voter has dealt with his or her ballot paper in such a manner that it cannot be accepted as a ballot paper (referred to as a "spoilt ballot paper"), that voter may apply to the Returning Officer for a replacement ballot paper.
- 29.2 On receiving an application, the Returning Officer is to obtain the details of the unique identifier on the spoilt ballot paper, if he or she can obtain it.
- 29.3 The Returning Officer may not issue a replacement ballot paper for a spoilt ballot paper unless he or she:
 - (a) is satisfied as to the voter's identity; and
 - (b) has ensured that the completed ID declaration form, if required, has not been returned.
- 29.4 After issuing a replacement ballot paper for a spoilt ballot paper, the Returning Officer shall enter in a list ("the list of spoilt ballot papers"):
 - (a) the name of the voter, and
 - (b) the details of the unique identifier of the spoilt ballot paper (if that officer was able to obtain it), and

(c) the details of the unique identifier of the replacement ballot paper.

29.5 If a voter has dealt with his or her text message vote in such a manner that it cannot be accepted as a vote (referred to as a “spoilt text message vote”), that voter may apply to the Returning Officer for a replacement voter ID number.

29.6 On receiving an application, the Returning Officer is to obtain the details of the voter ID number on the spoilt text message vote, if he or she can obtain it.

29.7 The Returning Officer may not issue a replacement voter ID number in respect of a spoilt text message vote unless he or she is satisfied as to the voter’s identity.

29.8 After issuing a replacement voter ID number in respect of a spoilt text message vote, the Returning Officer shall enter in a list (“the list of spoilt text message votes”):

(a) the name of the voter, and

(b) the details of the voter ID number on the spoilt text message vote (if that officer was able to obtain it), and

(c) the details of the replacement voter ID number issued to the voter.

30. Lost voting information

30.1 Where a voter has not received his or her voting information by the tenth day before the close of the poll, that voter may apply to the Returning Officer for replacement voting information.

30.2 The Returning Officer may not issue replacement voting information in respect of lost voting information unless he or she:

(a) is satisfied as to the voter’s identity,

(b) has no reason to doubt that the voter did not receive the original voting information,

(c) has ensured that no declaration of identity, if required, has been returned.

30.3 After issuing replacement voting information in respect of lost voting information, the Returning Officer shall enter in a list (“the list of lost ballot documents”):

(a) the name of the voter

- (b) the details of the unique identifier of the replacement ballot paper, if applicable, and
- (c) the voter ID number of the voter.

31. Issue of replacement voting information

- 31.1 If a person applies for replacement voting information under rule 29 or 30 and a declaration of identity has already been received by the Returning Officer in the name of that voter, the Returning Officer may not issue replacement voting information unless, in addition to the requirements imposed by rule 29.3 or 30.2, he or she is also satisfied that that person has not already voted in the election, notwithstanding the fact that a declaration of identity if required has already been received by the Returning Officer in the name of that voter.
- 31.2 After issuing replacement voting information under this rule, the Returning Officer shall enter in a list ("the list of tendered voting information"):
 - (a) the name of the voter,
 - (b) the unique identifier of any replacement ballot paper issued under this rule;
 - (c) the voter ID number of the voter.

32. ID declaration form for replacement ballot papers (public and patient constituencies)

- 32.1 In respect of an election for a public or patient constituency an ID declaration form must be issued with each replacement ballot paper requiring the voter to make a declaration of identity.

Polling by internet, telephone or text

33. Procedure for remote voting by internet

- 33.1 To cast his or her vote using the internet, a voter will need to gain access to the polling website by keying in the url of the polling website provided in the voting information.
- 33.2 When prompted to do so, the voter will need to enter his or her voter ID number.
- 33.3 If the internet voting system authenticates the voter ID number, the system will give the voter access to the polling website for the election in which the voter is eligible to vote.
- 33.4 To cast his or her vote, the voter will need to key in a mark on the screen

opposite the particulars of the Candidate or Candidates for whom he or she wishes to cast his or her vote.

- 33.5 The voter will not be able to access the internet voting system for an election once his or her vote at that election has been cast.

34. Voting procedure for remote voting by telephone

- 34.1 To cast his or her vote by telephone, the voter will need to gain access to the telephone voting facility by calling the designated telephone number provided in the voter information using a telephone with a touch-tone keypad.
- 34.2 When prompted to do so, the voter will need to enter his or her voter ID number using the keypad.
- 34.3 If the telephone voting facility authenticates the voter ID number, the voter will be prompted to vote in the election.
- 34.4 When prompted to do so the voter may then cast his or her vote by keying in the numerical voting code of the Candidate or Candidates, for whom he or she wishes to vote.
- 34.5 The voter will not be able to access the telephone voting facility for an election once his or her vote at that election has been cast.

35. Voting procedure for remote voting by text message

- 35.1 To cast his or her vote by text message the voter will need to gain access to the text message voting facility by sending a text message to the designated telephone number or telephone short code provided in the voter information.
- 35.2 The text message sent by the voter must contain his or her voter ID number and the numerical voting code for the Candidate or Candidates, for whom he or she wishes to vote.
- 35.3 The text message sent by the voter will need to be structured in accordance with the instructions on how to vote contained in the voter information, otherwise the vote will not be cast.

Procedure for receipt of envelopes, internet votes, telephone votes and text message votes

36. Receipt of voting documents

- 36.1 Where the Returning Officer receives:
- (a) a covering envelope, or

- (b) any other envelope containing an ID declaration form if required, a ballot paper envelope, or a ballot paper,

before the close of the poll, that officer is to open it as soon as is practicable; and rules 37 and 38 are to apply.

36.2 The Returning Officer may open any covering envelope or any ballot paper envelope for the purposes of rules 37 and 38, but must make arrangements to ensure that no person obtains or communicates information as to:

- (a) the Candidate for whom a voter has voted, or
- (b) the unique identifier on a ballot paper.

