Bradford Teaching Hospitals
NHS Foundation Trust

Council of Governors Meeting Agenda

Date	Monday, 17 August 2026	**Time**	15:30 – 17:30
Venue	MS teams	**Chair**	Karen Walker, Acting Chair

In attendance:

- 16.10 to 16.20 - Kez Hayat, Head of Equality, Diversity and Inclusion (EDI), CGo.8.26.6 EHRC Code of Practice update
- 16:20-16:35 – Alison Smith, Head of Strategy & Partnerships and Sophia Hussain, Service Improvement Lead for Strategy & Partnerships\Programme Lead for Health on the High Street, CGo.8.26.7
- 16.45 to 17.00 - Shak Rafiq, Strategic Communications & Engagement Lead, CGo.8.26.9a Communications Strategy and CGo.8.26.9b Strategic headlines from comms perspective.

Time	No.	Agenda Item	Lead	Outcome	Papers attached
15:30	CGo.8.26.1	Apologies for absence	Chair	For information	Verbal
	CGo.8.26.2	Declarations of interest	Chair	For information	CGo.8.26.2
	CGo.8.26.3	Minutes of the meeting held 15 April 2026	Chair	For approval	CGo.8.26.3
	CGo.8.26.4	Matters arising	Chair	For information	Verbal
15:35	CGo.8.26.5	Holding to Account			
	CGo.8.26.5a	Chair's Report	Chair	For assurance	CGo.8.26.5a
	CGo.8.26.5b	NED feedback: reports from Board	NEDs	For assurance	CGo.8.26.5b
	CGo.8.26.5c	Chief Executive's Report	Chief Executive	For assurance	CGo.8.26.5c
16.10	CGo.8.26.6	Equality and Human Rights Commission (EHRC) Code of Practice update	Head of EDI	For assurance	Presentation
16:20	CGo.8.26.7	Health on the High Street and Integrated Neighbourhood Health workstream	Director of Strategy & Transformation	For assurance	Presentation
16:35	CGo.8.26.8	Health Bill and emerging impact on Foundation Trusts	Chair	For information	CGo.8.26.8
16:45	CGo.8.26.9	a. Communications Strategy b. Strategic headlines from comms perspective	Strategic Communications & Engagement Lead	For assurance	Presentation CGo.8.26.9b
17:00	CGo.8.26.10	Matters raised with Governors by members, patients and the public	Board Secretary	For information	Verbal
17:05	CGo.8.26.11	Council of Governors Effectiveness Review	Chair	For approval	CGo.8.26.11
17:15	CGo.8.26.12	Governors NRC report	Lead Governor	For assurance	CGo.8.26.12
		a. Process for the appointment of NED & Chair	Board Secretary	For approval	CGo.8.26.12a
		b. NED Terms of Appointment	Board Secretary	For approval	CGo.8.26.12b
	CGo.8.26.13	Annual Members Meeting - Planning	Board Secretary	For approval	CGo.8.26.13
	CGo.8.26.14	Council of Governors Standing Orders and Terms of Reference	Board Secretary	For approval	CGo.8.26.14
	CGo.8.26.15	Council of Governors work plan	Chair	For information	CGo.8.26.15

Time	No.	Agenda Item	Lead	Outcome	Papers attached
	CGo.8.26.16	Review of meeting	Chair	For information	Verbal
	CGo.8.26.17	Date and time of next meeting 30 September 2026, 15:30 – 17:30	Chair	For information	Verbal
17:30	CGo.8.26.18	Resolution to move into private meeting	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 Wednesday 12 August** 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

Employee	Year	Interest Type	Date Incurred	Date Ended	Role	Interest Description (Abbreviated)	Provider	Value £'s
Andy Waller	2025/26	Nil Declaration	15.01.2026		Governor			0
Anne Forster	2021/22,2022/23,2023/24,2024/25,2025/26	Outside Employment	18.06.2021		Governor	Employee University of Leeds strong links with the Stroke Association primarily providing research advice.	University of Leeds	0
Charlotte Szpara	2025/26	Nil Declaration	09.03.2026		Head of Business Management			0
Dermot Bolton	2021/22,2022/23,2023/24,2024/25,2025/26	Outside Employment	01.02.2022		Governor	Senior Programme Manager in Frontline Digitisation. Part of NHS England Transformation Directorate	NHS England	0
Emma Fleary	2022/23	Outside Employment	06.02.2023		Specialist Midwife	Midwifery expertise for medicolegal cases	Kelly Parker Medicolegal Midwifery	0
Farideh Javid	2025/26	Nil Declaration	30.03.2026		Governor			0
Fiona Thompson	2015/16 & before,2016/17,2017/18,2018/19,2019/20,2020/21,2021/22,2022/23,2023/24,2024/25,2025/26	Outside Employment	01.01.2010		Governor	The UK's expert quality body for tertiary education.	Quality Assurance Agency	0
Helen Fearnley	2025/26	Nil Declaration	06.03.2026		Nurse Consultant - Tissue Viability			0
Helen Rushworth	2024/25	Nil Declaration	12.03.2025		Governor			0
Ibrar Hussain	2025/26	Nil Declaration	09.03.2026		Governor			0
John Waterhouse	2025/26	Nil Declaration	10.03.2026		Governor			0
Kameel Khan	2019/20	Shareholdings and other ownership interests	01.01.2020		Physician Associate	Co-owner	Pareto Revision Ltd	0
Mark Chambers	2020/21,2021/22,2022/23,2023/24,2024/25,2025/26	Outside Employment	01.08.2020		Governor	COO	Emmanuel Schools Foundation	0
Mark Chambers	2021/22,2022/23,2023/24,2024/25,2025/26	Outside Employment	01.10.2021		Governor	trustee/director	North Star Academies Trust	0
Mohammed Ellam	2025/26	Nil Declaration	26.06.2025		Governor			0
Mohammed Osman	2025/26	Nil Declaration	03.07.2025		Governor			0
Ruth Houghton	2023/24,2024/25,2025/26	Outside Employment	10.03.2024		General Manager Adult OPD CPBS and Med Records - Access CBU	Domestic Abuse Charity	Trustee of Staying Put	0
Sharon Taylor	2025/26	Shareholdings and other ownership interests	11.03.2026		Governor	I have made an investment in a family member's start up business based outside of Yorkshire. The company is called All Roads Restaurants Ltd. I have no shares but there is a projected return on the investment made. There are no perceived risks to my role as public governor within the trust.	All Roads Restaurants Ltd	0
William Martin	2024/25,2025/26	Outside Employment	01.05.2024		Governor	Executive Dean, Faculty of Health and Social Care	University of Bradford	0

Unconfirmed Minutes - Council of Governors Meeting in Public

Date	Wednesday, 15 April 2026	**Time**	15:30-17:15
Venue	Seminar Room, Wolfson Centre for Applied Health Research, BRI	**Chair**	Karen Walker, Acting Chair
Present	- Karen Walker, Acting Chair (KW) - Dermot Bolton, Public Governor, Bradford West (DB) - Mark Chambers, Patient Governor, and Lead Governor (MC) - Helen Fearnley, Staff Governor, Nursing & Midwifery (HF) - Emma Fleary, Staff Governor, Nursing & Midwifery (EF) - Professor Anne Forster, Partner Governor, University of Leeds (AF) - Ibrar Hussain, Public Governor, Bradford West (IH) - Dr Farideh Javid, Public Governor, Bradford South (FJ) - Dr William Martin, Partner Governor, University of Bradford (WM) - Helen Rushworth, Partner Governor, Healthwatch (HR) - Charlotte Szpara, Staff Governor, All other staff groups (CS) - Sharon Taylor, Public Governor, Bradford South (ST) - Fiona Thompson, Public Governor, Shipley (FT) - Andy Waller, Public Governor, Rest of England and Wales (AW) - John Waterhouse, Public Governor, Bradford East (JW)		
In attendance	- Zafir Ali, Non-Executive Director (ZA) - Justine Andrew, Non-Executive Director (JA) - Bryan Machin, Non-Executive Director (BM) - Altaf Sadique, Non-Executive Director (AS) - Tim Swift, Non-Executive Director (TS) - Sajid Azeb, Chief Operating Officer & Deputy Chief Executive (SA) - John Bolton, Chief Medical Officer (JB) - Chris Davies, Deputy Director of Estates & Facilities (CD) - Professor Karen Dawber, Chief Nurse (KD) - Mark Hindmarsh, Director of Strategy and Transformation (MH) - Vikki Lewis, Chief Digital & Information Officer (VL) - Ben Roberts, Chief Finance Officer (BR) - Jacqui Maurice, Head of Corporate Governance (JM) - Laura Parsons, Associate Director of Corporate Governance/Board Secretary (LP) - Byron Johnson, Associate Director of Quality (BJ) for agenda item CGo.4.26.7 only		

No.	Agenda Item	Actions
CGo.4.26.1	**Apologies for Absence** Apologies were noted from: - Imran Ellam, Public Governor, Bradford East - Ruth Houghton, Staff Governor, All Other Staff Groups - Kameel Khan, Staff Governor, Allied Health Professionals & Scientists - Osman Rafiq, Public Governor, Keighley - Councillor Fozia Shaheen, Partner Governor, Bradford Metropolitan District Council - Geoff Hall, Non-Executive Director - Mel Pickup, Chief Executive Faeem Lal, Director of HR David Moss, Director of Estates and Facilities (DM)	

No.	Agenda Item	Actions
CGo.4.26.2	**Declarations of Interest** ST stated that she had recently added a declaration online however it did not relate to any of the items on today's agenda.	
CGo.4.26.3	**Minutes of the meeting held on 15 January 2026** The minutes were accepted as a correct record.	
CGo.4.26.4	**Matters Arising** LP referred to the action log appended to the minutes. The Council noted and agreed the outcomes to the following actions: • CG025001 Holding to account: NED feedback Quality Committee. After discussion with the Chief Nurse it was agreed that the most appropriate forum would be the Patient Experience Group and information will be sent to HR via the Chief Nurse Office. Action closed • CGo26001 Holding to account: Chief Executive Report; Health on the High Street update. MH agreed to circulate the presentation to the COG. A report is being presented to the April Board, and an update report will be brought back to the July COG meeting. • CG026002 Holding to account: Chief Executive Report; Integrated neighbourhood scheme. An update would be provided at the July COG meeting alongside the Health on the High Street update. • CGo26003 Code of Conduct NEDs/Governors. Action closed. • CGo26004 Code of Conduct NEDs/Governors. Action closed. • CGo26005 Process for managing concerns. Action closed. • CGo26006 Communications headlines. Action closed.	Director of Strategy & Transformation CGo26007
CGo.4.26.5	**Holding to Account** **a. Chairs Report** KW presented a summary of her report highlighting the following key points: • **Beyond Councils of Governors:** Resources have been shared by the NHS Alliance (formerly NHS Providers) in response to the government's intention to remove the requirement for Foundation Trusts to have a Council of Governors. The report outlines how Trusts can sustain Councils until the new law comes into force (potentially in April 2027). • **Governor elections:** As a reminder the election process launched on 26 January for three governor vacancies, and one nomination was received for each our public and patient constituencies from Daniel Balaz and Zulfiqar Hussain who were elected unopposed. There were no nominations for the Medical and Dental staff group. • **CQC inspection reports:** The CQC inspections undertaken through 2024/25 and into 2025/26 delivered 'good' ratings across all areas. The A&E report is still awaited. Further information will be shared with the Council once this is received. AW referred to the Strategic Advisory Forum (SAF) Anchor Institution event which he attended on 5 February. He asked where the outcomes from the session were reported. MH confirmed that these will be fed into the strategic group meeting responsible for refreshing the Trust's annual plan, and other relevant forums including the Council. JA confirmed that a key item discussed at the SAF was in relation to apprenticeships which has been fed into the People Academy meeting recently.	

No.	Agenda Item	Actions
	KW referred to the recent Annual Members Meeting where the Lead Governor delivered the governor and membership update, which was well received. **b. NED feedback (reports from Board)** **Quality Committee (QC):** TS presented the following key highlights from the reports: ○ The QC continues to ensure that safety and quality considerations are not lost in light of the current financial constraints. ○ There was a common theme across all three reports relating to pressure ulcers and falls, which has been flagged as an alert following a recent Internal Audit report identifying unacceptable variation across the Trust. A more targeted approach is now being implemented to drive improvement. WM queried whether the QC was assured that there is a clear understanding of why previous interventions did not achieve the desired outcomes in relation to falls. JB and KD outlined the steps and interventions currently in place to mitigate further falls and reduce patient harm. KD stated that the Trust would never achieve zero falls however, the aim is to ensure that any falls that do occur result in minimal harm. In response to ST's query regarding pressure ulcer data, KD provided an overview of the current situation and outlined the measures implemented to reduce the incidences of pressure ulcers throughout the Trust. ST asked if learning and good practice relating to pressure ulcers was shared throughout the Trust, and it was confirmed that learning was shared on a monthly basis. ○ Some areas of concern were identified following an assurance visit to the Children's Ward, which highlighted issues relating to staffing pressures and high capacity. Actions have been put in place, and progress will be reported to the May and June QC meetings for monitoring. WM sought assurance that the Trust understands the underlying causes of the recurring issues in relation to clinical coding and is aware of the technologies available to address it. VL confirmed that a Clinical Coding Strategy has been developed which aims to address the issues along with the use of Artificial Intelligence and Ambient Voice Technology to support improvement. **Finance and Performance Committee**: BM presented the following key highlights from the reports: ○ While the financial position, subject to audit, indicates a positive outlook for 2025/26 in terms of meeting targets, the Trust continues to operate at a deficit. ○ BM noted that the Committee will have to remain focused on the financial recovery plan and work will continue with the Executive Team to develop reporting across a number of areas. ○ The Committee has requested rationalised reporting for 2026/27, focusing on the high level NHS Oversight Framework targets and the targets included in the Trust's medium term plan. ○ BM highlighted the continued progress in developing assurance mapping for Estates & Facilities. **People Academy**: JA presented the following key highlights from the reports:	

No.	Agenda Item	Actions
	○ JA commended the high quality of the reports, dashboards, and action plans presented at the People Academy meetings, noting that the data provides early visibility of emerging issues. FT asked whether the Academy could be assured that the data used is appropriate and comprehensive. JA confirmed that this is an ongoing area of work, with further refinement planned over the coming months to ensure that shifting priorities are accurately reflected in the dashboards. ○ JA highlighted the interconnecting work linking sickness, training, job planning, and appraisals, aimed at identifying and understanding the underlying causes in more detail. ○ An in-depth review of the areas of concern identified in the staff survey will take place at the June People Academy meeting. AW queried the level of staff disengagement in completing the survey. JA noted that the completion rate is comparable to other local NHS Trusts. Increasing staff participation in the survey was though identified as a key priority going forward. ○ A dedicated session at the May meeting will undertake an in-depth review of sickness absence data. ○ JA provided an overview of the medical job plan parameters and confirmed that 66% of medical staff currently have a job plan in date within the preceding 12 months. It was noted that improving this position remains a key focus. **Audit Committee:** In particular, ZA provided an overview of the internal audit reports discussed at the recent Audit Committee meeting and highlighted that the number of outstanding recommendations continues to decrease. It was noted that a report is regularly shared with the Executive team to support a preventative approach and to further reduce the number of outstanding recommendations. **Charitable Funds Committee:** AS presented the report's key highlights as follows: ○ Fundraising efforts for the new Neonatal "Home from Home" appeal are ongoing. As of 3 February, £250k had been secured through a capital grant from Sovereign Healthcare. A request has also been submitted to the Sick Children's Fund to draw down an additional £100k. ○ The Committee acknowledged the rising operating costs of the charity and confirmed that these continue to be closely monitored. WM asked whether the income-to-cost ratio is in line with expectations for an independent charity. MH advised that a five-year plan has been developed and will be presented for approval at the May Committee meeting. ○ Focus remains on progressing towards independence, with a target completion date of April 2027. ○ A Chair designate had been appointed for the new Independent Charity Board, subject to completion of the usual pre-appointment checks. **c. Chief Executive's Report**: SA presented the following key points: ○ At the end of March, the Trust submitted its medium-term plan, which has been accepted by NHS England subject to certain conditions, particularly around workforce (headcount) reduction and reduced sickness absence. Delivery will be closely monitored over the coming months, with updates on progress against the recovery plan reported to the relevant Committees and the Board.	

No.	Agenda Item	Actions
	○ There was a further period of industrial action by resident doctors between 7 and 13 April 2026, which has added to the challenges in delivering an already demanding plan. Approximately 50–55% of resident doctors participated in the strike action during this period. ○ The Endoscopy Unit recently opened and provides two additional rooms, increasing capacity to eight rooms. The Trust has achieved national Joint Advisory Group on GI Endoscopy (JAG) accreditation. ○ The NHS Oversight Framework performance league tables show that the Trust, for Q3, is ranked 58 out of 134 acute Trusts. JB provided an update on the Mutually Agreed Resignation Scheme (MARS), which is currently live across the Trust. The Trust is operating in a challenging financial position and is using the scheme as part of its wider financial recovery plan. It is intended to reduce operating costs and create flexibility in how services are delivered in the future. The current target is a reduction of approximately 220 staff out of a total workforce of approximately 7,500. The MARS scheme is also being implemented across Integrated Care Boards (ICBs) and neighbouring Trusts as part of similar cost reduction strategies. KD noted that she jointly chairs the Workforce Panel alongside JB and FL to review vacancies across the Trust including temporary and bank staff. The scheme forms part of the medium-term planning for all NHS organisations to get back into financial balance. ST asked what plans were in place to support remaining staff in managing and backfilling workload pressures. KD referred to the Quality Priorities Planning paper which outlines the Trust's approach to workforce planning, service transformation, and measures to address sickness absence rates. The adoption of new technologies is expected to transform working practices and ease workload pressures in the future. KD provided an overview of the plans in place regarding the impact of headcount reductions on service users. She noted that there are areas across the Trust where reductions will not be implemented, as this would have a negative impact on patient care. The scheme closes at the end of April and KW agreed to provide some headlines to the Council including comparative data with other local Trusts. The Council received and noted the reports.	Acting Chair CGo26008
CGo.4.26.6	**Matters raised with Governors by members, patients and the public** The Trust received communication relating to an article in the HSJ on Mothers and Babies: Reducing Risk through Audits and Confidential Enquiries across the UK (MBRRACE-UK) data. LP noted that KD had responded to the email and that the article had been shared with Governors by KW. The Council noted the verbal update.	
CGo.4.26.7	**Quality Account Improvement Priorities** BJ joined the meeting to provide an overview of the Quality priorities for 2026/27, and the progress made to date. He provided a summary of the Quality Priorities for 2025/26 which included the Maternity Improvement Plan, Patient Safety Incident Response Plan and implementation of the three components of Martha's Rule as detailed in the slide pack. Following the	

No.	Agenda Item	Actions
	CQC Maternity inspection in October 2025, the Trust was rated 'good' in all 5 domains, giving an overall rating of 'good'. Martha's Rule is currently active on 28 wards and inpatient areas, and positive feedback has been received from families and staff. The first comprehensive review of data through the incident management system (IRIS) has been completed, and the Trust reported 24,584 incidents between January 2024 and December 2025. It is important to emphasise that a high reporting figure demonstrates a mature, open and transparent safety culture throughout the Trust. After data analysis the top five reported categories, after moving areas with existing improvement programmes, are Care & Treatment, Communications, Maternity & Neonatal Safety, Infection Prevention & Control and Discharge Safety. The findings will inform the next phase of work and inform the Quality Priorities for 2026/27. The Quality Priorities for 2026/27 are Learning Disabilities & Autism, Workforce Planning, Enhanced Therapeutic Observations & Care, Maternity Learning and Harm Reduction & Prevention. MC asked whether there were any apparent concerns in relation to the use of Artificial Intelligence (AI), and TS noted that an in-depth discussion on these issues had taken place at the Quality Committee. AS confirmed that all AI tools were contained within the Trust's structure and were not externally facing, thereby minimising the security risk. IH asked what impact the outcomes of last year's priorities had on patient safety. BJ confirmed that there had been a reduction in incidents of harm relating to deteriorating patients, attributed to the implementation of Martha's Rule. In addition, digital systems and new equipment had been introduced to support a reduction in blood transfusion incidents. KD emphasised that a large proportion of reported incidents were categorised as 'no harm' or 'low harm'. She also noted the importance of reviewing trends in incidents involving harm, with the aim of further reducing these. KD noted that workforce planning arrangements need to be appropriately aligned to ensure the Trust has sufficient staff to deliver services, and that this is why it has been included as a quality priority. KD suggested that it may be beneficial to Governors to hold a deep dive session around incident reporting. The Council noted the update provided.	Board Secretary CGo26009
CGo.4.26.8	**Communications headlines** KW noted that the new Communications Strategy will be brought to the July Council meeting. The report provided was taken as read and the Council noted the headlines.	Board Secretary CGo26010
CGo.4.26.9	**Governors Nominations and Remuneration Committee report** MC provided an overview of the paper. He outlined changes to the membership of the Committee, confirming that self-nominations were being sought. MC thanked Philip Turner for his contributions as a member of the Committee prior to his resignation as a Governor. MC advised that there had been two meetings of the NRC since the last report to the Council. Items considered included the changes in the Chair	

No.	Agenda Item	Actions
	arrangements, the review of the Chair/NED appraisal process, and the review of the NRC work programme. The Council noted the update provided.	
CGo.4.26.10	**NED and Chair appraisal process** The Chair and NED appraisal process is reviewed on an annual basis. The Governors' NRC has reviewed and provided comments on the process. As there had been no changes to national guidance, no material amendments were proposed to the process for 2026. However, one addition was proposed to Appendix A to clarify the process to be followed if a NED is unable to participate in the appraisal process due to sickness or other exceptional circumstances. The Council approved the appraisal process for the Chair and the Non-Executive Directors for 2026.	
CGo.4.26.11	**COG Effectiveness review** It is good practice for Governors to undertake an effectiveness review on an annual basis. LP drew attention to the draft Governors evaluation questionnaire that will be circulated to Governors. The link to the online 'Microsoft form' will be sent out, via email, and all governors were asked to complete this within the timescale. There would be an option for governors to anonymise their answers if they wish. The results from the survey would be presented to the July Council meeting. The Council approved the contents of the effectiveness review questionnaire.	
CGo.4.26.12	**COG work programme** LP provided an overview of the work programme for 2026/27. The Council approved the work programme for 2026/27.	
CGo.4.26.13	**Any other business** No other business was discussed.	
CGo.4.26.14	**Review of meeting** No feedback was received.	
CGo.4.26.15	**Date and time of next meeting** 1 July 2026 3.30pm – 5.30pm	
CGo.4.26.16	**Resolution to move into private session** The Council approved the resolution to move into private session, by reason of the confidential nature of the business to be transacted.	

Date of Meeting	Action log ID	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
	CGo26011		*Next number in sequence*			
15.1.26	CGo26002	CGo.1.26.5	**Holding to account – Chief Executive's Report** MP suggested that colleagues could be invited to attend a future Council of Governors meeting to provide an update on progress on the integrated neighbourhood health workstream. SJ further suggested that it might be beneficial to combine this with a visit to the relevant services, for example at the Broadway centre.	Board Secretary	July 2026	15.4.26 - It was agreed that an update would be provided at the July COG meeting alongside the Health on the High Street update. – Item added to July agenda – action closed
15.4.26	CGo26007	CGo.4.26.4	**Matters arising – Health on the high street (CGo26001)** MH agreed to circulate the presentation to the COG. A report is being presented to the April Board, and an update report will be brought back to the July COG meeting.	Director of Strategy & Transformation	July 2026	Presentation circulated to Governors on 20.4.26 Item added to July agenda - action closed
15.4.26	CGo26008	CGo.4.26.5	**Holding to account – MARS** KW agreed to provide some headlines to the Council including comparative data with other local Trusts.	Acting Chair	July 2026	Update to be provided at the meeting.
15.4.26	CGo26009	CGo.4.26.5	**Quality Account Improvement Priorities** KD suggested that it may be beneficial to Governors to hold a deep dive session around incident reporting.	Board Secretary	July 2026	Session to be arranged.
15.4.26	CGo26010	CGo.4.26.8	**Communications headlines** KW noted that the new Communications Strategy will be brought to the July Council meeting.	Board Secretary	July 2026	Added to the July agenda – action closed.

Bradford Teaching Hospitals
NHS Foundation Trust

Council of Governors				
Meeting Date:	17 August 2026		**Agenda Reference:**	CGo.8.26.5a
Report Title:	Report from the Acting Chair			
Presented by:	Karen Walker, Acting Chair			
Executive Lead:	Karen Walker, Acting Chair			
Author:	Jacqui Maurice, Head of Corporate Governance			
Report Summary				
Purpose of the paper:	Decision ☐ (approve/recommend/ support/ratify)	Assurance ☒	Action ☐ (review/discuss/ comment)	Information ☐
Summary of Key Issues/Highlights:	This report provides an update to the Council of Governors on key items since the previous Acting Chair Report provided in April 2026. The report covers: 1. Update on NED responsibilities 2. Changes to Council of Governors 3. Strategic Advisory Forum: Voluntary Sector and Communities 4. Selection Panel Team of the Month Award 5. 15 Steps Challenge 6. Feedback to the Council following Board of Directors meetings 7. Key communications			
Recommendation/s: (including any decision/approval required)	The Council of Governors is asked to derive assurance from the report.			
Link to Strategic Objective:	N/A			
Link to Priority Initiatives 2025/26:	N/A			
Implications				
Risk:	N/A			
Legal/Regulatory:	N/A			
Quality & Patient Safety:	N/A			
Equality, Diversity and Inclusion and Health Equity:	N/A			
Resources:	N/A			
Environmental sustainability:	N/A			
Assurance Route				
Meeting/s where content has been discussed previously:	N/A			

Report from the Acting Chair

1. Update on NED responsibilities

Welcome to my second report to the Council as Acting Chair in the absence of Sarah Jones. As a reminder, you will be aware that during this interim period, Bryan Machin (our Senior Independent Director) has also taken on some additional duties. Following the recent NED appraisals there have been some changes to Committee roles for our NEDs. Attached at Appendix 1 you will find a revised committee membership chart.

2. Changes to our Council of Governors

Welcome to Daniel and Zulf

I am sure you will join me in providing a warm welcome to our two new Governors Daniel Balaz and Zulfiqar Ahmed (Zulf) who have now formally joined our Council. They both bring a wealth of community experience that is an asset to our Council. I have included links to their online information on our website to help you to get to know them better. To further support their induction into the Council, I would like to seek two volunteer Governors to 'buddy up' with Daniel and Zulf. We would expect buddies to (for example);

- Respond to any queries/general questions about the role and workings of the council
- Chat through the papers if required before the meeting (although I know this is covered at the governors pre-meeting)
- Might like to meet and have an initial chat or meet via ms teams to share your experience/find out more about each other.

If you would like to offer your services as a 'buddy' then please drop a line to the Corporate Governance team at corporate.governance@bthft.nhs.uk.

Farewell to Anne

We are also saying farewell to Professor Anne Forster, Partner Governor Leeds University. Anne will officially finish at the end of July when she retires from her role as Deputy Director, Leeds Institute of Health Sciences, Academic Unit for Ageing and Stroke Research, University of Leeds. Anne joined our Council in May 2021. I would like to put on record our thanks to Anne for her service as a Council member and I am sure you will join me in also thanking Anne for her commitment to the role and wish her the very best in her retirement.

3. Strategic Advisory Forum: Voluntary Sector and Communities

Our next 'Strategic Advisory Forum' covering 'Voluntary Sector and Communities' is scheduled for Thursday 3 September from 9.30 to 11.30. We are expecting to host this session at a venue (to be confirmed) within our community. Further details will be published nearer the time. I would like to encourage as many Governors as possible to attend where your diaries permit. The preceding three SAFs have been extremely insightful and informative, as has been the testimony from a number of our Governors who have attended. Diary invites have previously been circulated and I would encourage you to review and accept if you are able to attend.

4. Selection Panel Team of the Month Award

Our Public, Patient and Partner Governors have responded favourably to an invitation to join the selection panels which have been taking place monthly since mid-January 2026. This is a good opportunity for our Governors to get to know more about our Trust. The next sessions will be taking place during July, August and September. You will shortly receive the schedule to seek your availability.

5. 15 Steps Challenge

Thank you to those Governors who volunteered (alongside our Executives and our Non-Executive Directors) to take part in our programme of visits. The annual schedule for these visits is now set and being recirculated monthly for any revisions. Please can I request that Governors undertake at least one visit per year in support of the programme. Further information about the 15 Steps Challenge – which is a nationally recognised and supported programme is available on-line here. Here at our Trust the programme is managed by Nazzar Butt, Moving to Outstanding Lead from our Trust's Quality Team. Once you have signed up the Quality Team will provide you with tailored information to support each of the individual visits.

6. Feedback to the Council following Board of Directors meetings

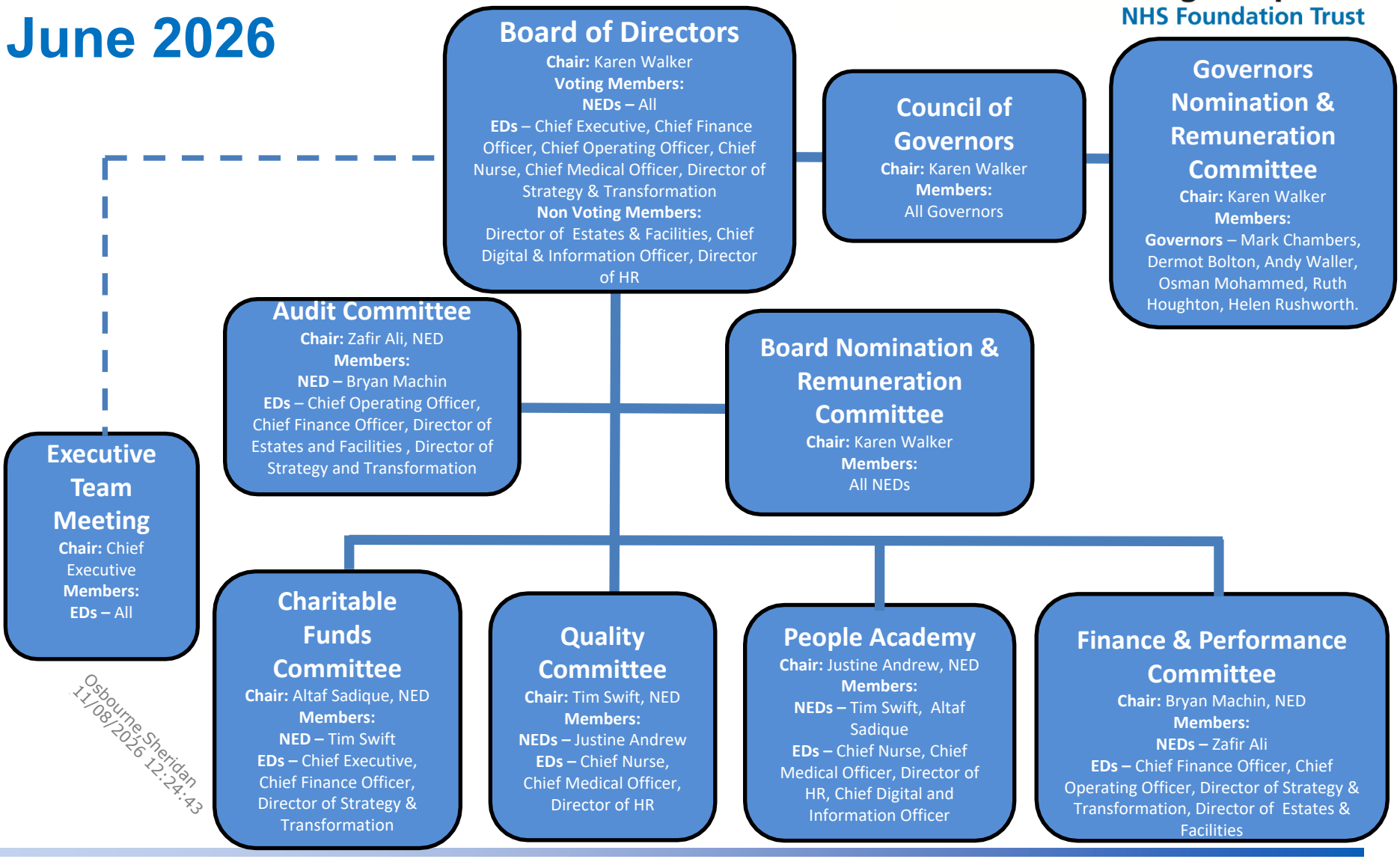
The next feedback session (from the Board meeting taking place on 23 July) is in diaries for Tuesday, 4 August from 5pm to 6pm (via ms teams). Bryan Machin will be leading this meeting as he is chairing the Board meeting in my absence.

7. Key communications

The most recent communications to our Foundation Trust members (and the public) is available online here. Key communications also continue to be shared with Governors so that they remain in touch with developments here 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.

Board & Committee Structure June 2026

Bradford Teaching Hospitals
NHS Foundation Trust



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Together, putting patients first

Bradford Teaching Hospitals
NHS Foundation Trust

PUBLIC COUNCIL OF GOVERNORS				
Meeting Date:	17 August 2026	**Agenda Reference:**	CGo.8.26.5b	
Report Title:	NED Feedback (AAA reports from the Board)			
Presented by:	Committee/Academy Chairs			
Executive Lead:	Committee/Academy Chairs			
Author:	Sheridan Osbourne, Corporate Governance Officer			
Report Summary				
Purpose of the paper:	Decision ☐ (approve/recommend/ support/ratify)	Assurance ☒	Action ☐ (review/discuss/ comment)	Information ☐
Summary of Key Issues/Highlights:	Please find attached the reports from the Chairs of the Academy/Committees held in April and May and provided to the Board of Directors in May 2026. All documents are attached as follows: • Appendices 1a and 1b: Quality Committee Chair reports (April and May 2026) • Appendix 2: Finance & Performance Committee Chair reports (April 2026) • Appendices 3a and 3b: People Academy/Committee Chair reports (April and May 2026) • Appendix 4: Audit Committee Chair Report (May 2026) • Appendix 5: Charitable Funds Committee Chair Report (May 2026) The reports are written by the Academy/Committee Chairs themselves to provide an overview of how the meeting 'felt' including the quality of debate, papers, reassurance/assurance provided, rather than providing a summary of the meeting (which is the purpose of the minutes).			
Recommendation/s: (including any decision/approval required)	The Council of Governors is asked to note the reports for assurance.			
Link to Strategic Objective:	N/A			
Link to Priority Initiatives 2025/26:	N/A			
Implications				
Risk:	N/A			
Legal/Regulatory:	N/A			
Quality & Patient Safety:	N/A			
Equality, Diversity and Inclusion and Health Equity:	N/A			
Resources:	N/A			
Environmental sustainability:	N/A			
Assurance Route				
Meeting/s where content has been discussed previously:	Committee/Academy meetings and the Board of Directors on 21 May 2026.			

Meeting Title	Board of Directors		
Date	21 May 2026	Agenda item	Bo.5.26.8a

Committee/Academy Escalation and Assurance Report (AAA)

Report from the: Quality Committee

Date of meeting: 23rd April 2026

Key escalation and discussion points from the meeting

Alert:

- Sustained workforce and financial pressures continue to present a risk to maintaining quality and patient safety standards. Particular concern was highlighted regarding medical staffing gaps in Obstetrics and Gynaecology and ongoing Emergency Department (ED) capacity pressures. These matters are reflected within the Committee's high-level risks and will require continued Board oversight.
- The Children's Ward received a recent 'Red' Bradford Accreditation Scheme (BAS) rating. Rapid improvements have already been evidenced following a multidisciplinary summit and targeted interventions. The Committee noted the requirement for sustained Executive support in relation to workforce, estates, pharmacy, digital training infrastructure and organisational culture improvement. A further review summit will take place in three months.
- Maternity Services reported 11 stillbirths year-to-date compared to 15 across the whole of 2025. While early reviews have not identified systemic concerns and three recent cases demonstrated appropriate care in all elements, the position has triggered a thematic deep dive review to provide additional assurance and identify any emerging themes.
- Risks relating to ED demand, patient flow and medical staffing remain beyond review date:
  - ED demand exceeding designed capacity and available resources.
  - Delays in treatment/admission/discharge impacting patient experience and length of stay.
  - Availability of sufficient middle and senior grade ED doctors.

Advise:

- The Committee received updates on the refreshed EXCEL Programme, focused on decompressing the ED and improving patient and staff experience through upstream prevention, improved in-department flow, and strengthened discharge arrangements. The programme is increasingly aligned with wider neighbourhood health and system transformation work across Bradford District and Craven.
- The Committee discussed the importance of ensuring quality of care remains a "red line" despite operational and financial pressures, particularly during periods of industrial action and service pressure escalation.
- The Committee noted that the BAS accreditation process is proving valuable both as an assurance mechanism and as a catalyst for improvement. Further consideration will be given to:
  - Increasing practical peer support from high-performing wards.
  - Incorporating wider patient voice and EDI perspectives.

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- Potential development of additional NED safety champion roles in high-risk areas such as paediatrics.

Assure:

- The Committee received assurance that despite operational pressures and recent industrial action, there were no significant quality incidents or patient harm events arising during the reporting period.
- The Trust achieved full compliance with Year 7 of the Maternity Incentive Scheme (MIS), resulting in receipt of the associated financial premium. Positive feedback was also received following the Local Maternity and Neonatal System (LMNS) assurance visit, with no formal recommendations issued.
- Significant progress has been made with implementation of Martha's Rule across all adult inpatient wards, maternity and paediatric services. All three required elements are now operational and embedded within routine practice, ensuring compliance with NHS Standard Contract requirements.
- The Committee received positive assurance regarding the Bradford Accreditation Scheme:
  - 40 adult inpatient accreditation visits completed in the last 12 months.
  - Multiple wards achieving or sustaining 'Green' ratings.
  - Improvements demonstrated in medication management standards following targeted interventions.
- The Trust received a 'Good' rating for Well Led from the CQC, with no regulatory breaches, 'must dos' or 'should dos'. The Committee recognised this as a significant achievement given the volume and pace of inspections undertaken during 2025, and noted the proposed action plan on various issues identified.