36.3 The Returning Officer must make arrangements to ensure the safety and security of the ballot papers and other documents.

37. Validity of votes

37.1 A ballot paper shall not be taken to be duly returned unless the Returning Officer is satisfied that it has been received by the Returning Officer before the close of the poll, with an ID declaration form if required that has been correctly completed, signed and dated.

37.2 Where the Returning Officer is satisfied that rule 37.1 has been fulfilled, he or she is to:

- (a) put the ID declaration form if required in a separate packet, and
- (b) put the ballot paper aside for counting after the close of the poll.

37.3 Where the Returning Officer is not satisfied that rule 37.1 has been fulfilled, he or she is to:

- (a) mark the ballot paper “disqualified”,
- (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
- (c) record the unique identifier on the ballot paper in a list of disqualified documents (the “list of disqualified documents”); and
- (d) place the document or documents in a separate packet.

37.4 An internet, telephone or text message vote shall not be taken to be duly returned unless the Returning Officer is satisfied that the internet voting record, telephone voting record or text voting record (as applicable) has been received by the Returning Officer before the close of the poll, with a declaration of identity if required that has been correctly made.

- 37.5 Where the Returning Officer is satisfied that rule 37.4 has been fulfilled, he or she is to put the internet voting record, telephone voting record or text voting record (as applicable) aside for counting after the close of the poll.
- 37.6 Where the Returning Officer is not satisfied that rule 37.4 has been fulfilled, he or she is to:
- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
 - (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents; and
 - (c) place the document or documents in a separate packet.
- 38. Declaration of identity but no ballot paper (public and patient constituency)¹**
- 38.1 Where the Returning Officer receives an ID declaration form if required but no ballot paper, the Returning Officer is to:
- (a) mark the ID declaration form “disqualified”,
 - (b) record the name of the voter in the list of disqualified documents, indicating that a declaration of identity was received from the voter without a ballot paper, and
 - (c) place the ID declaration form in a separate packet.
- 39. De-duplication of votes**
- 39.1 Where different methods of polling are being used in an election, the Returning Officer shall examine all votes cast to ascertain if a voter ID number has been used more than once to cast a vote in the election.
- 39.2 If the Returning Officer ascertains that a voter ID number has been used more than once to cast a vote in the election he or she shall:
- (a) only accept as duly returned the first vote received that was cast using the relevant voter ID number; and
 - (b) mark as “disqualified” all other votes that were cast using the relevant voter ID number
- 39.3 Where a ballot paper is disqualified under this rule the Returning Officer shall:

- (a) mark the ballot paper “disqualified”,
- (b) if there is an ID declaration form accompanying the ballot paper, mark it “disqualified” and attach it to the ballot paper,
- (c) record the unique identifier and the voter ID number on the ballot paper in the list of disqualified documents;
- (d) place the document or documents in a separate packet; and
- (e) disregard the ballot paper when counting the votes in accordance with these rules.

39.4 Where an internet voting record, telephone voting record or text voting record is disqualified under this rule the Returning Officer shall:

- (a) mark the internet voting record, telephone voting record or text voting record (as applicable) “disqualified”,
- (b) record the voter ID number on the internet voting record, telephone voting record or text voting record (as applicable) in the list of disqualified documents;
- (c) place the internet voting record, telephone voting record or text voting record (as applicable) in a separate packet, and
- (d) disregard the internet voting record, telephone voting record or text voting record (as applicable) when counting the votes in accordance with these rules.

40. Sealing of packets

40.1 As soon as is possible after the close of the poll and after the completion of the procedure under rules 37 and 38, the Returning Officer is to seal the packets containing:

- (a) the disqualified documents, together with the list of disqualified documents inside it,
- (b) the ID declaration forms, if required,
- (c) the list of spoilt ballot papers and the list of spoilt text message votes,
- (d) the list of lost ballot documents,
- (e) the list of eligible voters, and
- (f) the list of tendered voting information

and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

PART 6: COUNTING THE VOTES

STV41. Interpretation of Part 6

STV41.1 In Part 6 of these rules:

“ballot document” means a ballot paper, internet voting record, telephone voting record or text voting record.

“continuing Candidate” means any Candidate not deemed to be elected, and not excluded,

“count” means all the operations involved in counting of the first preferences recorded for Candidates, the transfer of the surpluses of elected Candidates, and the transfer of the votes of the excluded Candidates,

“deemed to be elected” means deemed to be elected for the purposes of counting of votes but without prejudice to the declaration of the result of the poll,

“mark” means a figure, an identifiable written word, or a mark such as “X”,

“non-transferable vote” means a ballot document:

(a) on which no second or subsequent preference is recorded for a continuing Candidate,

or

(b) which is excluded by the Returning Officer under rule STV49,

“preference” as used in the following contexts has the meaning assigned below:

(a) “first preference” means the figure “1” or any mark or word which clearly indicates a first (or only) preference,

(b) “next available preference” means a preference which is the second, or as the case may be, subsequent preference recorded in consecutive order for a continuing Candidate (any Candidate who is deemed to be elected or is excluded thereby being ignored); and

- (c) in this context, a “second preference” is shown by the figure “2” or any mark or word which clearly indicates a second preference, and a third preference by the figure “3” or any mark or word which clearly indicates a third preference, and so on,

“*quota*” means the number calculated in accordance with rule STV46,

“*surplus*” means the number of votes by which the total number of votes for any Candidate (whether first preference or transferred votes, or a combination of both) exceeds the quota; but references in these rules to the transfer of the surplus means the transfer (at a transfer value) of all transferable ballot documents from the Candidate who has the surplus,

“*stage of the count*” means:

- (a) the determination of the first preference vote of each Candidate,
- (b) the transfer of a surplus of a Candidate deemed to be elected, or
- (c) the exclusion of one or more Candidates at any given time,

“*transferable vote*” means a ballot document on which, following a first preference, a second or subsequent preference is recorded in consecutive numerical order for a continuing Candidate,

“*transferred vote*” means a vote derived from a ballot document on which a second or subsequent preference is recorded for the Candidate to whom that ballot document has been transferred, and

“*transfer value*” means the value of a transferred vote calculated in accordance with rules STV47.4 or STV47.7.