Report completed by:

Tim Swift
Academy Chair and Non-Executive Director

13th May 2026

Meeting Title	Board of Directors		
Date	21st May 2026	Agenda item	Bo.5.26.8a

Committee/Academy Escalation and Assurance Report (AAA)

Report from the: Quality Committee
Date of meeting: 14th May 2026

Key escalation and discussion points from the meeting

Alert:

- The committee discussed concerns regarding delays in the completion of investigations into safety incidents and was assured that a review of investigation timelines and processes would be undertaken. It is important to distinguish between situations where delays are unavoidable due to external factors, and other situations. Consideration will also be given to reintroduce an early-stage review to identify immediate actions. This will be reported back to a future meeting.
- There has been a Level 1 Maternity Outcomes Signal System (MOSS) trigger due to an increase in the number of term still births. A rapid response process was completed within the required timescales and rated the service as green-amber. An in-depth review of still births is covered below.
- Workforce issues relating to obstetric staffing were highlighted, and it was agreed that further assurance will be provided through a report on obstetric staffing and associated risks to the next meeting.

Advise:

- There was a good discussion around proposed changes to the identification and management of risks, and the potential establishment of a Risk Committee. We noted that whilst the Committee receives reports on the actions taken on many of the high-level risks through other agenda items, we need a way of capturing this systematically, so we are assured that all risk action and mitigation plans are reviewed appropriately.
- The Committee received a verbal report on the deep dive that has taken place into the increased number of still births in the first three months of the year. This did not identify any consistent issues regarding the care provided by the Trust, with a range of factors involved including the possibility that the previous year's figures had been unusually low (i.e. the increase was against an unusual base level).
- The Committee continues to focus attention on ensuring that our actions are delivering quantifiable improvements, for example in areas such as the occurrence of falls or pressure ulcers, linked to the Trust's improvement strategy.

Assure:

- The Committee noted the Internal Audit report on Risk Management which provided significant assurance but is also helpful in identifying the main common themes and challenges across the whole range of risks facing the organisation.
- The Committee received a new report on Antimicrobial Resistance (AMR) driven by NHS England reporting requirements. The Chief Medical Officer has assumed the executive lead role for AMR. The Committee was made aware of national targets, including reducing antibiotic use and increasing use of narrow-spectrum antibiotics. Key priorities for the Trust included improving 48-hour antibiotic reviews, strengthening diagnostics, and reducing bloodstream infections. The governance structure will include continued reporting on AMR progress to the Quality Committee and through to Board.

Report completed by: Tim Swift, Committee Chair and Non-Executive Director, 15/05/26

Meeting Title	Board of Directors		
Date	21 May 2026	Agenda item	Bo.5.26.17

Committee Escalation and Assurance Report

Report from the: Finance and Performance Committee
Date of meeting: 22 April 2026

Key escalation and discussion points from the meetings

Alert:

Headline Operational Performance KPI exceptions

- 18 Weeks Incomplete RTT: The overall waiting list size out-turned in line with forecast, efforts to ensure long waits were prioritised, additional month end validation and additional activity delivery supported improvement in the year end performance out-turn to 66.17%, only 0.53% below plan.

  The quarterly update indicated RTT performance was trending positively through sustained grip and focus with progress on long wait clearance including 65 week and 52-week cohorts. A range of initiatives were in progress including improved clinic slot and room utilisation, a theatre cancellation root cause analysis programme focused on on-the-day cancellations, continued use of Medinet to provide additional activity whilst the SLH Day Case Unit remained closed and improved transparency by sharing waiting list information with consultants to support ownership and awareness.

  Ongoing constraints and risks included remaining 52-week breaches in orthopaedics and pain, workforce issues in oral and maxillofacial services, the continuing impact of day SLH Day Case Unit closure on activity levels, the disruptive effect of industrial action and time off in lieu as well as delays in theatre data which had affected improvement work. Outlined mitigations included locum and substantive recruitment plans, additional Medinet capacity, increased theatre sessions, recovery meetings and morale/teambuilding support where clinical engagement challenges were affecting recovery.

- DM01 6-weeks: Performance for March remained below plan in line with previous escalations. As part of 2026/27 planning targets all modalities are required to return to or sustain performance above 95%. Additional capacity for NOUS, Audiology, and Neurophysiology is in place to support this, *but current trajectories suggest extensions may be required*.

- Elective Activity: Q4 activity through theatre increased with the use of Bronte forward wait for Plastic Surgery procedures but overall volumes would not recover to plan before year end. Productivity gains in theatre remain an opportunity to progress at greater pace and this will be a priority within the recovery meetings with each CSU.

- Outpatient Transformation: A coding opportunity was being progressed within the data and productivity workstream which may recover past month performance and increasing the proportion of new appointments has been a Q4 priority which will continue into 2026/27.

- Cancer 28-day FDS: Performance impacted by deterioration in histology reporting and ongoing challenges across key tumour groups. Forecast improvements in Gynaecology, Skin and H&N do not appear to be enough to bring the overall position to above plan, although will be above national and peer average

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Pathology Joint Venture Governance Mechanisms
The Committee heard from the Managing Director of the Joint Venture, important as it had had consistent reports of the impact of delays in histology reporting on Trust performance. Technical problems precluded a full discussion, but the CFO summarised that the Trust has had long-standing concerns about how the JV operates, including governance and engagement. An independent report exists but the JV Board had not signed off releasing the full report. The Trust's focus is therefore on key themes, including inconsistent engagement, process variation between Bradford and other sites, insufficient visibility of performance data to enable effective Committee oversight and workforce/cultural issues reflected in leadership and staff survey outcomes. The Committee heard that an action plan has been developed by the Joint Venture which the Trust will use for accountability. However, an internal Trust report would be prepared highlighting unresolved issues, so that assurance is not solely reliant on JV reporting. Laboratory performance affects RTT and cancer pathways.

Looking forward the Committee heard that the Trust needs to achieve 98% of cancer histopathology reporting within 10 days within three years, but performance is currently far from that standard, reporting around 40% this month (up slightly from 38.2%). The Committee felt that this scale of improvement will need stronger grip and change; the 'arms length' nature of the Joint Venture must not dilute accountability and information flow.

It was clear from this discussion that there are issues requiring resolution and that improvement work is beginning, but stated the Committee needs to see more information if it is to discharge its assurance role. Regular updates are in the Committee's workplan.

The Committee was not assured about the performance of the Joint Venture and will monitor it closely.

Water and Ventilation (Infection Prevention)
Water and ventilation challenges mirror the wider estate position because much of the estate is old and ageing and therefore carries inherent backlog maintenance pressures. Annual backlog maintenance funding is used to improve resilience and provide assurance in relation to water and ventilation systems and that the Trust has actively engaged with NHSE to seek increased backlog maintenance allocation because the estate is older than many peer trusts. The Committee heard what is being done to strengthen assurance including moving towards digitising planned maintenance tasks so that records and reporting become more robust and continuing to rely on independent assurance from external Authorised Engineers who audit systems. A key concern is that ventilation currently has a lower level of assurance than water and this is largely due to the age of air handling units and a small number of specific units.

The Committee questioned whether the Trust was comfortable holding a residual risk score of 15 for ventilation, particularly as it appeared among the highest residual risks on the risk register and asked how the risk was being prioritised operationally. and whether the mitigations were sufficient to prevent the risk materialising. The Committee was advised that the risk cannot be reduced substantially without major estate replacement programmes.

The Committee asked whether there are areas of the Trust not meeting statutory compliance for ventilation. The Director of Estates advised that there are offices and areas without the required number of air changes and acknowledged this as non-compliance in a technical sense but highlighted the importance of distinguishing between statutory compliance and guidance, suggesting that many expectations are guidance based rather than strictly statutory requirements.

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Putting the risk in context some aspects of non-compliance arise because buildings are judged against the regulations and standards in place at the time of construction, with full alignment often only achievable during replacement or renewal. The Trust uses Standard Operating Procedures (SOPs) and operational controls to protect patients, e.g. some side rooms have ventilation constraints so the Trust mitigates by not placing respiratory patients there which can reduce winter capacity but protects patient safety. The Committee accepted that these operational controls should be recognised as mitigations alongside technical maintenance interventions but only to the extent that staff follow procedures consistently. A testing or assurance regime for SOP adherence would be useful.

The Director of Estates concluded by describing how the Trust must prioritise multiple infrastructure risks including asbestos, electrical systems, ventilation, and water. He explained that a separate group assesses which risks are highest across the building infrastructure and allocates limited funds accordingly and emphasised the structured, evidence-based approach to prioritisation.

The Committee wished to bring the residual risk, context and mitigations to the attention of the Board. The Committee also noted the high-level risk register score of 20 relates to the broader critical infrastructure risk and that the ventilation specific risk is lower.

The Committee was assured by the update recognising the need for strengthening assurance around water and ventilation, including progressing digitisation of planned maintenance records and reporting, and continuing engagement with NHSE for backlog maintenance funding.

Advise:

High Level Risks Relevant to the Committee
The Committee noted that finance risks would be reset for the beginning of the new financial year; the Board Assurance Framework (BAF) strategic risk was multi-year, whereas the High Level Risk was an in-year risk.

Business Case Post Implementation Reviews
As part of its discussion of its Terms of Reference, the Committee discussed the issue of "seeking assurance regarding post-implementation reviews of approved business cases" and concluded that the Committee would seek assurance for business cases over £0.5m and would also receive visibility of items approved at other levels via the finance pack narrative, without implying the Committee would scrutinise every single one in detail.

In month exceptions/ early warning metrics
• Cancer 62-day Performance: Diagnostic delays were impacting on this standard with February performance below target. Improvements in the 62 day backlog were expected to translate to 75.7% performance vs a 75.0% target in March 2026 for this KPI.

• Cancer 62-day Backlog: Improvements in the number of patients over 62 day on an active cancer pathway were sustained into April, although some loss of capacity during industrial action could cause an increase in the coming weeks

On Cancer performance, the continuing impact of histology delays was noted and that this was being progressed with the Joint Venture (JV). The Chief Operating Officer (COO) indicated early signs suggested the Trust would meet the 62-day cancer standard for March but noted April would likely be challenging due to the transition out of winter capacity and the impact of industrial action. He described a focus on catching up lost time and rebalancing capacity.

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On cancer 28-day performance the COO explained that the Trust remained mid pack in quarterly ranking and emphasised the patient impact of timely diagnosis communication, noting the Trust was close to target but still marginally below.

The Committee sought assurance on whether the Trust had a credible plan to deliver very challenging targets including diagnostics and the required RTT improvement, asking where assurance would come from on the longer-term plan rather than solely in month monitoring. The Director of Planning responded that Health on the High Street would not deliver the targets in year so short-term operational changes such as capacity increases and other interventions would be needed to meet current year requirements, with larger capital driven changes likely to come later. The Committee will do a future deep dive to explore where the step change would be achieved, noting the scale of the diagnostics challenge.

Financial Recovery Update including Trust Recovery Board Terms of Reference
The Committee explored the size of financial challenge, noting that the information received in a presentation was primarily CSU focused whereas the target would require broader structural change. The Chief Financial Officer (CFO) advised that this is why Executive Directors are leading programme areas like theatres, outpatients, medicines optimisation and other longer term workstreams and a programme structure will support delivery because CSUs alone cannot deliver the full scope, particularly where corporate mechanisms and trust-wide responsibilities are necessary such as sickness improvement requiring both local action and corporate support

The CFO confirmed that if delivery falls short, cash support would be needed. He referenced a 13-week cash forecast indicating pressure around June and said the position would be managed through ongoing finance reporting.

Assure:

Urgent and Emergency Care
In a deep dive review, the COO summarised that Urgent and Emergency Care (UEC) standards were performing strongly and were presented as green rated, with the Trust also performing well regionally and nationally in several areas. He did however highlight that future expectations were increasing and that the Trust's objective remained returning to constitutional standard delivery by 2029.

Annual Emergency Preparedness, Resilience & Response (EPRR) Report
The Committee was assured that the Trust remained compliant with core standards in most areas, with continued work on a small number of standards relating to business continuity and external supplier KPIs.

Car Parking
The Committee was assured by the update recognising the progress made to date and the ongoing communication with staff.

Clinical Engineering Department Annual Report 2025
The Committee was assured by the report, noting the service's strong governance and proximity to targets, while recognising staffing and future target changes as areas to watch

Monthly Finance Report – Month 12
The Finance Report stated that the Trust's likely outturn (pre audit) met NHS England's expectations on the revenue position, was slightly below on capital, and cash was slightly better.

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Capital Update
The Committee noted that many colleagues had delivered an additional £20m capital investment over a 2-3 month period, a significant achievement. As a result of substantial equipment replacement over the last two years, some medical equipment risks are now de-escalating because the Trust is ahead of previous risk trajectories.

Procurement Update
The Committee was assured by the report into procurement activity.

Report completed by:

Bryan Machin
Committee Chair and Non-Executive Director
14 May 2026

Bradford Teaching Hospitals
NHS Foundation Trust

Meeting Title	Board of Directors		
Date	21 May 2026	Agenda item	Bo.5.26.14a

Committee/Academy Escalation and Assurance Report (AAA)

Report from the: People Academy

Date of meeting: 15th April 2026

Key escalation and discussion points from the meeting
Alert:
• There were no red alert items to raise this month.
Advise:
• **Dashboard**: ○ The Academy welcomed the addition of targets to the dashboard and agreed to amalgamate the various actions on the dashboard and data and work alongside the Trust executive to iterate a model that included more detail on the recovery plan targets (including workforce); the NOF data and other relevant workforce related issues. ○ The Academy noted an upturn in **staff turnover** and agreed to continue to monitor alongside the wider workforce reduction targets. ○ **Medical Job planning**: remains low and the Academy will look forward to receiving more information following the work done by the external consultants later in the year. • Following red flags across Finance and Performance and People the **Estates and Facilities team presented a deep dive into their workforce action plan**. There are some concerning flags in sickness; appraisal rates and drivers of absence, including MSK and mental health issues. The data presented was comprehensive and transparent. The action plan was welcomed but also needed a joined-up approach with OD and other areas to ensure an holistic plan. It also lacked targets in some areas and measurable impact measures. It was agreed this would be revisited, in a lighter touch way, in 3 months to review the impact of the action plan but we were broadly assured by the actions of Estates leadership in addressing the issues. • The Academy received the **National Education and Training Survey (NETS)** feedback. Overall, results were mixed and reflected wider underlying trends in the Trust. The organisation continues to perform well in teamwork, peer support, safety culture, education and supervision. However, most scores declined compared with the previous year. Workload was a key concern, decreasing from 64 to 56, and this theme is now reflected across medical, nursing and midwifery feedback, particularly regarding supervision and the learning environment. The organisation remains a national negative outlier for bullying, undermining and discrimination, as also picked up in the Staff Survey results. Whilst the effectiveness of the action plan will be reflected in the next annual survey, this was another pointer to some of the wider issues now being tackled by the Trust and tracked via the Academy. For example, it was noted that other actions – such as the Staff Survey action plan will also have an impact. • The Academy received a report into its **Apprenticeship Strategy**. There was lots to discuss and consider and the Academy strongly supported the development of a more strategic approach targeted on workforce gaps and aligned to a wider workforce strategy positioning apprenticeships as a core mechanism within the 10-year workforce plan and the Trust's anchor institution role.

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Assure:

- It is worth noting the good work going on in Education reported each month on income generation via Education and Learning and is a testament to the quality of the Trust's output.
- The Academy was assured by the **Equality Delivery System (EDS)** report. The update covered Domain 2 (Workforce Health and Wellbeing) and Domain 3 (Inclusive Leadership) (Domain 1 is reported separately to the Quality Committee). The organisation achieved an overall EDS rating of "Achieving", with elements demonstrating progress toward "Excelling". Key learning included the need to improve communication of wellbeing offers, strengthen informal conflict resolution, enhance safety in high-risk areas, further empower managers on EDI responsibilities, and sustain senior leadership focus on equality and health equity.
- The Academy had a healthy discussion on **governance** and its role as a result of the annual governance review. Key changes include:
    - Three face-to-face meetings per year, with remaining meetings held virtually.
    - Renaming the Academy as the 'People Committee', aligning with the Quality and Finance & Performance Committees.
    - Reducing standing attendance in line with Board-level best practice, with relevant officers invited for specific agenda items only.
    - Providing additional support sessions for report authors to support best practice in preparation and presentation of papers.
    - Support to improve timeliness of papers through forward visibility of the workplan to report authors

Feedback was requested and since the meeting there has been some further refinement to the membership to ensure operational voices continue to be heard. The ongoing importance of learning will also be emphasised in the revised ToR. The review also flagged a potential gap in operational 'join up' across the different departments regarding issues discussed at People Academy, and this will be explored in more detail by the executive.

Report completed by:

Justine Andrew
Academy Chair and Non-Executive Director

7th May 2026

Meeting Title	Board of Directors		
Date	21 May 2026	Agenda item	Bo.5.26.14a

Committee/Academy Escalation and Assurance Report (AAA)

Report from the: People Academy

Date of meeting: 12th May 2026

Key escalation and discussion points from the meeting
Alert:
• There were no red alert items to raise this month.
Advise:
• In the ongoing dashboard and data iteration, alongside work on the recovery dashboard and NOF going through ELT, the **revised People Committee dashboard** to include workforce targets for the 5-year plan will be presented to committee in June. • The Committee was broadly assured by a comprehensive **WRES and WDES (Workforce Race Equality and Disability Standards** respectively) report. There was a huge amount of detail in the report; a lot of Trust wide activity to be commended. There also remain areas of improvement and entrenched challenges, particularly disciplinary disparity and recruitment outcomes. Proposed activity includes leadership development, positive action in recruitment, adoption of the NHS Race Observatory anti-racist principles, deeper analysis of disciplinary data with HR and cultural interventions to improve belonging and reduce discrimination. The Committee noted that this reflects themes in the staff survey and encouraged the team to ensure the accountability was shared across the Trust. Although this is an ongoing topic and will also be picked up on the staff survey action plan, the Committee asked that a refreshed and integrated EDI action plan be brought back to the committee by July. • The **Guardian of Safe Working Hours** report was received and noted. The Committee asked for better clarity on outcome measures to assess effectiveness and asked for alignment of mitigations to risk outcomes and impact in future reporting. • Overall, there remain some concerns on **workload**; job planning and the impact this is having across the organisation, especially in light of the overall workforce reduction targets. This was also a theme in the Education Annual report and the NETS 25 survey at the last committee. Feeding into this, the workforce reduction plan will be presented to the Committee in June and a deeper dive into medical job planning in July. The Chief Nurse also gave more detail on nursing, midwifery and Allied Health Professionals (AHP) job planning as consistently showing as very low on the dashboard and a refreshed target was agreed. It is an area People, Quality and Finance and Performance will need to track closely.
Assure:
• Following feedback, the May Committee was the first with a smaller group that still incorporated operational voices from across the Trust, and we will continue to monitor to ensure the **Committee membership** and ToRs are fit for purpose. • **Sickness absence**: the Committee was presented a comprehensive **Wellbeing and attendance managements** plan by HR and OD, which was broadly welcomed. The plan demonstrated a step in change in the approach to sickness management that looked at

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three core domains of absence management; early intervention and wellbeing. The multi-disciplinary approach was particularly noted with colleagues from across the Trust working together to address what we know is a stubborn issue. The action plan was SMART, and we agreed to monitor progress via a specific KPI report every other month and bring a more comprehensive report back in November. This is a much a cultural shift as anything and will require strong executive leadership.

- Following a board learning session, the committee welcomes the proposed revisions to **risk management** across the Trust. This is especially true regarding the Board Assurance Framework (BAF) if it is to be used to provide assurance on key strategic risks.
- The Committee was assured by a comprehensive **FTSU (Freedom to Speak Up)** report for the 25/26 year whilst noting the ongoing need for the FTSU process to be on the agenda for 'Executive to CSU' meetings to ensure visibility and operational ownership.

Report completed by:

Justine Andrew
Academy Chair and Non-Executive Director

14th May 2026

Meeting Title	Board of Directors		
Date		Agenda item	

Committee/Academy Escalation and Assurance Report (AAA)

Report from the: Audit Committee

Date of meeting: 12 May 2026

Key escalation and discussion points from the meeting
Alert:
Internal Audit – Closing the Gap (CTG). The Committee received the Internal Audit report which provided a **Low Assurance** because, while a CTG framework, governance structure and reporting cycle are in place with savings being delivered for the Trust, the review identified weaknesses in both the design and operation of key controls which may limit the Trust's ability to achieve the core objectives of the CTG programme as well as providing a sustainable foundation to deliver savings year on year. The Committee was grateful for the update provided by the Chief Finance Officer who explained that management had already implemented a change by introducing service area oversight via more senior colleagues as well as doing weekly management monitoring via the 'recovery director' role. The Committee noted that the Finance and Performance Committee will receive regular/ongoing assurance regarding CTG performance.
Advise:
Internal Audit – Board Assurance Framework (BAF). The Committee received the Internal Audit report which provided a **Limited Assurance**. The main conclusion was that while the BAF is well-established, clearly structured and aligned to the organisation's strategic objectives, it currently functions more effectively as a mechanism for monitoring risk than as a tool for evidencing assurance and risk reduction when assessed against strengthened expectations of effectiveness and impact. As a result, the Board's ability to consistently assess whether strategic risks are being actively reduced, rather than managed at a sustained level of exposure. The committee is aware and discussed the major work being undertaken by the Trust to amend and strengthen the BAF so that it provides the required assurance. **Root Cause Analysis** of emerging themes from the internal audit work had identified *oversight/accountability* and *governance/strategy* as some key themes from the audit findings thus far this year. Management assured the committee that this information was being disseminated/discussed with the Executive and CSU colleagues and used effectively for preventative measures.
Assure:
Internal Audit The Committee received the following list of **final** reports and noted the range of assurances given:

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Report No	Report	Final	Draft	Opinion
BH/23/2026	Working Day One	✓		High
BH/24/2026	PSIRF: Learning Disabilities and Complex Needs	✓		Significant
BH/25/2026	Digital Strategy	✓		Significant
BH/26/2026	Board Assurance Framework	✓		Limited
BH/27/2026	Estates Capital Programme	✓		Significant
BH/28/2026	Closing the Gap	✓		Low
BH/29/2026	Utilisation of Resources - Outpatients	✓		Significant
BH/30/2026	Estates Invoicing	✓		Significant
BH/31/2026	Risk Management	✓		Significant
BH/32/2026	Data Security and Protection Toolkit	✓		Moderate / High
BH/33/2026	Benchmarking - Board Assurance Framework and Risk Management	✓		N/a
BH/34/2026	Pharmacy Aseptic Unit	✓		Significant

The internal audit progress report and the follow up of recommendations update provided by the Associate Director of Corporate Governance both detailed the number of overdue recommendations and **the Committee noted that the volume of overdue recommendations continues to reduce due to the direct intervention of the Chief Finance Officer. There were 0 overdue recommendations which was noted by the committee as a significant achievement during 25/26.**

Other matters

All other matters considered by the Committee provided appropriate assurance (or approval):

- Annual Governance Statement from the Chief Operating Officer
- BTHFT Draft Annual Report 25/26
- Verbal report from External Auditor
- Counter Fraud Progress Update Report
- Counter Fraud Annual Report 25/26
- Schedules of Losses and Special Payments, and review of single source tenders
- Audit committee governance, including annual report; annual self-assessment and review of the ToR and workplan
- Other Committee/Academy annual reports
- Charity Accounts – independent examination (approved)
- Risk Management Strategy update

Report completed by:

Zafir Ali, Audit Committee Chair and Non-Executive Director, 15 May 2026

Meeting Title	Board of Directors		
Date	21 May 2026	Agenda item	Bo.5.26.20

Committee/Academy Escalation and Assurance Report (AAA)
Report from the: Charitable Funds Committee
Date of meeting: 8 May 2026

Key escalation and discussion points from the meeting

Alert:

- Reported net expenditure of £475k, offset by £155k investment gains, resulting in a net reduction of £320k which is £80k better than plan. However, a significant cash increase was confirmed following investment drawdown and major donations, including £250k from Sovereign Health and £100k from the Sick Children's Trust.
- There is a need for caution in future investment strategy given global volatility.
- Committee continues to be mindful of operational costs increasing.

Advise:

- **Independence Committee.** A dedicated Independence Committee is now established and functioning as a "shadow board of trustees," led by Russell Andrews with the next meeting scheduled for early June.
- **Trustee Recruitment.** Recruitment for approximately 11 trustees is scheduled to begin in September 2026, ensuring that independent trustees outnumber Trust-affiliated members as per legal advice.
- **Target Timeline.** The charity aims to achieve full operational and financial independence within the next 12 months.
- **Financial Sustainability.** here is a strategic focus on building unrestricted income—which is essential for core costs - though progress in this area has been slower than preferred.
- **External Advice**: Ongoing engagement continues with Weightmans solicitors, including a new lead adviser, to ensure legal compliance throughout the transition.

Assure:

Fundraising Performance (Home from Home Campaign)

- **Funding Progress:** The campaign has reached £2.3m in funds raised or pledged toward its £3.1m target.
- **Groundbreaking Event:** A major milestone event is scheduled for 20 May 2026, with over 130 invitees.
- **Operational Shifts:** The team is transitioning from reactive to proactive fundraising, utilizing a new financial prioritization framework to maximise return on investment.

The Committee noted the exceptional contribution of ambassador Ishfaq Farooq, who had engaged over 100 businesses, secured 21 pledges for the £1,000 100 Club, and set a personal ambition of raising £100,000 towards the kitchen element of the scheme.

Report completed by: Altaf Sadique, Charitable Funds Committee Chair and Non-Executive Director, 13/05/2026

Council of Governors Open				
Meeting Date:	17 August 2026		**Agenda Reference:**	CGo.8.26.5c
Report Title:	Report from the Chief Executive Officer			
Presented by:	Professor Mel Pickup, Chief Executive			
Executive Lead:	Professor Mel Pickup, Chief Executive			
Author:	Executive Directors, Personal Business Manager to the CEO and Corporate Governance Manager			
Report Summary				
Purpose of the paper:	Decision ☐ (Approve/recommend/ support/ratify)	Assurance ☒	Action ☐ (Review/discuss/ comment)	Information ☐
Summary of Key Issues/Highlights:	The report provides the Council with a summary position regarding our Patients, People, Place and Partners since the last report to the Council in April 2026.			
Recommendation/s: (including any decision/approval required)	The Council of Governors is asked to note the content of the report.			
Link to Strategic Objective:	N/A			
Link to Priority Initiatives 2025/26:	N/A			
Implications				
Risk:	N/A			
Legal/Regulatory:	N/A			
Quality & Patient Safety:	N/A			
Equality, Diversity and Inclusion and Health Equity:	N/A			
Resources:	N/A			
Environmental sustainability:	N/A			
Assurance Route				
Meeting/s where content has been discussed previously:	Board of Directors – 21 May 2026			

Report content

1. Patients

During 2025/26 we delivered strongly against all the headline measures NHSE use to judge operational performance, ranking in the top quartile for Acute Trusts. Our plans for 2026/27 will look to balance further recovery against core standards whilst expanding on the transformative actions aligned to our 5-year integrated delivery plan.

Emergency attendances to the hospital increased throughout 2025/26, with some of the busiest days on record, but we were able to sustain performance against the 4-hour Emergency Care Standard and held our position in the top ten nationally for this KPI.

Daily attendances to the Emergency Department (ED) had recently returned to expected levels but have increased during April. Overall ECS 4-hour performance is tracking above target and remains in the best decile nationally, but 12-hour performance has deteriorated. Bed occupancy remains a challenge at levels consistently above 90%, and whilst this is an improvement on winter levels it is likely contributing to the 12-hour challenges. Discharge delays reduced over recent weeks which we hope to sustain in line with our plans for meeting demand growth without additional cost.

The Trust is also working with the Yorkshire Ambulance Service (YAS) to reduce ambulance turnaround times. Self-handover and operational control improvements have embedded further including escalation protocols which will release crews within a maximum time of 45 minutes. We are working with YAS on validation processes to improve the accuracy of reporting. The result is further improvements in average handover times and minimising handovers that exceed 45 mins.

A focus on ensuring those waiting the longest are prioritised for treatment has seen in Referral to Treatment (RTT) waits over 52 weeks, this has reduced significantly with performance ranking us 15th out of 131 Acute Trusts. Average waiting times for treatment also improved, with the out-turn position in March only 0.5% behind the stretching target set for the year. 2026/27 also includes a challenging target for reducing waiting times further but with a focus on increasing the amount of treatment through theatres and outpatient clinics we are confident we can rise to the challenge.

RTT performance was impacted by Resident Doctors industrial action which took place between 7:00am on Tuesday 7 April – 06:59am on Monday 13 April 2026. The proportion of completed pathways above 18 weeks improved following increased oversight of waiting list measures. Validation related metrics were also very strong in this period and as a result performance reached has now improved to 66.72%. We also continue to have no >65 week waits and the number of patients waiting over 52 weeks remains in line with our strong out-turn position.

Outpatient and theatre productivity programmes will pursue actions that will increase our productivity whilst also ensuring we progress our longer-term transformation plans for elective care. The focus remains on enhancing patient experience and reducing waiting times by ensuring we make best use of every contact with patients or other care professionals. Targeted work to deliver service specific transformation plans utilising the model for improvement approach has continued and work to scale up the benefits seen in smaller tests of change is underway with referral optimisation at the forefront of this.

Cancer wait times were stable against a backdrop of increased demand and delivery of foundational work to support longer term pathway optimisation that colleagues across the Trust are involved in. Improving the time to inform patients of whether they have cancer or not in no more than 28 days remains a priority. Performance for the related Faster Diagnosis Standard (FDS) measure is being sustained at levels in line with national and peer average, although has deteriorated slightly due to some diagnostic turnaround issues. Treatment time remains below the 75% requirement time for patients being treated within 62 days, although year end performance will likely meet this target.

Diagnostic performance against the 6-week standard remains below planned levels with unexpected capacity challenges delaying recovery during Q4. Additional capacity from insourcing remained in place during April, in addition some colleagues will be returning to work from sickness therefore helping improve the performance position. Work is ongoing within Audiology and Neurophysiology to increase capacity further alongside work to overcome the capacity loss.

2. People

Celebrating National Day for Staff Networks

On 13th May our four staff equality networks came together across the Trust to celebrate National Day for Staff Networks, this was an event focussed on how working together, supporting one another, and working collaboratively helps everyone across our Trust to grow and thrive.

This year's theme # Unity For Equity, focused on collective action bringing together staff networks and leaders to challenge inequality, amplify diverse voices and create meaningful, lasting change. The celebration reflects the Trusts commitment to equality, diversity & inclusion, and to creating a culture where everyone feels valued, heard and empowered.

I opened the celebration at BRI with the Executive Sponsor for the LGBT+ Staff Network and with other Executive Network Sponsors in attendance. Network colleagues enjoyed sharing feedback and showcasing areas of progress, where they have collaborated to influence policy, strengthen belonging and drive organisational change. Participants were able to partake in snacks and drinks as they chatted to colleagues and had the opportunity to join a network on the day.

Celebrating Vaisakhi

Vaisakhi is a major annual Sikh festival commemorating the founding of the Sikh community (Khalsa) in 1699 by Guru Gobind Singh. It also marks the beginning of the harvest season and serves as an opportunity to give thanks and celebrate.

Vaisakhi falls on 13^{th} or 14^{th} of April each year, and to mark the occasion another fantastic celebration took place on the BRI main concourse where colleagues could learn about the festival and about the Sikh faith with educational displays and information on show.

A free community meal (known as Langar) was provided by members of the community and the Singh Sabha Gurdwara (temple) and was offered to colleagues and visitors on the concourse as part of the event. Langar is central to the Sikh tradition with daily kitchens serving free vegetarian food to all every day, with over 700 people attending this year's event at the event, the delicious food on offer made the event a huge success. There was also a performance by local musicians playing traditional instruments such as the Indian Harmonium and Jori drums. The event was organised by colleagues from the SPaRC team in partnership with the Sikh Health and Welfare Society.

BMA Notice of Ballot

The Trust received notice from the British Medical Association of their ballot for industrial action for Consultant and SAS doctors, the ballot will start on 11 May 2026 and will close on 6 July 2026. It is expected that following the ballot the Trust will be informed of the outcome.

3. Place

Local Elections – Bradford

Local elections were held on Thursday 7 May 2026, comprising an all-out election for all 90 council seats across 30 wards in Bradford. The election in the Idle and Thackley ward has been postponed until June following the sad passing of Councillor Jeanette Sunderland. The results to date indicate that Reform has secured the largest share of seats on the council; however, it does not hold an overall majority. As of 13 May 2026, a new Council Leader has not yet been appointed, and it remains unclear whether any formal coalition arrangements will be established.

Changes to council composition will also impact the membership of the Bradford District Health and Wellbeing Board and key committees, including the Health and Social Care Overview and Scrutiny Committee. As an NHS Trust, we remain apolitical and committed to working collaboratively with all elected members to support delivery of our vision to be an outstanding provider of healthcare, research and education, and a great place to work. Further details of the election results are available on the Bradford Council website. Bradford Council's website.

Senior Leadership Update – Department of Health and Social Care

Iain MacBeath has left his role at Bradford Council to take up a national position as Senior Advisor to the Permanent Secretary at the Department of Health and Social Care and to the Chief Executive of NHS England. In his previous role as Director of Adult Social Care, Health and Housing, Iain made a significant contribution to system-wide working in Bradford, particularly through the Act as One partnership. We

extend our thanks and best wishes to Iain in his new role and welcome the opportunity this presents to further share Bradford's experiences and insights at a national level.

National organisational change update
National work on the future DHSC structure has progressed into detailed design. Early modelling points to a significantly streamlined national footprint, with clearer separation between departmental policy, commissioning functions and regional delivery. NHSE is now assessing which national programmes and functions are likely to transfer into the new department and which may be devolved to regions or ICBs. This preparatory work is intended to ensure alignment once the Target Operating Model is released later this month.

West Yorkshire ICB
Rob Wester CBE left the ICB on 15 April after ten years of leading the Integrated Care System. It was also his last day in the NHS, after 36 years in health and care, working nationally, regionally and locally. Mark Chamberlain joined the ICB as Chair on 1 April 2026. Following an open and competitive recruitment exercise, NHS West Yorkshire ICB confirmed the appointment of three Non-Executive Member roles. Two of the three successful candidates, Jane Madeley and Majid Hussain, are currently Non-Executive Members with NHS West Yorkshire Integrated Care Board and started their second term from 1 April 2026. They are joined by Liz Towns Andrews OBE, who is currently the Regional and Business lead for the University of Huddersfield National Health Innovation Campus.

Bradford District & Craven Partnership
The **Place Provider Partnership** has now met as a shadow Joint Committee. Work is underway to confirm purpose and governance arrangements, financial due diligence and confirming the host/lead provider arrangements. Bradford District Care NHS Foundation Trust has agreed to take on this role. The initial focus of the PPP has been on ensuring the delivery of our Health, Care, and Wellbeing Strategy with a focus on neighbourhood and community services being 'in scope'. Throughout 2026/27 we will undertake 'readiness' self-assessment to provide assurance to our Boards and the ICB Place Committee.

Neighbourhood Health Centres Announcement – Westbourne Green
The Department of Health and Social Care has announced the first 27 sites designated as neighbourhood health centres as part of the Government's 10 Year Health Plan, which aims to establish 250 centres nationally. We are pleased to note that Westbourne Green has been selected as one of the initial sites. Neighbourhood health services are intended to deliver more integrated, person-centred care, providing coordinated support that addresses both clinical needs and wider determinants of health. This approach is expected to improve patient experience, reduce unnecessary hospital attendance, and support earlier intervention and prevention.

Recognition of the Bradford Sling
A World Origin Site green plaque has been unveiled at the University of Bradford, recognising the global impact of the Bradford Sling and the pioneering work of the Plastic Surgery and Burns Research Unit (PSBRU). The innovation was developed in response to the Bradford City fire in May 1985, in which 56 people tragically lost their lives, and many others sustained life-changing injuries. Colleagues from the Trust played a vital role in the emergency response. The Bradford Sling developed subsequently, is a simple yet highly effective device used to support and immobilise the arm, and has been adopted internationally, remaining in widespread use more than 40 years later. The plaque also honours the work of Professor David Sharpe OBE, who led the clinical response to the disaster and founded the PSBRU.

"Little Sparks, Big Starts" Health Visiting Resource
Bradford District Care NHS Foundation Trust has launched a new resource, *Little Sparks, Big Starts*, aimed at supporting parents, caregivers and professionals in fostering early relationships with infants. The initiative emphasises the importance of everyday interactions in building secure attachments and establishing strong foundations for lifelong mental health and wellbeing. The resource includes a free e-learning programme alongside a companion mobile application, offering accessible, evidence-based guidance to help families understand infant behaviour, strengthen bonding, and enhance confidence in

parenting. It also supports professionals working with families to promote relational and emotional wellbeing from the earliest stages of life. Little Sparks, Big Starts

4. Partners

West Yorkshire Association of Acute Trusts (WYAAT) Programme Executive Meeting, 7th April 2026

Unfortunately, I was unable to attend the WYAAT Programme Executive meeting on 7th April 2026, however Ben Roberts deputised on my behalf.

The meeting highlighted some of the significant system-level changes and pressures. The ICB is currently undergoing organisational transition, with staff leaving through voluntary redundancy and further changes to the structure to be finalised. There is a strong focus on developing a commissioning plan by mid-May, alongside wider work on new contracting approaches, particularly moving away from block contracts. Broader system challenges were discussed at the meeting, including industrial action, variability in the maturity of the Place-based partnerships, and the complexity of managing organisational change within tight timescales.

The meeting also heard from a number of key transformation and collaboration programmes. A major focus is the "Transforming People Services" agenda, where WYAAT will look to act as a cluster to drive digital enablement, policy standardisation, with an emphasis on efficiency and shared delivery models where relevant. Updates were also provided on the WYAAT joint procurement (notably PACS/RIS), clinical programmes, alongside approvals of several closure reports. Finally, governance and planning updates confirmed ongoing work on job planning, elective performance and the annual plan, with continued attention to system risks, delivery milestones, and coordination across partner organisations.