42. Arrangements for counting of the votes

42.1 The Returning Officer is to make arrangements for counting the votes as soon as is practicable after the close of the poll.

42.2 The Returning Officer may make arrangements for any votes to be counted using vote counting software where:

- (a) the board of directors and the council of governors of the Corporation have approved:
 - (i) the use of such software for the purpose of counting votes in the relevant election, and
 - (ii) a policy governing the use of such software, and
- (b) the Corporation and the Returning Officer are satisfied that the use of such software will produce an accurate result.

43. The count

43.1 The Returning Officer is to:

(a) count and record the number of:

- (i) ballot papers that have been returned; and
- (ii) the number of internet voting records, telephone voting records and/or text voting records that have been created,

and

(b) count the votes according to the provisions in this Part of the rules and/or the provisions of any policy approved pursuant to rule 42.2(ii) where vote counting software is being used.

43.2 The Returning Officer, while counting and recording the number of ballot papers, internet voting records, telephone voting records and/or text voting records and counting the votes, must make arrangements to ensure that no person obtains or communicates information as to the unique identifier on a ballot paper or the voter ID number on an internet voting record, telephone voting record or text voting record.

43.3 The Returning Officer is to proceed continuously with counting the votes as far as is practicable.

STV44. Rejected ballot papers and rejected text voting records

STV44.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which the figure “1” standing alone is not placed so as to indicate a first preference for any Candidate,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the ballot paper shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in the opinion of the Returning Officer, the word or mark clearly indicates a preference or preferences.

STV44.2 The Returning Officer is to endorse the word “rejected” on any ballot paper which under this rule is not to be counted.

STV44.3 Any text voting record:

- (a) on which the figure “1” standing alone is not placed so as to indicate a first preference for any Candidate,
- (b) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (c) which is unmarked or rejected because of uncertainty,

shall be rejected and not counted, but the text voting record shall not be rejected by reason only of carrying the words “one”, “two”, “three” and so on, or any other mark instead of a figure if, in the opinion of the Returning Officer, the word or mark clearly indicates a preference or preferences.

STV44.4 The Returning Officer is to endorse the word “rejected” on any text voting record which under this rule is not to be counted.

STV44.5 The Returning Officer is to draw up a statement showing the number of ballot papers rejected by him or her under each of the subparagraphs (a) to (d) of rule STV44.1 and the number of text voting records rejected by him or her under each of the sub-paragraphs (a) to (c) of rule STV44.3.

FPP44. Rejected ballot papers and rejected text voting records

FPP44.1 Any ballot paper:

- (a) which does not bear the features that have been incorporated into the other ballot papers to prevent them from being reproduced,
- (b) on which votes are given for more Candidates than the voter is entitled to vote,
- (c) on which anything is written or marked by which the voter can be identified except the unique identifier, or
- (d) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.2 and FPP44.3, be rejected and not counted.

FPP44.2 Where the voter is entitled to vote for more than one Candidate, a ballot paper is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.3 A ballot paper on which a vote is marked:

- (a) elsewhere than in the proper place,
- (b) otherwise than by means of a clear mark,
- (c) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the Candidates clearly appears, and the way the paper is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP44.4 The Returning Officer is to:

- (a) endorse the word “rejected” on any ballot paper which under this rule is not to be counted, and
- (b) in the case of a ballot paper on which any vote is counted under rules FPP44.2 and FPP 44.3, endorse the words “rejected in part” on the ballot paper and indicate which vote or votes have been counted.

FPP44.5 The Returning Officer is to draw up a statement showing the number of rejected ballot papers under the following headings:

- (a) does not bear proper features that have been incorporated into the ballot paper,
- (b) voting for more Candidates than the voter is entitled to,
- (c) writing or mark by which voter could be identified, and
- (d) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of ballot papers rejected in part.

FPP44.6 Any text voting record:

- (a) on which votes are given for more Candidates than the voter is entitled to vote,
- (b) on which anything is written or marked by which the voter can be identified except the voter ID number, or
- (c) which is unmarked or rejected because of uncertainty,

shall, subject to rules FPP44.7 and FPP44.8, be rejected and not counted.

FPP44.7 Where the voter is entitled to vote for more than one Candidate, a text voting record is not to be rejected because of uncertainty in respect of any vote where no uncertainty arises, and that vote is to be counted.

FPP44.8 A text voting record on which a vote is marked:

- (a) otherwise than by means of a clear mark,

- (b) by more than one mark,

is not to be rejected for such reason (either wholly or in respect of that vote) if an intention that the vote shall be for one or other of the Candidates clearly appears, and the way the text voting record is marked does not itself identify the voter and it is not shown that he or she can be identified by it.

FPP44.9 The Returning Officer is to:

- (a) endorse the word “rejected” on any text voting record which under this rule is not to be counted, and
- (b) in the case of a text voting record on which any vote is counted under rules FPP44.7 and FPP 44.8, endorse the words “rejected in part” on the text voting record and indicate which vote or votes have been counted.

FPP44.10 The Returning Officer is to draw up a statement showing the number of rejected text voting records under the following headings:

- (a) voting for more Candidates than the voter is entitled to,
- (b) writing or mark by which voter could be identified, and
- (c) unmarked or rejected because of uncertainty,

and, where applicable, each heading must record the number of text voting records rejected in part.