North East Yorkshire Regional Roadshow in Newcastle, 22nd April 2026

Sajid Azeb, Deputy Chief Executive attended the above roadshow. NHSE National and the Regional team were present along with CEOs and Chairs from across the region. Jim Mackey outlined his thanks to all for the hard work over the last 12-months. There was a general confidence about the NHS and what has been achieved. The financial position was better than expected, elective performance has shown a recovery despite having had 3 rounds of industrial action as well as positive improvements in other performance metrics such as Ambulance handover times which had shown an improvement as well. The key areas of focus as we progress into this year would be on bringing Neighbourhood Health to life.

This was followed by an update from Elizabeth O'Mahony, the Director General Finance who highlighted the NHS achieved a 2.8% productivity gain against a 2.5% ask. There has been significant capital expenditure across the NHS. There is still more to do especially a focus on continuing with the productivity gains and reducing the amount of variation that exists.

Bill McCarthy was introduced as the Regional Chair from NHS North and East Yorkshire. Bill talked about his desire to ensure the working arrangements are as simple as possible especially given the changes across the ICB and NHSE. He highlighted the need for strong governance and good board and the need to be ambitious for our communities.

NHS Leadership Event in London, 28th April 2026

Sajid Azeb, Deputy Chief Executive attended the above NHSE national event that took place in London on the 28th of April 2026, and the NHS CEO reiterated the need for 'big leaps' as opposed to marginal gains and asked to build on the gains made during the last financial year. Ed Smith who has been appointed the chair of the NHS Leadership and management college talked passionately about his vision to ensure we create the right environment to support colleagues to take up leadership roles within the NHS, he will be looking to appoint a CEO in due course. In addition, Meghana Pandit gave an overview of the National Quality Strategy which they are looking to publish shortly. The strategy will be a call to action and focusses on creating the most health system in the world.

The Deputy Chief Executive also attended the **Partnership Oversight Executive held on 29 April** and **the WYAAT Programme Executive Meeting, held in Leeds on 5th May 2026.**

West Yorkshire Leaders Forum, 5th May 2026
Unfortunately, I was unable to attend the West Yorkshire Leaders Forum held on 5th May, however Mark Hindmarsh joined on my behalf.

Following the retirement of Rob Webster in April, Jonathan Webb is currently acting as the Interim CEO and chaired the meeting which was attended by partners in the NHS, VCS and local government from across West Yorkshire. Colleagues from the ICB set out their updated purpose following the publication of the national ICB Blueprint documents and set out their mission around three core functions: Strategic Commissioning, System Convener, and to provide support to develop Place Provider Partnerships across WY. Jonathan also set out the importance of how these missions supported the development of Integrated Health Organisations (IHOs) across our places and the work around Neighbourhood Health. Colleagues also discussed how their commissioning intentions would be set out in terms of short, medium and longer term ambitions running to 2031 and would focus on life expectancy, healthy life expectancy and continued work to reduce health inequalities. There was also discussion about how changes to how funding flows between the ICB and providers will continue to be reviewed to support these aims (e.g. deconstructing block contracts and more focus on funding for outcomes not just volume). It was agreed that these forums would continue to be an important part of how we come together across West Yorkshire.

5. National Reports

Letter from Sir Jim Mackey, Chief Executive Officer, NHS England, 1st April 2026
On 1st April 2026, Sir Jim Mackey, Chief Executive Officer for NHS England wrote to ICB Chief Executives and Trust Chief Executives to recognise their work in delivering the key operational imperatives on RTT and UEC. Looking forward to 2026/27 he emphasised the need to ensure plans are refined to develop sustainable solutions to long standing problems and to maximise the opportunity of the multi-year planning process to bring the 10-year Health Plan to life.

To enhance the plans submitted, Sir Jim Mackey has requested ICBs via regional teams, to submit a single document by 15 May 2026, summarising how they plan to build on strategic commissioning narratives and describe how commissioners and providers plan to work together to ensure a strong degree of alignment and clear identification of the gaps and barriers that can be worked through and how they intend to do so.

Safeguarding children, young people and adults at risk in the NHS – Accountability and Assurance Framework (Fifth edition 2026)
On 1st April 2026 NHSE published the fifth edition of the Safeguarding Accountability and Assurance Framework (SAAF). This update reinforces the commitment to ensuring safety, protection, welfare of babies, children, young people and adults, including the prevention of harm and upholding the dignity of the deceased. Findings and recommendations from recent Public Inquiries, numerous statutory safeguarding reviews and key publications including the 10 Year Health Plan for England have been drawn upon; the publication aligns with the NHSE Operating Framework, which broadens the scope of the SAAF as a commissioning framework.

The publication can be accessed here NHS England » Safeguarding children, young people and adults at risk in the NHS

Neighbourhood health centres – guidance for regions and integrated care boards
On 16th April 2026, NHSE published guidance for neighbourhood health centre (NHC) development in the current planning period. The guidance sets out the strategic framework for how ICBs and NHS E regions, working with providers, should identify and develop NHC schemes to support neighbourhood health as well as instructing ICBs and regions on the planning work required to develop a coherent pipeline of NHC

schemes. The full publication can be found here NHS England » Neighbourhood health centre guidance for regions and integrated care boards

We are Bradford: *we value diversity and champion inclusion*

NHS
Bradford Teaching Hospitals
NHS Foundation Trust

UK Supreme Court ruling on the definition of sex in the Equality Act 2010

Kez Hayat, Head of EDI
June 2026

National Context:

Bradford Teaching Hospitals NHS Foundation Trust

- Supreme Court Ruling – in the case of Women Scotland Ltd v The Scottish Ministers – *relating to the provision of sex-based services, when it is lawful to limit access to services and associations based on sex and gender reassignment – definition of sex*

- EHRC Position – 40 day cooling off period with parliament

- Potential Implications for interpretation of Equality Act

- NHS organisations expected to align with

Curren Trust Position

- Trust has not yet updated Trans policy/guidance (deliberate)
- Awaiting specific NHS England Guidance
- Most Trusts taking a similar approach
- Avoiding:
  - Inconsistency
  - Premature interpretation of legal position

Potential Implications for an Acute Trust

Areas requiring clarity and consideration:

- For **patients:**
  - Allocation of **single-sex accommodation and wards**
  - Use of **toilets and changing facilities**
  - Managing **privacy and dignity,** including same-sex care preferences
  - Recording **sex and gender identity** in patient records
- Balancing:
  - Individual patient need
  - Clinical judgements and safety

Potential implications for an Acute Trust

- For staff:
  - Use of staff facilities (changing rooms, toilets)
  - Supporting trans staff inclusion and wellbeing
  - Providing clarity for managers on:
    - Workplace support and adjustments
    - Expectations and appropriate language
  - Managing differing views respectfully with teams
  - Maintaining a culture of – dignity, respect and psychological safety

Principles, Risks and Next Steps

- Principles and Next Steps

  Our approach is guided by:

- Legal compliance
- National NHS People Promise
- Trust values: dignity, respect, inclusion

- Key considerations:

- Risk of early action: Misalignment with national guidance
- Inconsistency across NHS
- Risk of delay – patient and staff uncertainty

Principles, Risks and Next Steps

- Next steps:

- Await NHS England Guidance
- Undertake full policy review
- Engage staff, patients and other key stakeholders
- Return through governance routes

Thank you!

Questions, Reflections, Observations?

Council of Governors				
Meeting Date:	17 August 2026		**Agenda Reference:**	CGo.8.26.8
Report Title:	Health Bill and emerging impact on Foundation Trusts			
Presented by:	Karen Walker, Acting Chair			
Executive Lead:	Karen Walker, Acting Chair			
Author:	Lauren Steele, Head of Legal Services			
Report Summary				
Purpose of the paper:	Decision ☐ (approve/recommend/ support/ratify)	Assurance ☐	Action ☐ (review/discuss/ comment)	Information ☒
Summary of Key Issues/Highlights:	The Health Bill, which introduces a substantial shift in accountability, governance and operational oversight across the NHS, is currently progressing through Parliament. An overview of the Bill and the potential implications for the Trust are outlined in the attached briefing. The Council of Governors will be kept up to date as matters progress and as/when further guidance becomes available.			
Recommendation/s: (including any decision/approval required)	The Council is asked to receive this report for information.			
Link to Strategic Objective:	N/A			
Link to Priority Initiatives 2025/26:	N/A			
Implications				
Risk:	N/A			
Legal/Regulatory:	The potential implications of the Health Bill are outlined in the attached briefing.			
Quality & Patient Safety:	N/A			
Equality, Diversity and Inclusion and Health Equity:	N/A			
Resources:	N/A			
Environmental sustainability:	N/A			
Assurance Route				
Meeting/s where content has been discussed previously:	ETM (and shared with Board via e-mail)			

Bradford Teaching Hospitals NHS Foundation Trust

June 2026

The Health Bill 2026

A brief overview with key themes and takeaways.

Prepared by:

Lauren Steele
Head of Legal Services

Legal Services | Bradford Teaching Hospitals
Bradford Teaching Hospitals NHS Foundation Trust

1. Summary

The Health Bill 2026 represents one of the most significant structural reforms to NHS governance since the Health and Social Care Act 2012. It had its second reading on 1 June 2026 in the commons and the Public Bill Committee is expected to report by mid-July 2026.

The legislation is intended to support delivery of the Government's 10 Year Health Plan and introduces a substantial shift in accountability, governance and operational oversight across the NHS.

Central themes include:

- Abolition of NHS England and transfer of functions to the Department of Health and Social Care (DHSC).
- Increased powers for the Secretary of State in relation to NHS oversight, provider governance and system performance.
- Significant changes to Foundation Trust governance arrangements.
- Introduction of a statutory framework for a national Single Patient Record (SPR).
- Reduction of perceived bureaucracy through simplification of national structures and greater ministerial accountability.

Whilst the Bill does not create significant new NHS organisations, it fundamentally alters where decision-making authority sits within the health system and signals a move away from the arm's-length governance model established by the 2012 reforms.
The legislation is intentionally broad, with much of the operational detail expected to be introduced through secondary legislation, guidance and future policy development. Consequently, the full implications for NHS providers will continue to emerge over the coming months and years.

For Trusts, the practical impact is likely to be **increased performance oversight, stronger financial discipline, more direct intervention where delivery fails; and closer alignment with national priorities**.

2. Key Changes

Abolition of NHS England

The intention is to create clearer democratic accountability, reduce duplication and streamline national oversight arrangements.

Potential implications include:

- Increased ministerial involvement in operational NHS decision-making.
- Greater central direction of NHS priorities.
- Enhanced intervention powers in relation to commissioning and provider performance.
- Changes to relationships between providers, ICBs and the national centre.

For Trust Boards, this may result in greater alignment between national political priorities and organisational delivery expectations.

Foundation Trust Governance Reform

Key proposals include:

- Removal of Foundation Trust membership structures.
- Removal of Councils of Governors.
- Transfer of powers relating to appointment and removal of Chairs and Non
- Executive Directors to the Secretary of State.
- Requirement for Secretary of State approval of Foundation Trust constitutional changes.
- Greater oversight of Foundation Trust board composition and governance structures.

- These changes significantly reduce the distinction between NHS Trusts and Foundation Trusts and may represent a reduction in local autonomy previously associated with Foundation Trust status.

  The proposals may also affect group governance models, joint chair and joint CEO arrangements, strategic provider collaborations and future merger and acquisition activity.

  Single Patient Record (SPR)

  A central feature of the Bill is the creation of a legislative framework supporting implementation of a national Single Patient Record.

The objective is to enable patient information to follow individuals across health and social care settings, supporting more integrated and proactive care delivery.

Potential benefits include:

- Improved continuity of care.
- Better access to information across organisations.
- Reduced duplication.
- Enhanced patient access to health information.

However, implementation will require careful management of IG obligations, data sharing arrangements, cyber security risks and data quality and accountability frameworks. Its likely to become a significant programme of work for Trust digital, information governance and legal teams over the next several years.

3. In Summary:

- NHS England will be abolished. Functions transfer largely to the Secretary of State, ICBs and other NHS bodies. Expect transition risk, policy uncertainty and changes to accountability routes.
- Secretary of State powers are materially expanded, including the ability to direct ICBs, intervene in significant failure and influence commissioning and resource decisions more directly.
- Foundation Trust autonomy reduces further. Changes to governance structures, financial controls and powers relating to failing trusts reinforce a stronger “system-first” rather than autonomous provider model.
- ICBs become more accountable upwards to central government. This may affect commissioning relationships, provider negotiations and system priorities.
- Neighbourhood health planning replaces Integrated Care Partnerships and strategies, reinforcing place-based planning but with stronger national steer.

4. Where does this leave us?

In practical terms, Trusts should assume a more directive operating environment. The direction of travel suggests increased central oversight alongside reduced local constitutional autonomy.

Executive teams should anticipate closer scrutiny of operational performance, finance, patient outcomes and delivery risk.

The strategic question is less “what autonomy do we have?” and more “how do we maintain organisational agility and local delivery within a more centrally managed NHS?”

As significant detail will follow through regulations and guidance, there remains uncertainty regarding implementation timelines, governance processes and operational responsibilities.

We should therefore look to maintain oversight of:

- Legislative developments.
- National implementation guidance.
- Emerging risks arising from governance reform.
- Resource implications for corporate, legal, digital and governance functions.

LEL

June 2026

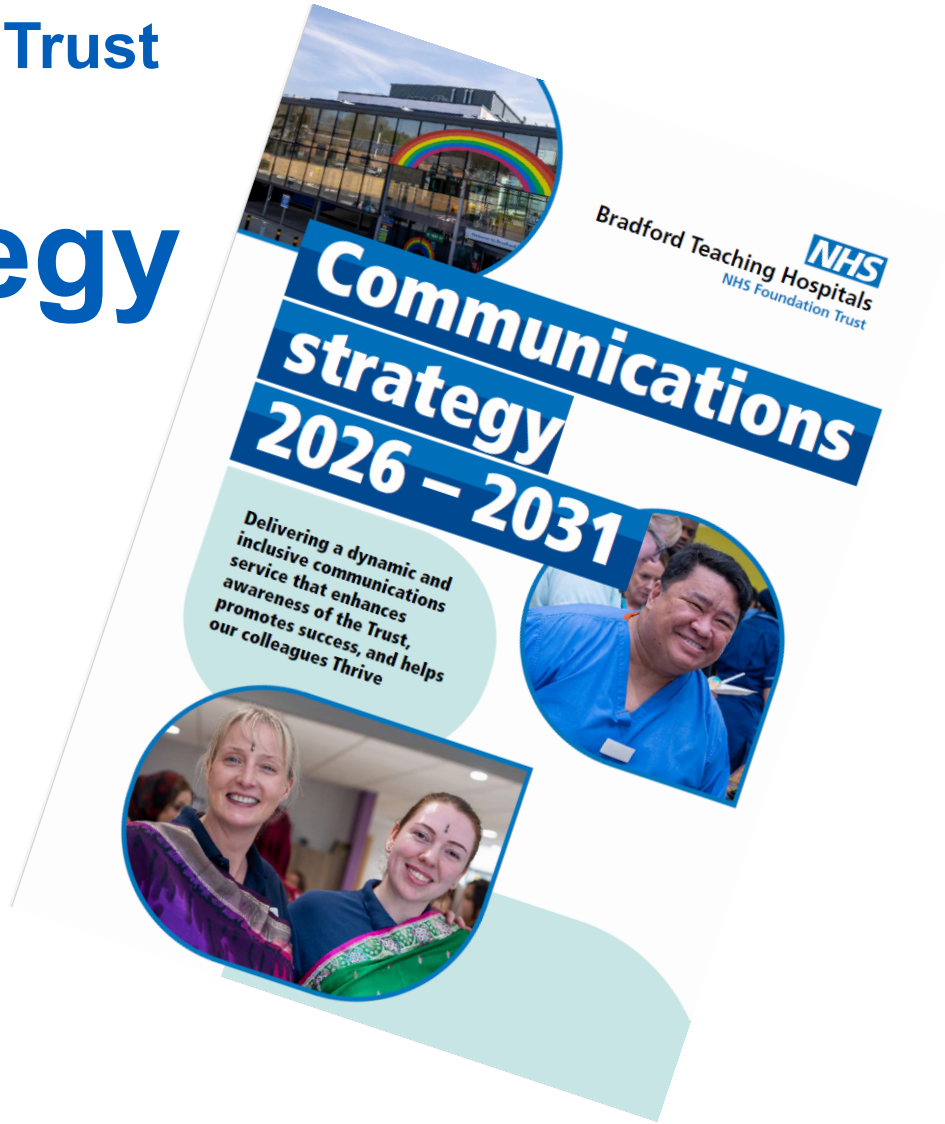
Bradford Teaching Hospitals
NHS Foundation Trust

Bradford Teaching Hospitals NHS Foundation Trust

Communications Strategy 2026-2031

Council of Governors

Wednesday 1 July 2026



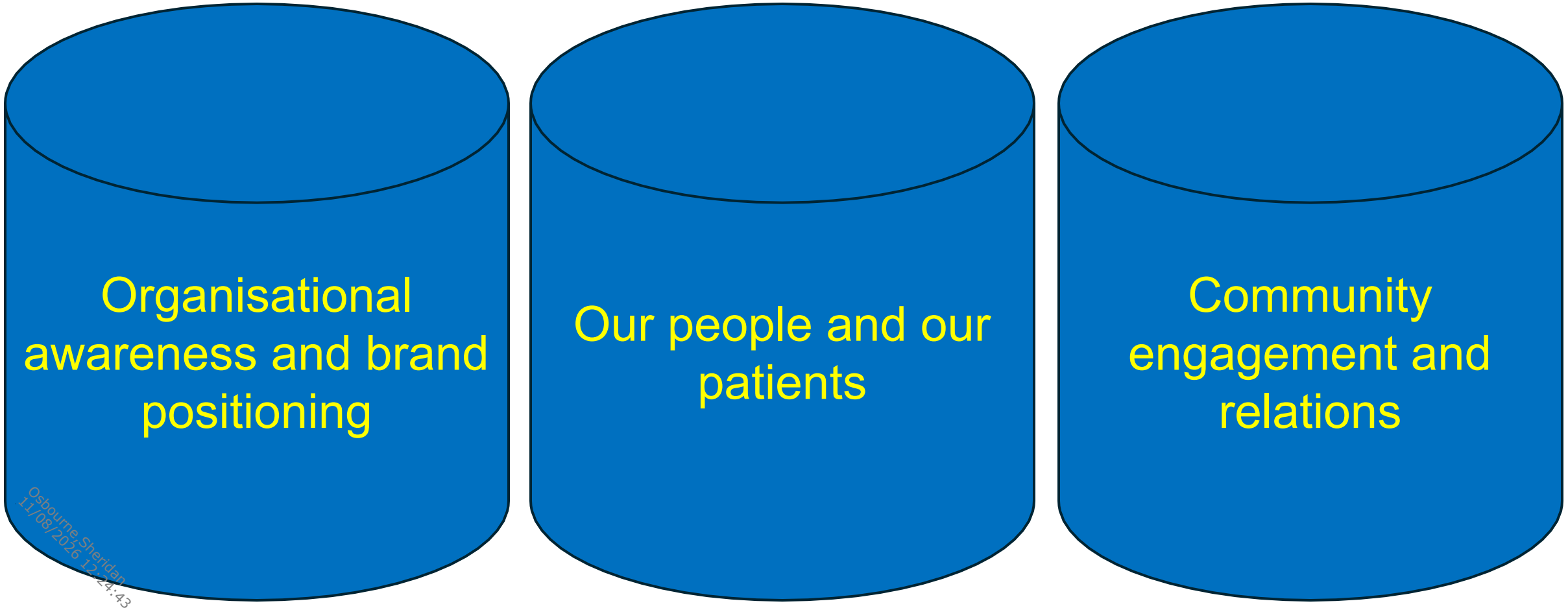
Our vision for communications

Bradford Teaching Hospitals NHS Foundation Trust

Delivering a dynamic and inclusive communications service that enhances awareness of the Trust, promotes success, and helps our colleagues Thrive

Our three pillars

Bradford Teaching Hospitals NHS Foundation Trust



What we are looking to achieve

Bradford Teaching Hospitals NHS Foundation Trust

Aims and objective

- Organisation awareness: Build and maintain trust among our audiences by focusing on proactive communications and promoting success stories. This includes effective stakeholder engagement and **a greater focus on proactively working with key local influencers and communities**
- Internal communication alignment: Strengthen internal communication efforts to align with the Trust's own mission and priorities, improving staff engagement and clarity. This includes making greater use of our colleagues as our ambassadors, looking for opportunities for them to be **our storytellers and brand ambassadors** – internally and externally
- Operational efficiency: Deliver a communication model that strikes a balance between proactive and reactive approaches, reinforcing a multi-channel framework. This means taking time to audit and reflect on the effectiveness of our current communications channels
- Collaborative working: Foster collaboration with place-based and regional communications teams to reduce duplication and maximise resources. To contribute to or lead place-based communications projects and initiatives
- Staff engagement: Work closely with HR and OD teams **to support the People Plan, improve staff engagement**, and highlight why the Trust is a great place to work
- Reporting and metrics: Develop an effective reporting mechanism, including a performance dashboard with industry standard metrics
- Accessibility: Maintain **a focus on accessible communications**, ensuring the needs of all stakeholders are met

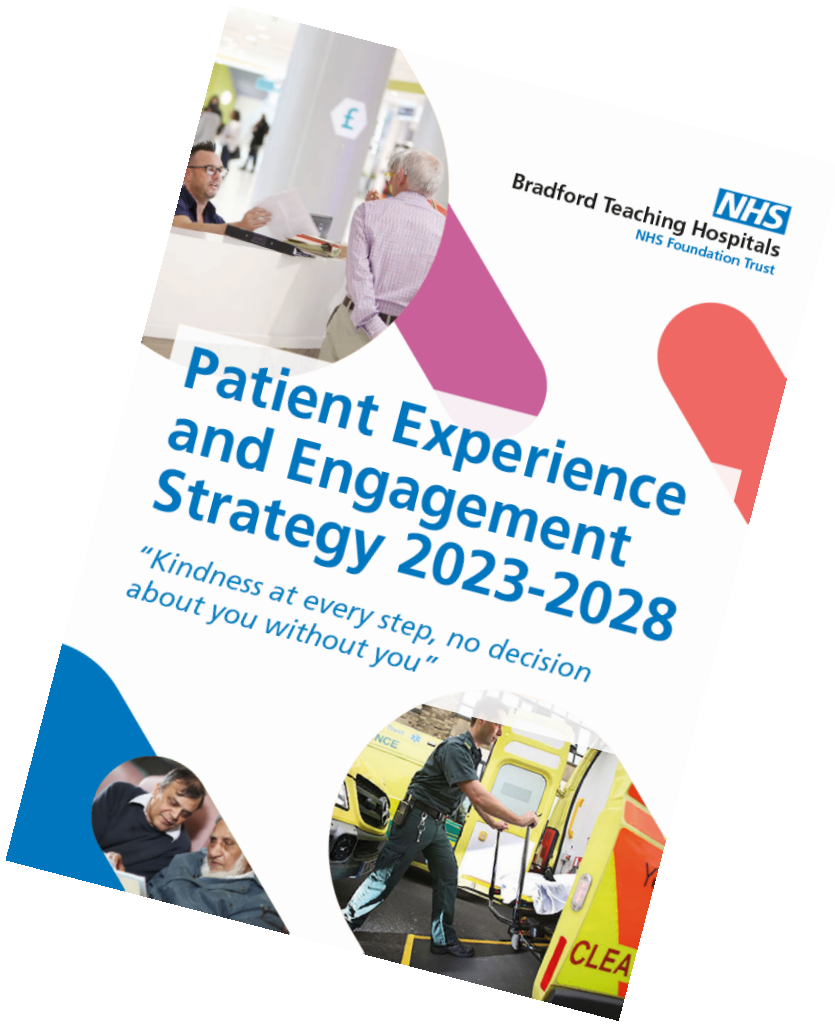
Outcomes

- A demonstrably proactive approach to communications with a focus on prioritisation and core business
- Improved organisational awareness across key stakeholders and partners (baseline to be established)
- **Improved colleague involvement and experience**, with increased frequency of user-generated content and resources
- Closer links with the HR and OD teams to support the People Plan, embed Thrive, **improve staff engagement** and highlight how the trust is a great place to work
- Improved internal communication channels with clear lines of cascade
- **Increased and improved engagement** with place-based communications and involvement projects
- An evidence and evaluation-led function that demonstrates return on investment

Avoiding duplication

Bradford Teaching Hospitals
NHS Foundation Trust

Our third pillar of our communications strategy is not designed to duplicate or replace any existing work we already do eg Patient Experience Group, Excel community engagement, patient voice etc



Stronger and deeper connections

Bradford Teaching Hospitals NHS Foundation Trust

- Looking for opportunities for deeper conversations and listening exercises using deliberative methodology eg working with the Bradford Black Health Forum.
- Supporting formal involvement programmes, ensuring best practice and statutory guidance is followed eg health on the high street.
- Be visible at key community events and activities, as well hosting events eg National Literacy Trust
- Working closely with community groups, including opportunities to collaborate on communications and community engagement projects eg All Star Entertainments and Let's Talk.
- Create opportunities for people in the education system to get involved in our communications and engagement work eg internships through University of Bradford
- Using community insight and intelligence to inform inclusive communications eg responding to events of national or international concern
- Increased sharing of how patient experience and voice has led to improvements in the way services and care is provided
- Develop strong relationships with community partners, including businesses, to support communications as well as promote the work of our charity

Bradford Teaching Hospitals
NHS Foundation Trust

Thank you for listening

Time for comments, thoughts and questions

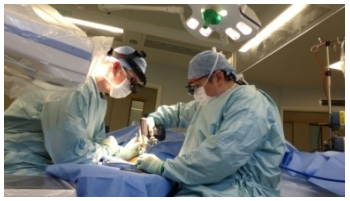
Bradford Teaching Hospitals
NHS Foundation Trust

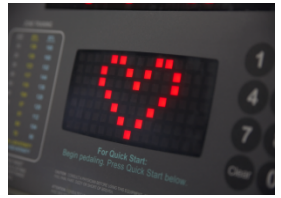
National health news of significance to our Trust

Presentation to Council of Governors on Wednesday 1 July 2026

Shak Rafiq, strategic communications and engagement lead





Together, putting patients first

What this presentation will cover

Bradford Teaching Hospitals NHS Foundation Trust

- Key national developments that are of relevance and significance to our Trust and to our Council of Governors.
- The focus of this presentation is an update on national developments following the King's Speech, an opportunity to get involved in shaping the national mental health strategy and publication of Lord Mann's review on antisemitism and other forms of racism within the NHS.
- **Important note** The content of these slides and presentation at the Council of Governors meeting is an interpretation of national health news and announcements by our communications and engagement lead. It is not intended to form any official statements or policy decisions for the Trust and is solely intended to provide the Council of Governors with a review of key news items.
- Slides prepared and finalised: 10am on Tuesday 23 June 2026

NHS Modernisation Bill

Bradford Teaching Hospitals
NHS Foundation Trust

On Thursday 14 May, the Department of Health and Social Care introduced the NHS Modernisation Bill, part of the government's plans set out in the King's Speech on Wednesday 13 May. The headlines include:

- Expanded Ministerial Powers: The Secretary of State for Health and Social Care will gain greater direct authority over commissioning, performance tracking, and resource allocation.
- Moving NHS England's functions into the Department of Health and Social Care, ICBs or the Secretary of State for Health and Social Care
- The bill proposes to abolish the requirement for FTs to have councils of governors and remove their statutory functions.
- The bill seeks to abolish Healthwatch England and local Healthwatch by transferring its functions to the SoS and ICBs (for healthcare) and local authorities (for social care) respectively.
- Creating a new Single Patient Record to support joined-up care and give patients better access to information through the NHS App.
- Streamlining the patient safety landscape, including moving the Health Services Safety Investigations Body (HSSIB) to the CQC.
- Creating a new Patient Experience Directorate in DHSC to make sure patients' views help shape national decisions.

Lord Mann's review

Bradford Teaching Hospitals NHS Foundation Trust

- In October 2025, the previous Secretary of State for Health and Social Care asked Lord Mann to lead a rapid review in response to antisemitism - or anti-Jewish racism - and other forms of racism across healthcare regulation and the NHS. This review was completed ad published on 4 June 2026, setting out a range of recommendations for NHS England, NHS organisations and leaders, the Department of Health and Social Care, as well as arm's-length-bodies (ALBs) and regulators. Expanded Ministerial Powers: The Secretary of State for Health and Social Care will gain greater direct authority over commissioning, performance tracking, and resource allocation.
- Following the publication of the review, Sir Jim Mackey wrote out to CEOs and other senior NHS leaders confirming that NHS England accepted all the recommendations in full.
- NHS England has asked that all NHS organisations, following on from communications it issued in October 2025, to confirm whether it has adopted the IHRA definition of antisemitism and the Government definition of anti-Muslim hostility.
- There are some actions which will be subject to further guidance, including the national uniform guidance that is expected to provide a stronger line on the displaying of politicised badges and symbols.

Call for evidence launched for new Mental Health Strategy

Bradford Teaching Hospitals NHS Foundation Trust

- The Department of Health and Social Care launched a Call for Evidence to shape a new cross-government Mental Health Strategy for England.
- The new strategy aims to shift care from crisis intervention towards earlier prevention.
- The strategy will look beyond health care and consider the role of schools, workplaces and the voluntary sector. It will also consider the needs of autistic people and those with ADHD.
- The Call for Evidence is aimed at frontline workers, clinicians and mental health experts, and appreciate any sharing amongst professional networks.
- **The Call for Evidence closes on Friday 10 July**.

For more details and to take part:
https://www.gov.uk/government/calls-for-evidence/informing-the-mental-health-strategy-for-england

Improving access to health careers

Bradford Teaching Hospitals NHS Foundation Trust

New measures announced to tackle inequality of opportunity and breakdown barriers to healthcare careers.

- Backed by a £65.4 million investment, 2,000 additional nursing apprenticeships created, concentrated in areas facing the greatest training shortages and highest levels of deprivation. Students from under-represented backgrounds will be able to apply to courses from spring next year, working with NHS England and partners like the Sutton Trust, Social Mobility Foundation and Medical Schools Council.
- The government will also expand or reallocate medical school places so that areas with poorer health outcomes or ageing populations train more doctors locally.
- £15 million in government funding will expand a programme to support around 3,000 young people from deprived communities into NHS entry-level roles or training, for vital back office roles.

UK clinical trial set-up times fall to 122 days

Bradford Teaching Hospitals NHS Foundation Trust

- The Department of Health and Social Care published new figures showing that the average time to set up a commercial clinical trial in the UK has fallen from 169 days to 122 days, beating the target of 150 days by March 2026.
- This improvement has been supported by more than £137 million of investment in research facilities, alongside changes such as simpler contracting processes and the rollout of 35 Commercial Research Delivery Centres. These centres help ensure new healthcare innovations are safe and effective before being rolled out across the NHS and wider health and care system.
- **Work from our Bradford colleagues was featured in the national announcement.** A major international study into chronic obstructive pulmonary disease (COPD) - a lung condition that makes it hard to breathe - took its first patients in just 81 days. That's roughly half the time it used to take to successfully open a trial.

Uplifting stories from our Trust

Bradford Teaching Hospitals
NHS Foundation Trust

NHS Excellence Awards - BTHFT picks up a gong!

Winners for the NHS Excellence Awards were announced at NHS Confed Expo on 10 June and our Trust scooped an award. The Working in Partnership Award went to the Marie Curie REACT team in Bradford, who, by identifying patients in crisis at the Bradford Royal Infirmary's Emergency Department, part of Bradford Teaching Hospitals NHS Foundation Trust, and providing rapid community support, reduced average hospital stays from 38 to 17 days. They saved over 20,000 bed days and ensured patients received compassionate end-of-life support in the comfort of their own communities and familiar surroundings.

- School children from Lilycroft Primary give a generous donation for maternity unit essential items appeal for families
- Trust's volunteers celebrated for their significant contribution
- Bradford Nurse Receives National Recognition for Innovation in Women's Health
- Two senior nurses from Bradford Teaching Hospitals rubbed shoulders with royalty after being invited to Buckingham Palace garden parties

Other news you may have missed

Bradford Teaching Hospitals
NHS Foundation Trust

- NHS West Yorkshire ICB announces three new Non-Executive members - Jane Madeley, Majid Hussain and Liz Towns Andrews
- Airedale NHS Foundation Trust shares first look at proposed plans for new hospital. There is an opportunity for people to share their views on the proposed plans Designing the hospital: Our proposed outline design - Airedale NHS Foundation Trust
- Plea issued to parents and carers to ensure children have their MMR vaccination
- Work starts on second phase for the redevelopment of Lynfield Mount with a groundbreaking ceremony held to mark this
- Bradford children's services receives improved ratings. According to Ofsted, Children's services are no longer failing or require "special measures". This ends eight years of intensive regular Ofsted monitoring visits.
- New resource launched by Bradford District Care NHS Foundation Trust to support parents, caregivers and professionals in nurturing strong early relationships with babies

Council of Governors			
Meeting Date:	17 August 2026	**Agenda Reference:**	CGo.8.26.11
Report Title:	Council of Governors Effectiveness Review 2026		
Presented by:	Karen Walker, Acting Chair		
Executive Lead:	Karen Walker, Acting Chair		
Author:	Jacqui Maurice, Head of Corporate Governance		

Report Summary				
Purpose of the paper:	Decision ☒ (approve/recommend/ support/ratify)	Assurance ☐	Action ☐ (review/discuss/ comment)	Information ☐

Summary of Key Issues/Highlights:

Council of Governors Effectiveness Review

In April 2026 the Council approved the contents of the questionnaire for the review.

The questions covered:

- Size and composition of the Council
- Management of the Council Meetings
- Council of Governors Effectiveness
- The role of the Chair
- Overall Council of Governors Performance

The questionnaire was circulated as a 'Microsoft form' on 19 May with a link provided to all Governors for completion. A reminder to complete the questionnaire was sent on 3 June prior to the deadline of 5 June.

The Council is asked to note the following:

- Request for completion was sent to **20** Governors
- **13** Governors completed the questionnaire which equates to **65%** of the Council.
- **7** Governors did not complete the questionnaire (**35%** of Council members)

Outcomes from the Review

The Governors Effectiveness Review results are included at **Appendix 1. T**his primarily covers the results from the multiple-choice questions. In general, most of the responses were 'strongly agree/agree'. On initial review there are three areas where there are a higher number of 'neither agree/nor disagree' and 'disagree'. The Council might like to explore these and determine if there are any actions that could be implemented to support improvements. The three areas identified are extracted from appendix 1 and included in the report below.

All comments received from Governors are included in full in **Appendix 2**. On initial review there are four comments that might benefit from further exploration (these are highlighted in yellow). The four comments have been extracted and included in the report below.

Council members are asked to review all information in Appendix 1 and Appendix 2 and flag any additional areas they think warrant addressing.

Recommendation/s: (including any decision/approval required)	The Council is asked to: 1. Review the outcomes from the Effectiveness Review at Appendix 1 and Appendix 2 2. Confirm any actions required to support improvements.
Link to Strategic Objective:	N/A
Link to Priority Initiatives 2025/26:	N/A
Implications	
Risk:	N/A
Legal/Regulatory:	Regulatory requirement in line with the Code of Governance for NHS Provider Trusts Section C4.8.
Quality & Patient Safety:	N/A
Equality, Diversity and Inclusion and Health Equity:	N/A
Resources:	N/A
Environmental sustainability:	N/A
Assurance Route	
Meeting/s where content has been discussed previously:	

Report

1. Introduction

Section C4.8 of the Code of Governance for NHS Provider Trusts requires that Governors periodically assess their collective performance. Section C4.8 states.

Section C, 4.8 (NHS foundation trusts only)
Led by the chair, foundation trust councils of governors should periodically assess their collective performance and regularly communicate to members and the public how they have discharged their responsibilities, including their impact and effectiveness on:

- holding the non-executive directors individually and collectively to account for the performance of the board of directors
- communicating with their member constituencies and the public and transmitting their views to the board of directors
- contributing to the development of the foundation trust's forward plans.

The council of governors should use this process to review its roles, structure, composition and procedures, taking into account emerging best practice. Further information can be found in Your statutory duties: a reference guide for NHS foundation trust governors and an Addendum to Your statutory duties – A reference guide for NHS foundation trust governors.

2. BTHFT Council of Governors Effectiveness Review

In April 2026 the Council approved the contents of the questionnaire for the review. The questionnaire was circulated as a 'Microsoft form' on 19 May with a link provided to all Governors for completion. A reminder to complete the questionnaire was sent on 3 June prior to the deadline of 5 June.