STV45. First stage

STV45.1 The Returning Officer is to sort the ballot documents into parcels according to the Candidates for whom the first preference votes are given.

STV45.2 The Returning Officer is to then count the number of first preference votes given on ballot documents for each Candidate, and is to record those numbers.

STV45.3 The Returning Officer is to also ascertain and record the number of valid ballot documents.

STV46. The quota

STV46.1 The Returning Officer is to divide the number of valid ballot documents by a number exceeding by one the number of members to be elected.

STV46.2 The result, increased by one, of the division under rule STV46.1 (any fraction being disregarded) shall be the number of votes sufficient to

secure the election of a Candidate (in these rules referred to as “the quota”).

- STV46.3 At any stage of the count a Candidate whose total votes equals or exceeds the quota shall be deemed to be elected, except that any election where there is only one vacancy a Candidate shall not be deemed to be elected until the procedure set out in rules STV47.1 to STV47.3 has been complied with.

STV47. Transfer of votes

- STV47.1 Where the number of first preference votes for any Candidate exceeds the quota, the Returning Officer is to sort all the ballot documents on which first preference votes are given for that Candidate into sub- parcels so that they are grouped:

- (a) according to next available preference given on those ballot documents for any continuing Candidate, or
- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

- STV47.2 The Returning Officer is to count the number of ballot documents in each parcel referred to in rule STV47.1.

- STV47.3 The Returning Officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.1(a) to the Candidate for whom the next available preference is given on those ballot documents.

- STV47.4 The vote on each ballot document transferred under rule STV47.3 shall be at a value (“the transfer value”) which:

- (a) reduces the value of each vote transferred so that the total value of all such votes does not exceed the surplus, and
- (b) is calculated by dividing the surplus of the Candidate from whom the votes are being transferred by the total number of the ballot documents on which those votes are given, the calculation being made to two decimal places (ignoring the remainder if any).

- STV47.5 Where at the end of any stage of the count involving the transfer of ballot documents, the number of votes for any Candidate exceeds the quota, the Returning Officer is to sort the ballot documents in the sub- parcel of transferred votes which was last received by that Candidate into separate sub-parcels so that they are grouped:

- (a) according to the next available preference given on those ballot documents for any continuing Candidate, or

- (b) where no such preference is given, as the sub-parcel of non-transferable votes.

STV47.6 The Returning Officer is, in accordance with this rule and rule STV48, to transfer each sub-parcel of ballot documents referred to in rule STV47.5(a) to the Candidate for whom the next available preference is given on those ballot documents.

STV47.7 The vote on each ballot document transferred under rule STV47.6 shall be at:

- (a) a transfer value calculated as set out in rule STV47.4(b), or
- (b) at the value at which that vote was received by the Candidate from whom it is now being transferred,

whichever is the less.

STV47.8 Each transfer of a surplus constitutes a stage in the count.

STV47.9 Subject to rule STV47.10, the Returning Officer shall proceed to transfer transferable ballot documents until no Candidate who is deemed to be elected has a surplus or all the vacancies have been filled.

STV47.10 Transferable ballot documents shall not be liable to be transferred where any surplus or surpluses which, at a particular stage of the count, have not already been transferred, are:

- (a) less than the difference between the total vote then credited to the continuing Candidate with the lowest recorded vote and the vote of the Candidate with the next lowest recorded vote, or
- (b) less than the difference between the total votes of the two or more continuing Candidates, credited at that stage of the count with the lowest recorded total numbers of votes and the Candidate next above such Candidates.

STV47.11 This rule does not apply at an election where there is only one vacancy.

STV48. Supplementary provisions on transfer

STV48.1 If, at any stage of the count, two or more Candidates have surpluses, the transferable ballot documents of the Candidate with the highest surplus shall be transferred first, and if:

- (a) The surpluses determined in respect of two or more Candidates are equal, the transferable ballot documents of the Candidate who had the highest recorded vote at the earliest preceding stage at which they had unequal votes shall be transferred first, and

- (b) the votes credited to two or more Candidates were equal at all stages of the count, the Returning Officer shall decide between those Candidates by lot, and the transferable ballot documents of the Candidate on whom the lot falls shall be transferred first.

STV48.2 The Returning Officer shall, on each transfer of transferable ballot documents under rule STV47:

- (a) record the total value of the votes transferred to each Candidate,
- (b) add that value to the previous total of votes recorded for each Candidate and record the new total,
- (c) record as non-transferable votes the difference between the surplus and the total transfer value of the transferred votes and add that difference to the previously recorded total of non-transferable votes, and
- (d) compare:
 - (i) the total number of votes then recorded for all of the Candidates, together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.

STV48.3 All ballot documents transferred under rule STV47 or STV49 shall be clearly marked, either individually or as a sub-parcel, so as to indicate the transfer value recorded at that time to each vote on that ballot document or, as the case may be, all the ballot documents in that sub-parcel.

STV48.4 Where a ballot document is so marked that it is unclear to the Returning Officer at any stage of the count under rule STV47 or STV49 for which Candidate the next preference is recorded, the Returning Officer shall treat any vote on that ballot document as a non-transferable vote; and votes on a ballot document shall be so treated where, for example, the names of two or more Candidates (whether continuing Candidates or not) are so marked that, in the opinion of the Returning Officer, the same order of preference is indicated or the numerical sequence is broken.

STV49. Exclusion of Candidates

STV49.1 If:

- (a) all transferable ballot documents which under the provisions of rule STV47 (including that rule as applied by rule STV49.11) and this rule are required to be transferred, have been transferred, and
- (b) subject to rule STV50, one or more vacancies remain to be filled,

the Returning Officer shall exclude from the election at that stage the

Candidate with the then lowest vote (or, where rule STV49.12 applies, the Candidates with the then lowest votes).