- Request for completion was sent to **20** Governors
- **13** Governors completed the questionnaire which equates to **65%** of the Council.
- **7** Governors did not complete the questionnaire (**35%** of Council members)

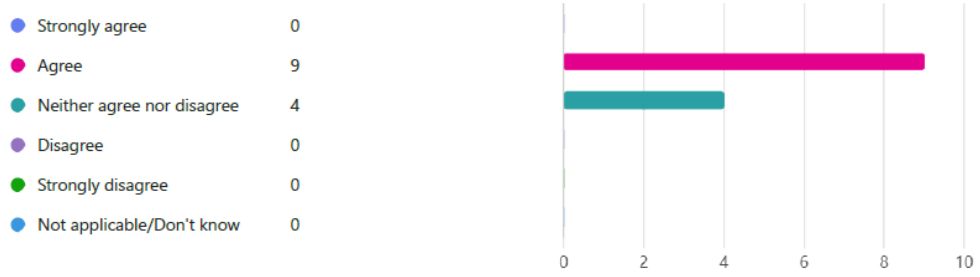
3. Responses received

- **Multiple-Choice questions**

On initial review there are three areas where there are a higher number of 'neither agree/nor disagree' and 'disagree'. The Council might like to explore these and determine if there are any actions that could be implemented to support improvements. They are;

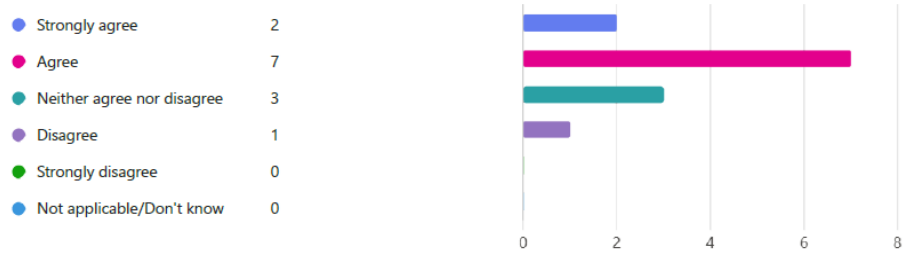
1. 'Communications between Council and Board'

35. Overall I am satisfied with the communication between the Council of Governors and the Board of Directors



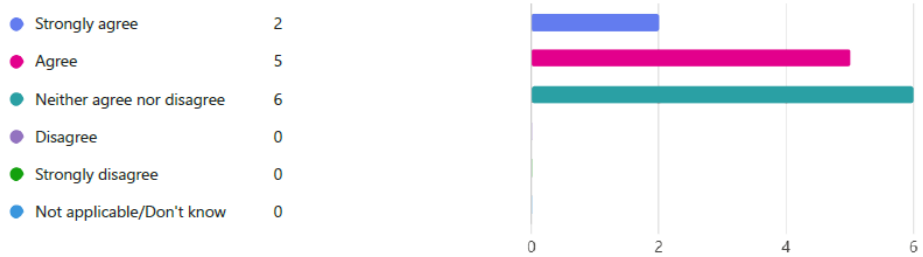
2. Governor involvement in agenda setting

I. I have the opportunity to influence the setting of the Council of Governors meeting agenda



3. Re appropriate input from interested parties

16. The Council seeks appropriate input from interested parties (eg. subject matter experts, specialty leads etc) to support its decision making



Osbourne,Sheridan 11/08/2026 12:24:37

Are there any other results from Appendix 1 that the Council would like to explore?

- **Comments received**

On initial review there are four comments (in relation to three questions) that might benefit from further exploration. The four comments (along with the questions they relate to) are:

Q: Are there any additional comments you would like to add in relation to the 'Size, composition and role of the Council of Governors'

- A: Induction was not easy to navigate. One complete training for governors understood my role
- A: a buddy system for new governors would be beneficial

Q: Would you make any changes to the management of the Council of Governors meeting?

- A: The NED could be more specific about questions asked at board or committee meetings for great transparency. This will help to ensure governors are satisfied that the right questions are being asked

Q: Based on your involvement with the Council of Governors, what aspects of the Council are most in need of change or development? (Please include suggestions for how this might be achieved).

- A: Governors having access to the papers for NED meetings. The agenda only provides the structure and items. When present we see some of the information on screen so I'm not quite sure why we can't access papers in advance. Even though we are observers not participants it would help understand what is being discussed.

Are there any other comments made that the Council would like to explore?

4. Conclusion

The meeting is asked to note the results from the review and confirm any actions required to support improvements.

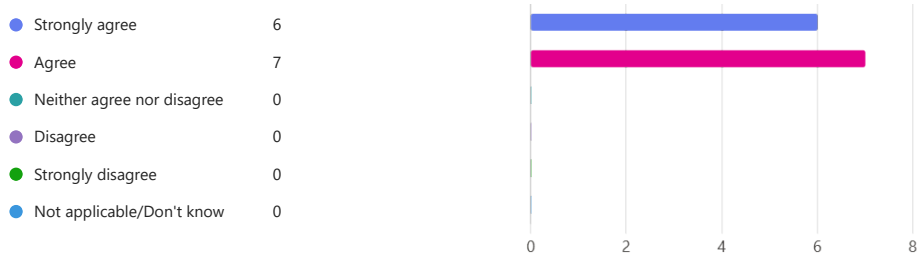
July 2026

Responses Overview

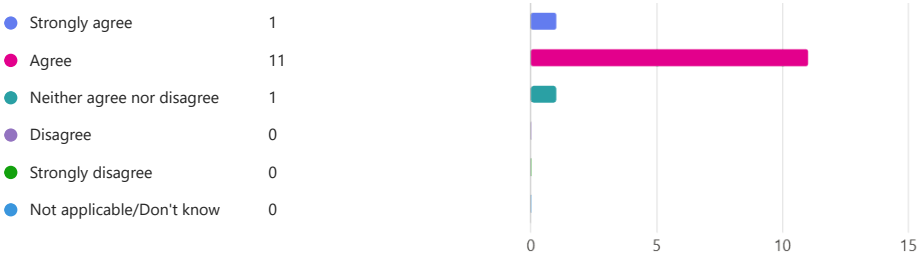
Active

Responses	Average Time	Duration
13	16:59	30 Days

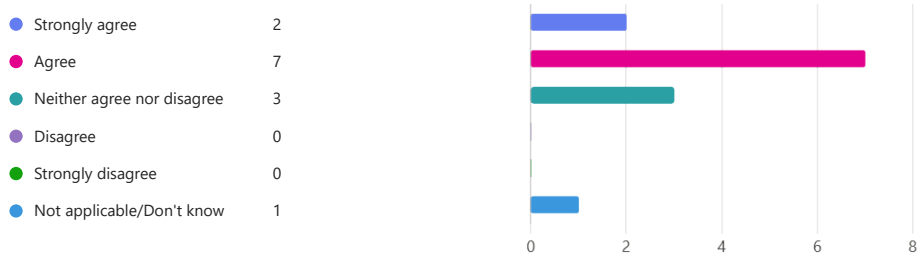
1. I have a good understanding of the role of the Council



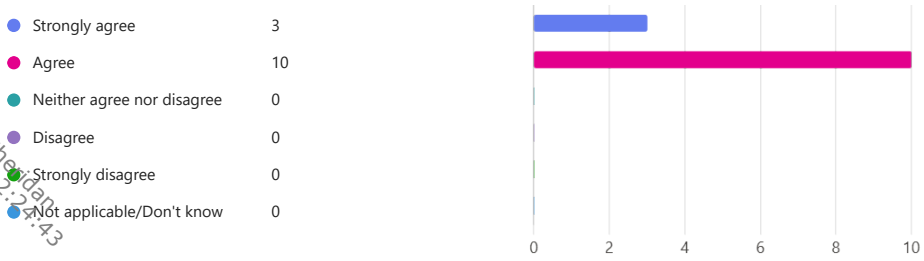
2. The Council has the correct number of members



3. New Council members receive a satisfactory induction



4. I have a good understanding of my role and responsibilities as a member of the Council of Governors



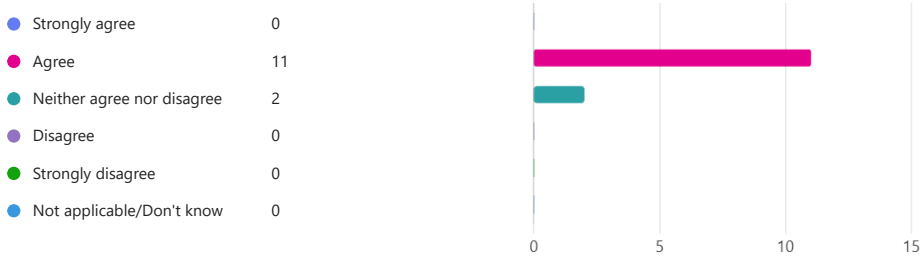
5. Are there any additional comments you would like to add in relation to the 'Size, composition and role of the Council of Governors'

6
Responses

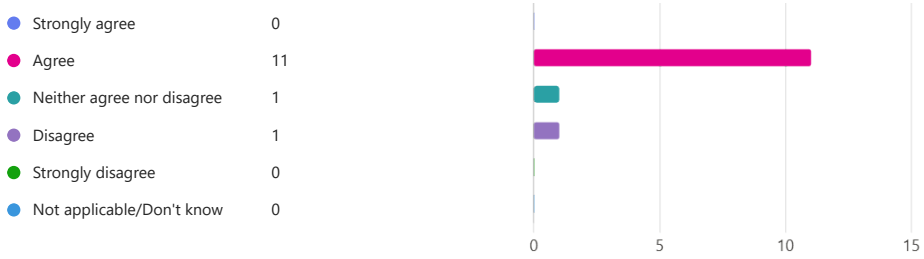
Latest Responses
"n/a"
"Only thank you to Laura/Jacqui and Sheridan for their guidance and support"
...

2 respondents (33%) answered governors for this question.

6. Governors are sufficiently consulted on the Trust's medium term plan



7. Governors are sufficiently consulted on the Trust's long term Corporate Strategy

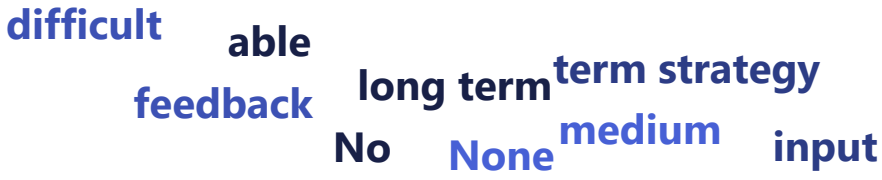


8. Are there any additional comments you would like to add in relation to 'Operational Planning/Strategy'

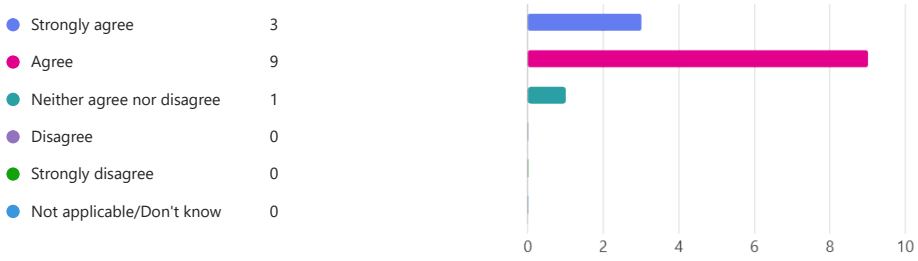
5
Responses

Latest Responses
"Being informed does not mean consulted"
"n/a"
"None"
• • •

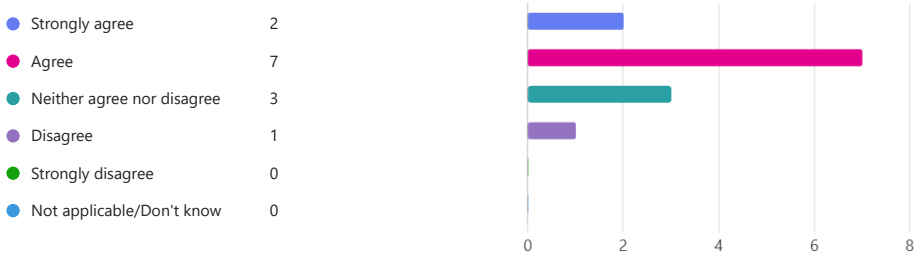
1 respondents (20%) answered long term for this question.



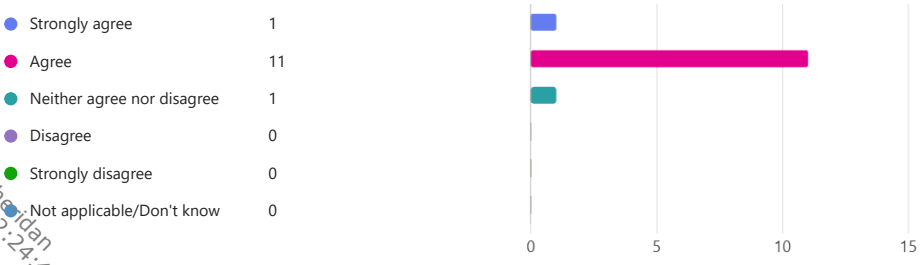
9. Council of Governors meetings, as they are currently organised and conducted, provide an effective way of accomplishing the business of the Council.



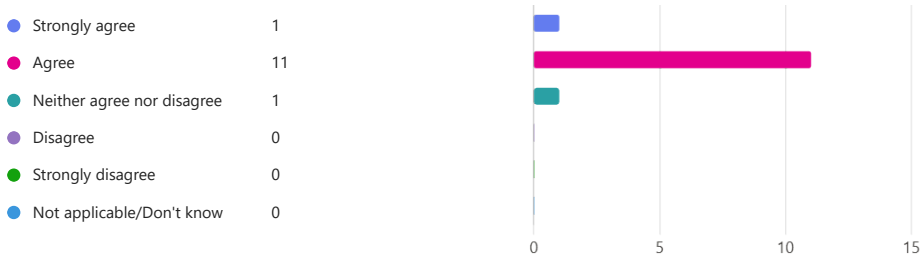
10. I have the opportunity to influence the setting of the Council of Governors meeting agenda



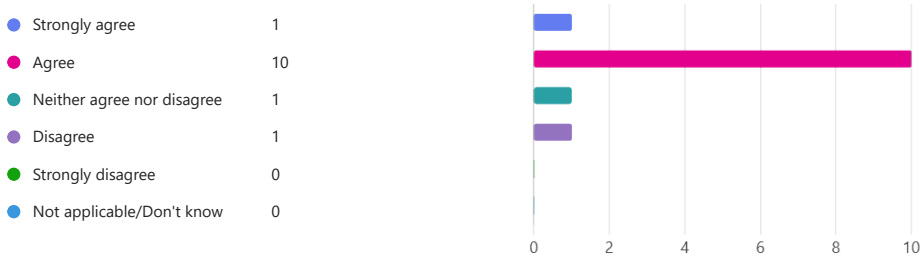
11. The papers are provided in a timely manner, allowing members to consider matters fully prior to the Council of Governors meeting.



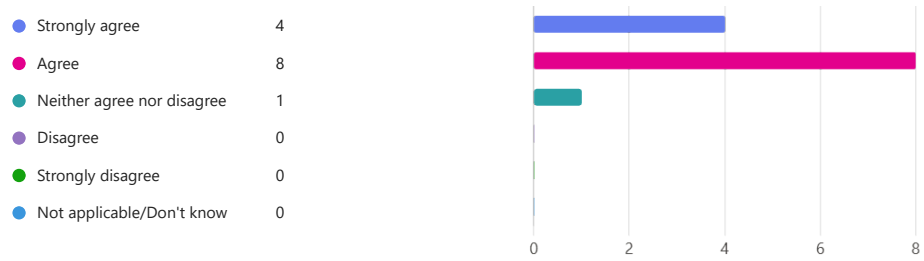
12. The papers provide me with the information I need



13. It is clear how action/s arising from discussions are followed up and implemented



14. I have the opportunity to contribute to the meeting



15. If you would like to contribute more, what is currently preventing you from doing so?

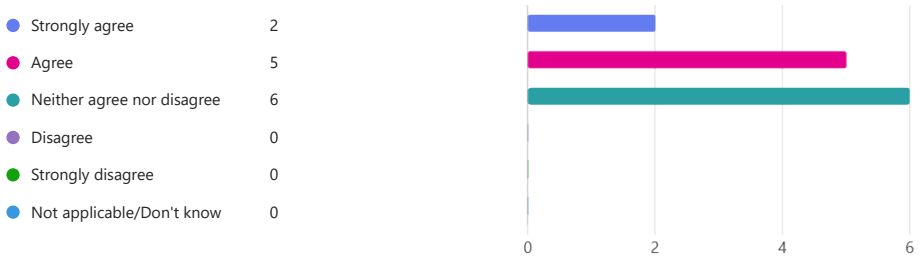
5
Responses

Latest Responses
"n/a"
"Only the same as originally thanks to Laura, Jacqui and Sheridan"
...

1 respondents (20%) answered Jacqui and Sheridan for this question.

volume of pre difficult in person lieu opportunity
Jacqui and Sheridan Attendance is often difficult
feedback COG meeting thanks to Laura
governor

16. The Council seeks appropriate input from interested parties (eg. subject matter experts, specialty leads etc) to support its decision making



17. Would you make any changes to the management of the Council of Governors meeting? Please describe below

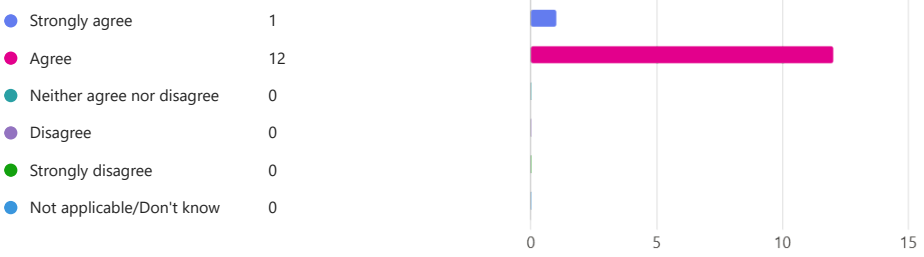
4
Responses

Latest Responses
"n/a"
"Nothing further to add"
...

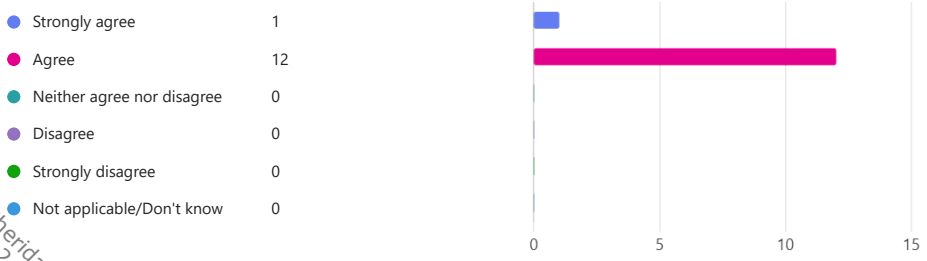
1 respondents (25%) answered bout questions for this question.

governors are satisfied specific right questions meetings bout questions board or committee NO NED great transparency

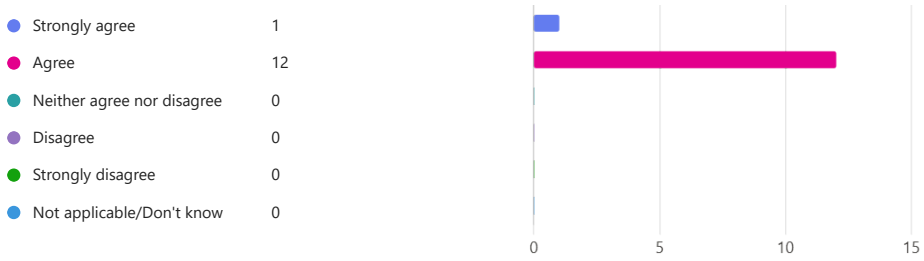
18. The Council of Governors is working effectively



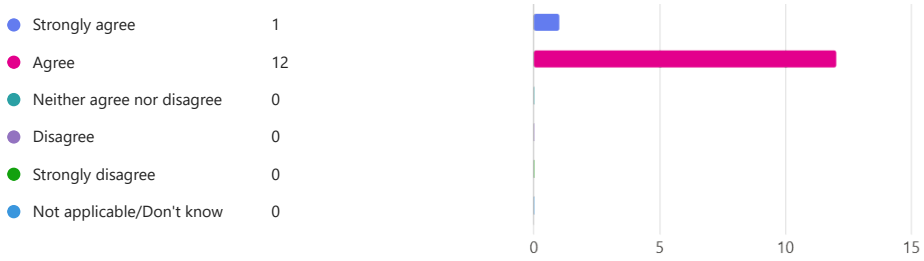
19. The Council delivers on its duties and responsibilities.