STV49.2 The Returning Officer shall sort all the ballot documents on which first preference votes are given for the Candidate or Candidates excluded under rule STV49.1 into two sub-parcels so that they are grouped as:

- (a) ballot documents on which a next available preference is given, and
- (b) ballot documents on which no such preference is given (thereby including ballot documents on which preferences are given only for Candidates who are deemed to be elected or are excluded).

STV49.3 The Returning Officer shall, in accordance with this rule and rule STV48, transfer each sub-parcel of ballot documents referred to in rule STV49.2 to the Candidate for whom the next available preference is given on those ballot documents.

STV49.4 The exclusion of a Candidate, or of two or more Candidates together, constitutes a further stage of the count.

STV49.5 If, subject to rule STV50, one or more vacancies still remain to be filled, the Returning Officer shall then sort the transferable ballot documents, if any, which had been transferred to any Candidate excluded under rule STV49.1 into sub-parcels according to their transfer value.

STV49.6 The Returning Officer shall transfer those ballot documents in the sub-parcel of transferable ballot documents with the highest transfer value to the continuing Candidates in accordance with the next available preferences given on those ballot documents (thereby passing over Candidates who are deemed to be elected or are excluded).

STV49.7 The vote on each transferable ballot document transferred under rule STV49.6 shall be at the value at which that vote was received by the Candidate excluded under rule STV49.1.

STV49.8 Any ballot documents on which no next available preferences have been expressed shall be set aside as non-transferable votes.

STV49.9 After the Returning Officer has completed the transfer of the ballot documents in the sub-parcel of ballot documents with the highest transfer value he or she shall proceed to transfer in the same way the sub-parcel of ballot documents with the next highest value and so on until he has dealt with each sub-parcel of a Candidate excluded under rule STV49.1.

STV49.10 The Returning Officer shall after each stage of the count completed under this rule:

- (a) record:

- (i) the total value of votes, or
 - (ii) the total transfer value of votes transferred to each Candidate,
- (b) add that total to the previous total of votes recorded for each Candidate and record the new total,
- (c) record the value of non-transferable votes and add that value to the previous non-transferable votes total, and
- (d) compare:
 - (i) the total number of votes then recorded for each Candidate together with the total number of non-transferable votes, with
 - (ii) the recorded total of valid first preference votes.

STV49.11 If after a transfer of votes under any provision of this rule, a Candidate has a surplus, that surplus shall be dealt with in accordance with rules STV47.5 to STV47.10 and rule STV48.

STV49.12 Where the total of the votes of the two or more lowest Candidates, together with any surpluses not transferred, is less than the number of votes credited to the next lowest Candidate, the Returning Officer shall in one operation exclude such two or more Candidates.

STV49.13 If when a Candidate has to be excluded under this rule, two or more Candidates each have the same number of votes and are lowest:

- (a) regard shall be had to the total number of votes credited to those Candidates at the earliest stage of the count at which they had an unequal number of votes and the Candidate with the lowest number of votes at that stage shall be excluded, and
- (b) where the number of votes credited to those Candidates was equal at all stages, the Returning Officer shall decide between the Candidates by lot and the Candidate on whom the lot falls shall be excluded.

STV50. Filling of last vacancies

STV50.1 Where the number of continuing Candidates is equal to the number of vacancies remaining unfilled the continuing Candidates shall thereupon be deemed to be elected.

STV50.2 Where only one vacancy remains unfilled and the votes of any one continuing Candidate are equal to or greater than the total of votes credited to other continuing Candidates together with any surplus not transferred, the Candidate shall thereupon be deemed to be elected.

STV50.3 Where the last vacancies can be filled under this rule, no further transfer of votes shall be made.

STV51. Order of election of Candidates

- STV51.1 The order in which Candidates whose votes equal or exceed the quota are deemed to be elected shall be the order in which their respective surpluses were transferred, or would have been transferred but for rule STV47.10.
- STV51.2 A Candidate credited with a number of votes equal to, and not greater than, the quota shall, for the purposes of this rule, be regarded as having had the smallest surplus at the stage of the count at which he obtained the quota.
- STV51.3 Where the surpluses of two or more Candidates are equal and are not required to be transferred, regard shall be had to the total number of votes credited to such Candidates at the earliest stage of the count at which they had an unequal number of votes and the surplus of the Candidate who had the greatest number of votes at that stage shall be deemed to be the largest.
- STV51.4 Where the number of votes credited to two or more Candidates were equal at all stages of the count, the Returning Officer shall decide between them by lot and the Candidate on whom the lot falls shall be deemed to have been elected first.

FPP51. Equality of votes

- FPP51.1 Where, after the counting of votes is completed, an equality of votes is found to exist between any Candidates and the addition of a vote would entitle any of those Candidates to be declared elected, the Returning Officer is to decide between those Candidates by a lot, and proceed as if the Candidate on whom the lot falls had received an additional vote.

PART 7: FINAL PROCEEDINGS IN CONTESTED AND UNCONTESTED ELECTIONS

FPP52. Declaration of result for contested elections

- FPP52.1 In a contested election, when the result of the poll has been ascertained, the Returning Officer is to:
- (a) declare the Candidate or Candidates whom more votes have been given than for the other Candidates, up to the number of vacancies to be filled on the council of governors from the constituency, or class within a constituency, for which the election is being held to be elected,

- (b) give notice of the name of each Candidate who he or she has declared elected:
 - (i) where the election is held under a proposed Constitution pursuant to powers conferred on the [insert name] NHS Foundation Trust by section 33(4) of the 2006 Act, to the Chair~~man~~ of the NHS Foundation Trust, or
 - (ii) in any other case, to the Chair~~man~~ of the Corporation; and
- (c) give public notice of the name of each Candidate whom he or she has declared elected.

FPP52.2 The Returning Officer is to make:

- (a) the total number of votes given for each Candidate (whether elected or not), and
- (b) the number of rejected ballot papers under each of the headings in rule FPP44.5,
- (c) the number of rejected text voting records under each of the headings in rule FPP44.10,

available on request.

STV52. Declaration of result for contested elections

STV52.1 In a contested election, when the result of the poll has been ascertained, the Returning Officer is to:

- (a) declare the Candidates who are deemed to be elected under Part 6 of these rules as elected,
- (b) give notice of the name of each Candidate who he or she has declared elected –
 - (i) where the election is held under a proposed Constitution pursuant to powers conferred on the [insert name] NHS Foundation Trust by section 33(4) of the 2006 Act, to the Chair~~man~~ of the NHS Foundation Trust, or
 - (ii) in any other case, to the Chair~~man~~ of the Corporation, and
- (c) give public notice of the name of each Candidate who he or she has declared elected.

STV52.2 The Returning Officer is to make:

- (a) the number of first preference votes for each Candidate whether elected or not,
- (b) any transfer of votes,

- (c) the total number of votes for each Candidate at each stage of the count at which such transfer took place,
- (d) the order in which the successful Candidates were elected, and
- (e) the number of rejected ballot papers under each of the headings in rule STV44.1,
- (f) the number of rejected text voting records under each of the headings in rule STV44.3, available on request.

53. Declaration of result for uncontested elections

53.1 In an uncontested election, the Returning Officer is to as soon as is practicable after final day for the delivery of notices of withdrawals by Candidates from the election:

- (a) declare the Candidate or Candidates remaining validly nominated to be elected,
- (b) give notice of the name of each Candidate who he or she has declared elected to the Chair~~man~~ of the Corporation, and
- (c) give public notice of the name of each Candidate who he or she has declared elected.

PART 8: DISPOSAL OF DOCUMENTS

54. Sealing up of documents relating to the poll

54.1 On completion of the counting at a contested election, the Returning Officer is to seal up the following documents in separate packets:

- (a) the counted ballot papers, internet voting records, telephone voting records and text voting records,
- (b) the ballot papers and text voting records endorsed with “rejected in part”,
- (c) the rejected ballot papers and text voting records, and
- (d) the statement of rejected ballot papers and the statement of rejected text voting records, and ensure that complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

- 54.2 The Returning Officer must not open the sealed packets of:
- (a) the disqualified documents, with the list of disqualified documents inside it,
 - (b) the list of spoilt ballot papers and the list of spoilt text message votes,
 - (c) the list of lost ballot documents, and
 - (d) the list of eligible voters,

or access the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage.

- 54.3 The Returning Officer must endorse on each packet a description of:
- (a) its contents,
 - (b) the date of the publication of notice of the election,
 - (c) the name of the Corporation to which the election relates, and
 - (d) the constituency, or class within a constituency, to which the election relates.

55. Delivery of documents

- 55.1 Once the documents relating to the poll have been sealed up and endorsed pursuant to rule 56, the Returning Officer is to forward them to the chair of the Corporation.

56. Forwarding of documents received after close of the poll

- 56.1 Where:
- (a) any voting documents are received by the Returning Officer after the close of the poll, or
 - (b) any envelopes addressed to eligible voters are returned as undelivered too late to be resent, or
 - (c) any applications for replacement voting information are made too late to enable new voting information to be issued,

the Returning Officer is to put them in a separate packet, seal it up, and endorse and forward it to the ~~Chairman of~~Chair of the Corporation.

57. Retention and public inspection of documents

57.1 The Corporation is to retain the documents relating to an election that are forwarded to the chair by the Returning Officer under these rules for one year, and then, unless otherwise directed by the board of directors of the Corporation, cause them to be destroyed.

57.2 With the exception of the documents listed in rule 58.1, the documents relating to an election that are held by the Corporation shall be available for inspection by members of the public at all reasonable times.

57.3 A person may request a copy or extract from the documents relating to an election that are held by the Corporation, and the Corporation is to provide it, and may impose a reasonable charge for doing so.

58. Application for inspection of certain documents relating to an election

58.1 The Corporation may not allow:

- (a) the inspection of, or the opening of any sealed packet containing
 - (i) any rejected ballot papers, including ballot papers rejected in part,
 - (ii) any rejected text voting records, including text voting records rejected in part,
 - (iii) any disqualified documents, or the list of disqualified documents,
 - (iv) any counted ballot papers, internet voting records, telephone voting records or text voting records, or
 - (v) the list of eligible voters, or
- (b) access to or the inspection of the complete electronic copies of the internet voting records, telephone voting records and text voting records created in accordance with rule 26 and held in a device suitable for the purpose of storage,

by any person without the consent of the board of directors of the Corporation.

58.2 A person may apply to the board of directors of the Corporation to inspect any of the documents listed in rule 58.1, and the board of directors of the Corporation may only consent to such inspection if it is satisfied that it is necessary for the purpose of questioning an election pursuant to Part 11.

58.3 The board of directors of the Corporation's consent may be on any terms or conditions that it thinks necessary, including conditions as to

- (a) persons,

- (b) time,
- (c) place and mode of inspection,
- (d) production or opening,

and the Corporation must only make the documents available for inspection in accordance with those terms and conditions.

58.4 On an application to inspect any of the documents listed in rule 58.1 the board of directors of the Corporation must:

- (a) in giving its consent, and
- (b) in making the documents available for inspection

ensure that the way in which the vote of any particular member has been given shall not be disclosed, until it has been established –

- (i) that his or her vote was given, and
- (ii) that Monitor has declared that the vote was invalid.

PART 9: DEATH OF A CANDIDATE DURING A CONTESTED ELECTION

FPP59. Countermand or abandonment of poll on death of Candidate

FPP59.1 If at a contested election, proof is given to the Returning Officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a Candidate has died, then the Returning Officer is to:

- (a) countermand notice of the poll, or, if voting information has been issued, direct that the poll be abandoned within that constituency or class, and
- (b) order a new election, on a date to be appointed by him or her in consultation with the Corporation, within the period of 40 days, computed in accordance with rule 3 of these rules, beginning with the day that the poll was countermanded or abandoned.

FPP59.2 Where a new election is ordered under rule FPP59.1, no fresh nomination is necessary for any Candidate who was validly nominated for the election where the poll was countermanded or abandoned but further Candidates shall be invited for that constituency or class.

FPP59.3 Where a poll is abandoned under rule FPP59.1(a), rules FPP59.4 to FPP59.7 are to apply.

FPP59.4 The Returning Officer shall not take any step or further step to open envelopes or deal with their contents in accordance with rules 38 and 39, and is to make up separate sealed packets in accordance with rule 40.

FPP59.5 The Returning Officer is to:

- (a) count and record the number of ballot papers, internet voting records, telephone voting records and text voting records that have been received,
- (b) seal up the ballot papers, internet voting records, telephone voting records and text voting records into packets, along with the records of the number of ballot papers, internet voting records, telephone voting records and text voting records and

ensure that complete electronic copies of the internet voting records telephone voting records and text voting records created in accordance with rule 26 are held in a device suitable for the purpose of storage.

FPP59.6 The Returning Officer is to endorse on each packet a description of:

- (a) its contents,
- (b) the date of the publication of notice of the election,
- (c) the name of the Corporation to which the election relates, and
- (d) the constituency, or class within a constituency, to which the election relates.

FPP59.7 Once the documents relating to the poll have been sealed up and endorsed pursuant to rules FPP59.4 to FPP59.6, the Returning Officer is to deliver them to the Chair~~man~~ of the Corporation, and rules 57 and 58 are to apply.

STV59. Countermand or abandonment of poll on death of Candidate

STV59.1 If, at a contested election, proof is given to the Returning Officer's satisfaction before the result of the election is declared that one of the persons named or to be named as a Candidate has died, then the Returning Officer is to:

- (a) publish a notice stating that the Candidate has died, and
- (b) proceed with the counting of the votes as if that Candidate had been excluded from the count so that –
 - (i) ballot documents which only have a first preference recorded for the Candidate that has died, and no preferences for any

- other Candidates, are not to be counted, and
- (ii) ballot documents which have preferences recorded for other Candidates are to be counted according to the consecutive order of those preferences, passing over preferences marked for the Candidate who has died.

STV59.2 The ballot documents which have preferences recorded for the Candidate who has died are to be sealed with the other counted ballot documents pursuant to rule 54.1(a).

PART 10: ELECTION EXPENSES AND PUBLICITY

Election expenses

60. Election expenses

60.1 Any expenses incurred, or payments made, for the purposes of an election which contravene this Part are an electoral irregularity, which may only be questioned in an application made to Monitor under Part 11 of these rules.

61. Expenses and payments by Candidates

61.1 A Candidate may not incur any expenses or make a payment (of whatever nature) for the purposes of an election, other than expenses or payments that relate to:

- (a) personal expenses,
- (b) travelling expenses, and expenses incurred while living away from home, and
- (c) expenses for stationery, postage, telephone, internet (or any similar means of communication) and other petty expenses, to a limit of £100.

62. Election expenses incurred by other persons

62.1 No person may:

- (a) incur any expenses or make a payment (of whatever nature) for the purposes of a Candidate's election, whether on that Candidate's behalf or otherwise, or
- (b) give a Candidate or his or her family any money or property (whether as a gift, donation, loan, or otherwise) to meet or contribute to expenses incurred by or on behalf of the Candidate for the purposes of an election.

- 62.2 Nothing in this rule is to prevent the Corporation from incurring such expenses, and making such payments, as it considers necessary pursuant to rules 63 and 64.

Publicity

63. Publicity about election by the Corporation

- 63.1 The Corporation may:

- (a) compile and distribute such information about the Candidates, and
- (b) organise and hold such meetings to enable the Candidates to speak and respond to questions, as it considers necessary.

- 63.2 Any information provided by the Corporation about the Candidates, including information compiled by the Corporation under rule 64, must be:

- (a) objective, balanced and fair,
- (b) equivalent in size and content for all Candidates,
- (c) compiled and distributed in consultation with all of the Candidates standing for election, and
- (d) must not seek to promote or procure the election of a specific Candidate or Candidates, at the expense of the electoral prospects of one or more other Candidates.

- 63.3 Where the Corporation proposes to hold a meeting to enable the Candidates to speak, the Corporation must ensure that all of the Candidates are invited to attend, and in organising and holding such a meeting, the Corporation must not seek to promote or procure the election of a specific Candidate or Candidates at the expense of the electoral prospects of one or more other Candidates.

64. Information about Candidates for inclusion with voting information

- 64.1 The Corporation must compile information about the Candidates standing for election, to be distributed by the Returning Officer pursuant to rule 24 of these rules.

- 64.2 The information must consist of:

- (a) a statement submitted by the Candidate of no more than 250 words,
- (b) if voting by telephone or text message is a method of polling for the election, the numerical voting code allocated by the Returning Officer to each Candidate, for the purpose of recording votes using the telephone voting facility or the text message voting facility (“numerical voting code”), and
- (c) a photograph of the Candidate.

65. Meaning of “for the purposes of an election”

- 65.1 In this Part, the phrase “for the purposes of an election” means with a view to, or otherwise in connection with, promoting or procuring a Candidate’s election, including the prejudicing of another Candidate’s electoral prospects; and the phrase “for the purposes of a Candidate’s election” is to be construed accordingly.
- 65.2 The provision by any individual of his or her own services voluntarily, on his or her own time, and free of charge is not to be considered an expense for the purposes of this Part.

PART 11: QUESTIONING ELECTIONS AND THE CONSEQUENCE OF IRREGULARITIES

66. Application to question an election

- 66.1 An application alleging a breach of these rules, including an electoral irregularity under Part 10, may be made to Monitor for the purpose of seeking a referral to the independent election arbitration panel (IEAP).
- 66.2 An application may only be made once the outcome of the election has been declared by the Returning Officer.
- 66.3 An application may only be made to Monitor by:
- (a) a person who voted at the election or who claimed to have had the right to vote, or
 - (b) a Candidate, or a person claiming to have had a right to be elected at the election.
- 66.4 The application must:
- (a) describe the alleged breach of the rules or electoral irregularity, and
 - (b) be in such a form as the independent panel may require.
- 66.5 The application must be presented in writing within 21 days of the declaration of the result of the election. Monitor will refer the application to the independent election arbitration panel appointed by Monitor.
- 66.6 If the independent election arbitration panel requests further information from the applicant, then that person must provide it as soon as is reasonably practicable.
- 66.7 Monitor shall delegate the determination of an application to a person or panel of persons to be nominated for the purpose.

- 66.8 The determination by the IEAP shall be binding on and shall be given effect by the Corporation, the applicant and the members of the constituency (or class within a constituency) including all the Candidates for the election to which the application relates.
- 66.9 The IEAP may prescribe rules of procedure for the determination of an application including costs.

PART 12: MISCELLANEOUS

67. Secrecy

- 67.1 The following persons:

- (a) the Returning Officer,
- (b) the Returning Officer's staff,

must maintain and aid in maintaining the secrecy of the voting and the counting of the votes, and must not, except for some purpose authorised by law, communicate to any person any information as to:

- (i) the name of any member of the Corporation who has or has not been given voting information or who has or has not voted,
- (ii) the unique identifier on any ballot paper,
- (iii) the voter ID number allocated to any voter,
- (iv) the Candidate(s) for whom any member has voted.

- 67.2 No person may obtain or attempt to obtain information as to the Candidate(s) for whom a voter is about to vote or has voted, or communicate such information to any person at any time, including the unique identifier on a ballot paper given to a voter or the voter ID number allocated to a voter.

- 67.3 The Returning Officer is to make such arrangements as he or she thinks fit to ensure that the individuals who are affected by this provision are aware of the duties it imposes.

68. Prohibition of disclosure of vote

- 68.1 No person who has voted at an election shall, in any legal or other proceedings to question the election, be required to state for whom he or she has voted.

69. Disqualification

- 69.1 A person may not be appointed as a Returning Officer, or as staff of the Returning Officer pursuant to these rules, if that person is:

- (a) a member of the Corporation,
- (b) an employee of the Corporation,
- (c) a director of the Corporation, or
- (d) employed by or on behalf of a person who has been nominated for election.

70. Delay in postal service through industrial action or unforeseen event

70.1 If industrial action, or some other unforeseen event, results in a delay in:

- (a) the delivery of the documents in rule 24, or
- (b) the return of the ballot papers,

the Returning Officer may extend the time between the publication of the notice of the poll and the close of the poll by such period as he or she considers appropriate.

CGO.10.24.10 - POLICIES & PROCEDURES TASK AND FINISH GROUP UPDATE

REFERENCES

Only PDFs are attached



CGo.10.24.10 - Policies and Procedures task and finish group update.pdf

Meeting Title	Council of Governors		
Date	17 October 2024	Agenda item	Co.10.24.10

Policies and Procedures task and finish group update

Presented by	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		
Author	Jacqui Maurice, Head of Corporate Governance		
Lead Director	Renee Bullock, Chief People and Purpose Officer		
Purpose of the paper	To provide the Council of Governors with an update on the Policies and Procedures task and finish group		
Key control	N/A		
Action required	For information		
Previously discussed at/informed by	N/A		
Previously approved at:	Committee/Group	Date	
	N/A		

Situation

At the Council of Governors meeting held on 18 July 2024 the Council confirmed its support for the establishment of a policies and procedures task and finish group.

The membership of the task and finish group is confirmed as follows:

- Sarah Jones, Chair
- Mark Chambers, Patient Governor
- Kursh Siddique, Public Governor
- Philip Turner, Public Governor
- Farzana Khan, Staff Governor
- Zafir Ali, Non-Executive Director
- Renee Bullock, Chief People and Purpose Officer
- David Moss, Director of Estates & Facilities

The following meetings have been scheduled:

- Meeting 1, 10 October 2024
- Meeting 2, 13 November 2024
- Meeting 3, 22 January 2025
- Meeting 4, 6 March 2025

The first meeting of the task and finish group was held on Thursday 10 October where it was agreed that a sub-set of members would review and develop proposed amendments/updates in relation to each document, for presentation back to the full task and finish group for review.

The aim is for some of the documents to be presented to the Council of Governors (and Governors NRC or Board where appropriate) for approval in January, with the remaining documents to be presented in April, as follows:

January

- Governor Induction Programme
- Lead Governor role description
- Governor and NED Codes of Conduct
- Process in the case of the proposed removal of a NED/Chair/Governor (new)

Meeting Title	Council of Governors		
Date	17 October 2024	Agenda item	Co.10.24.10

- Council of Governors Standing Orders

April

- Council of Governors Engagement Policy
- Council of Governors Terms of Reference (including the policies referred to within the TOR, i.e. policy for the appointment of a Chair/NED and process for appointment of the external auditor)
- Governors attending Board/Committees guidance
- Chair and NED appraisal policy
- TOR for Membership Engagement sub-group
- Significant transactions policy (new)
- Council of Governors objectives (new)

Recommendation

The Council of Governors is asked to note this report.