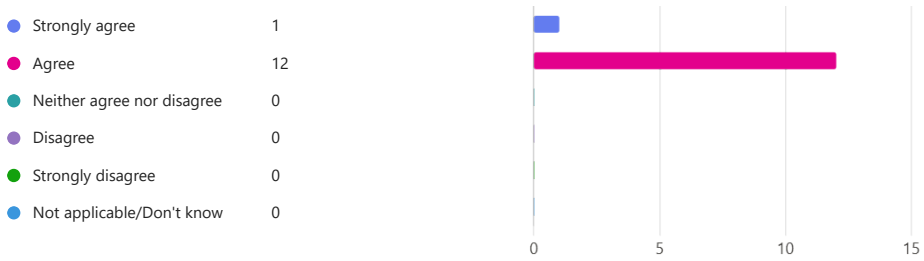
20. The Council is effective in performing its role in the the area- *Holding the Non-Executives to account for the performance of the Board*



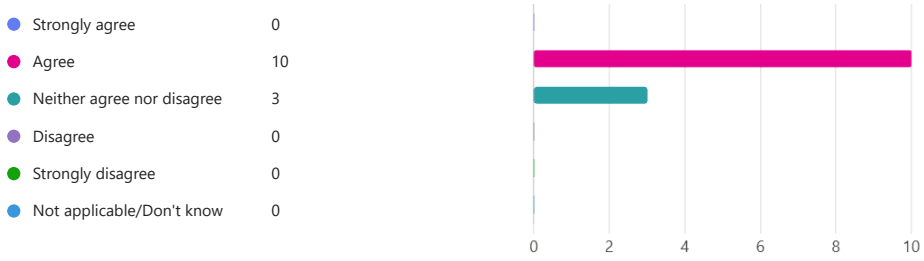
21. The Council is effective in performing its role in the area - *Representing the interests of the FT members and the population*



22. The Council is effective in performing its role in the area- *Delivering on the range of statutory duties and responsibilities*



23. The Council spends the correct proportion of time on key agenda items / priorities



24. What matters or issues has the Council of Governors handled most effectively during the past 12 months, and why?

7
Responses

Latest Responses
"NED issues"
"n/a"
"Issues around the resignation of previous Chair and issues associated with NED's"
...

3 respondents (43%) answered Chair for this question.

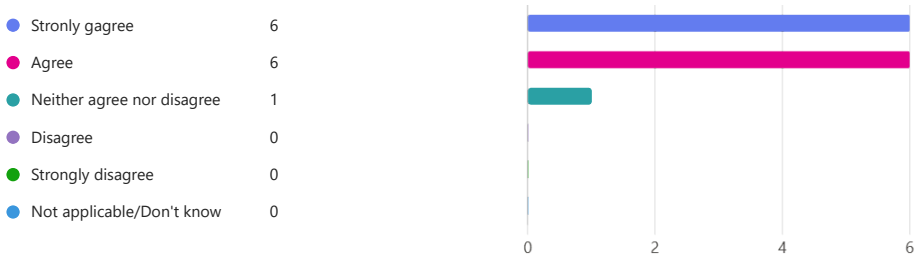
25. What matters or issues has the Council of Governors handled least effectively during the past 12 months, and why?

5
Responses

Latest Responses
"n/a"
"Nothing further to add"
...

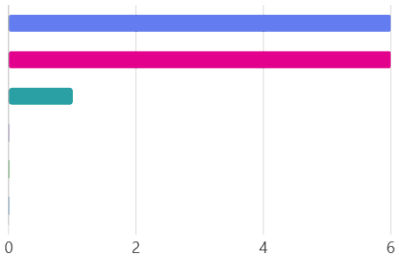
1 respondents (20%) answered dispute resolution for this question.

26. The Chair is supportive and responsive to the needs of the Council of Governors



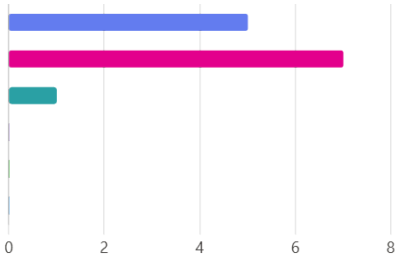
27. The Chair facilitates open discussion and challenge

Strongly agree	6
Agree	6
Neither agree nor disagree	1
Disagree	0
Strongly disagree	0
Not applicable/Don't know	0



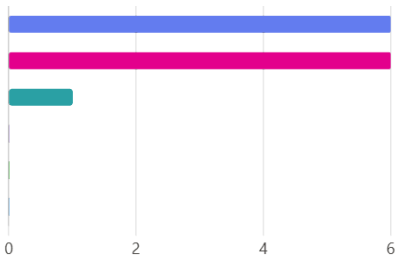
28. The Chair listens to all members of the Council

Strongly agree	5
Agree	7
Neither agree nor disagree	1
Disagree	0
Strongly disagree	0
Not applicable/Don't know	0



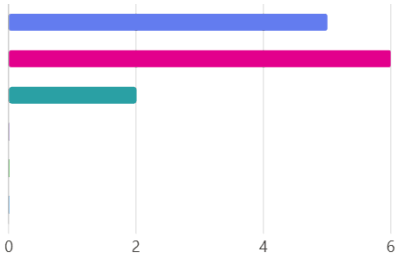
29. The Chair is prepared for Council of Governor meetings

Strongly agree	6
Agree	6
Neither agree nor disagree	1
Disagree	0
Strongly disagree	0
Not applicable/Don't know	0



30. The Chair keeps the meetings on track

Strongly agree	5
Agree	6
Neither agree nor disagree	2
Disagree	0
Strongly disagree	0
Not applicable/Don't know	0



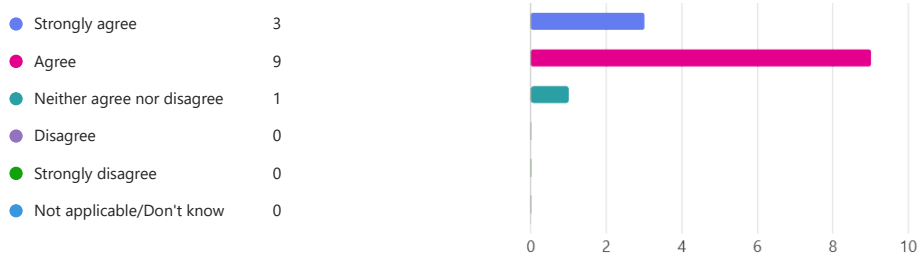
31. Are there any additional comments you would like to make in relation to the 'role of the Chair'

4
Responses

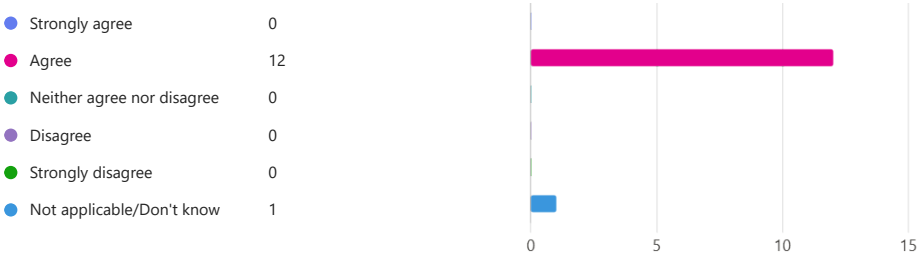
Latest Responses
"n/a"
"Effective Chair in Sarah and also interim Chair Karen"
• • •

2 respondents (50%) answered chair for this question.

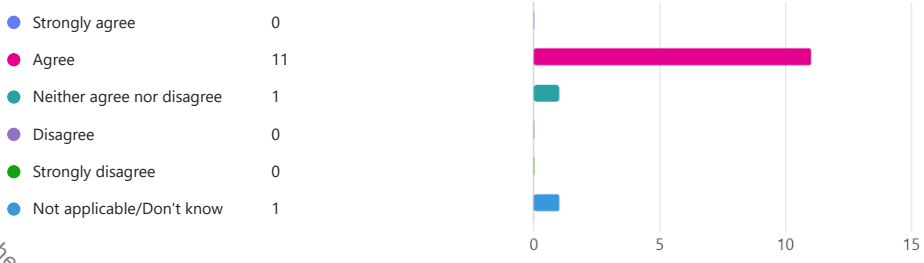
32. Overall, I am satisfied with my contribution to the Council of Governors



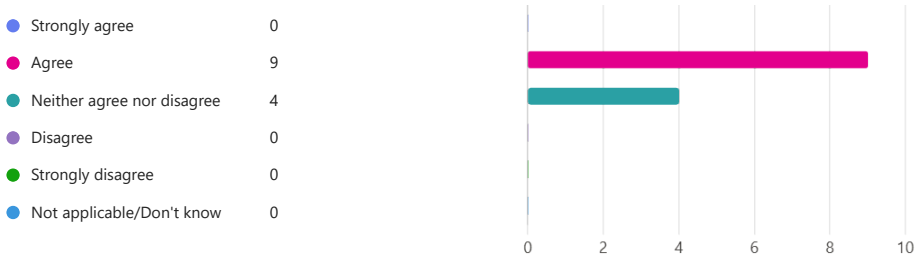
33. Overall, I am satisfied with how the Council's business and decisions of the Council are communicated internally



34. Overall, I am satisfied with how the Council's business and decisions of the Council are communicated externally



35. Overall I am satisfied with the communication between the Council of Governors and the Board of Directors



36. Based on your involvement with the Council of Governors, what aspects of the Council are most in need of change or development? (Please include suggestions for how this might be achieved).

6
Responses

Latest Responses
"n/a"
"More face to face meetings and visibility in all on Trust sites"
• • •

2 respondents (33%) answered meetings for this question.

37. Please express any other views you might have about the role and effectiveness of the Council of Governors.

5
Responses

Latest Responses
"n/a"
"Nothing further to add"
• • •

2 respondents (40%) answered trust for this question.

Id	Are there any additional comments you would like to add in relation to the 'Size, composition and role of the Council of	Are there any additional comments you would like to add in relation to 'Operational Planning/Strategy'	If you would like to contribute more, what is currently preventing you from doing so?	Would you make any changes to the management of the Council of Governors meeting? Please describe below	What matters or issues has the Council of Governors handled most effectively during the past 12 months, and why?	What matters or issues has the Council of Governors handled least effectively during the past 12 months, and why?	Are there any additional comments you would like to make in relation to the 'role of the Chair'	Based on your involvement with the Council of Governors, what aspects of the Council are most in need of change or development? (Please include suggestions for how this might be achieved).	Please express any other views you might have about the role and effectiveness of the Council of Governors.
1	As a relative newcomer, I feel I am still learning the ropes and by next year I hope to answer all as 'strongly agree'.				The transition from Chair to Acting Chair was very smoothly done.			Governors having access to the papers for NED meetings. The agenda only provides the structure and items. When present we see some of the information on screen so I'm not quite sure why we can't access papers in advance. Even though we are observers not participants it would help understand what is being	
2									
3									
4		Its sometimes difficult when you dont personally attend to get feedback on medium to long term strategy and to be able to	Attendance is often difficult in person, so maybe an opportunity to provide feedback in lieu of attending or		CQC audits and inspections ,	Claims and dispute resolution - taken too long to conclude in a timely manner		Wider involvement from deprived areas - look to increase number of governors in these areas as compared to other governors	
5	Induction was not easy to navigate. One complete training for governors understood my role		Sometimes it's the volume of pre-readiing to be completed before COG meeting	The NED could be more specific bout questions asked at board or committee meetings for great transparency. This will help to ensure governors are satisfied that the	Resolving concerns raised by public and governors which had a negative impact on the COG. This was taken seriously and addressed by the Chair via listening meeting				The COG role is important to ensure the trust is hearing about the views and experiences of service users and wider public. Help to ensure the board are aware of such views/experiences and hopefully this feeds into stragltegic planning in relation to service delivery
6									
7									
8	a buddy system for new governors would be beneficial					historical issues continue to influence COG		Continued development of positive working relationship with the board,	COG is a useful conduit to hear from the population served by the trust and provide constructive challenge. Historical issues have impacted the relationship between COG and the board and whilst the relationship has improved
9	No	No	N/A	NO	All matters presented	None	none	none	none
##							Its a new chair - too early to		
##	Only thank you to Laura/Jacqui and Sheridan for their guidance and support	None	Only the same as originally thanks to Laura, Jacqui and Sheridan	Nothing further to add	Issues around the resignation of previous Chair and issues associated with NED's	Nothing further to add	Effective Chair in Sarah and also interim Chair Karen	More face to face meetings and visibility in all on Trust sites	Nothing further to add
##	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
##		Being informed does not mean consulted			NED issues				

COUNCIL OF GOVERNORS			
Meeting Date:	17 August 2026	**Agenda Reference:**	CGo.8.26.12
Report Title:	Governors Nominations and Remuneration Committee (NRC) Report		
Presented by:	Mark Chambers (NRC Governor)		
Lead:	Karen Walker, Acting Chair		
Author:	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		

Report Summary				
Purpose of the paper:	Decision ☐ (approve/recommend/ support/ratify)	Assurance ☒	Action ☐ (review/discuss/ comment)	Information ☐

Summary of Key Issues/Highlights:

To provide a report to the Council of Governors on matters addressed by the Governors NRC at their most recent meeting.

Membership of the NRC

The NRC is currently comprised of the following members:

- Karen Walker, Chair
- Mark Chambers NRC Governor
- Dermot Bolton, NRC Governor
- Ruth Houghton, NRC Governor
- Osman Rafiq, NRC Governor
- Andy Waller, NRC Governor
- Helen Rushworth, NRC Governors

Meetings of the NRC held since last report to the Council of Governors

One NRC meeting has been held since the last report to the Council of Governors, on 9 June 2026. The Committee considered the following items:

- Outcomes of Chair and NED appraisals (for further discussion at today's private meeting).
- Acting Chair and SID remuneration (for further discussion at today's private meeting).
- NED/Chair appointment process and NED terms of appointment – included under items CGo7.26.12a/b for approval.
- NED appointments – it was noted that two Non Executive Directors (Altaf Sadique and Karen Walker) will come to the end of their second term of office in November and December respectively, and the NRC agreed to commence a recruitment process for both positions.
- NRC effectiveness review – the NRC considered its effectiveness and agreed a number of actions that will be taken forward, including increasing opportunities for NRC members to contribute to agenda setting, and providing a briefing to aid all Council members' understanding of the role of the NRC. There was positive feedback regarding the chairing of meetings. Members felt that the size and composition of the NRC was appropriate and meetings were generally

	effective, although there had been some impact from a change in membership throughout the year. **Next meeting of the NRC** The next quarterly meeting of the NRC is scheduled for 15 September 2026 however extraordinary meeting/s will be scheduled to deal with the NED recruitment.
Recommendation/s: (including any decision/approval required)	The Council of Governors is asked to note the report.
Link to Strategic Objective:	N/A
Link to Priority Initiatives 2025/26:	N/A
Implications	
Risk:	N/A
Legal/Regulatory:	N/A
Quality & Patient Safety:	N/A
Equality, Diversity and Inclusion and Health Equity:	N/A
Resources:	N/A
Environmental sustainability:	N/A
Assurance Route	
Meeting/s where content has been discussed previously:	N/A

Council of Governors				
Meeting Date:	17 August 2026	**Agenda Reference:**	CGo.8.26.12a	
Report Title:	Process for the appointment of a Chair / Non-Executive Director / Associate Non-Executive Director			
Presented by:	Laura Parsons, Associate Director of Corporate Governance/Board Secretary			
Executive Lead:	Sajid Azeb, Deputy Chief Executive / Chief Operating Officer			
Author:	Laura Parsons, Associate Director of Corporate Governance/Board Secretary			
Report Summary				
Purpose of the paper:	Decision X (approve)	Assurance ☐	Action ☐ (review/discuss/ comment)	Information ☐
Summary of Key Issues/Highlights:	The Process for appointing a Chair/NED/Associate Non-Executive Director was previously approved by the Council in July 2023. The Process has been reviewed and some minor amendments are proposed to ensure that the process remains up to date. The Governors NRC reviewed the amendments at its meeting on 9 June 2026 and agreed to recommend them to the Council for approval. The Process is attached at Appendix 1 with the proposed amendments in tracked changes.			
Recommendation/s: (including any decision/approval required)	The Council of Governors is asked to approve the proposed amendments to the Process for appointing a Chair/NED/Associate Non-Executive Director.			
Link to Strategic Objective:	N/A			
Link to Priority Initiatives 2025/26:	N/A			
Implications				
Risk:	N/A			
Legal/Regulatory:	In line with the NHS Act 2006 (as amended) and the Code of Governance for NHS Provider Trusts, the Council of Governors is responsible for the appointment and removal of the Chair and NEDs.			
Quality & Patient Safety:	N/A			
Equality, Diversity and Inclusion and Health Equity:	N/A			
Resources:	N/A			
Environmental sustainability:	N/A			
Assurance Route				
Meeting/s where content has been discussed previously:	Governors NRC – 9 June 2026			

NHS
Bradford Teaching Hospitals
NHS Foundation Trust

Appendix 1

Process for the appointment of a Chair / Non-Executive Director / Associate Non-Executive Director

The Nominations and Remuneration Committee (NRC) will meet prior to the end of the term of office of the Chair / Non-Executive Director / Associate Non-Executive Director in sufficient time to enable an appointment / reappointment to be made.

Where a Chair / Non-Executive Director / Associate Non-Executive Director resigns mid-term, or is removed, then a meeting of the NRC (as defined within the NRC Terms of Reference) will be convened to confirm the process to be undertaken.

Actions

1. Review of the structure, size and composition of the Board of Directors

1.1 The ~~Nominations and Remuneration Committee~~NRC will, as part of its remit, regularly review the structure, size and composition of the Board of Directors and make recommendations for changes where appropriate.

1.2 With regard to each appointment / reappointment, views will be sought from the Board of Directors on the qualifications, skills and experience required for each position.

1.3 Any decision to extend an appointment beyond six years should be subject to rigorous review, and adhere to the guidance provided in the Code of Governance for NHS Provider Trusts (see appendix A~~a~~).

2. The process regarding reappointments

2.1 The Chair / Senior Independent Director should present to the NRC the outcomes from the appraisal of the Non-Executive Director / Associate Non-Executive Director / Chair in question and should advise the NRC if the person is seeking a further term (and that they are eligible). The Chair / Senior Independent Director would then be expected to confirm, following a formal performance evaluation, that;

> The performance of the individual proposed for reappointment continues to be effective and the individual demonstrates commitment to the role, *or not*, and provide a recommendation with regard to their reappointment.

2.2 If the Chair / Senior Independent Director recommends a reappointment and that is then agreed by the NRC, then a recommendation to the full Council of Governors should be made for reappointment along with a recommendation regarding the Terms and Conditions.

2.3 If the Chair / Senior Independent Director does not recommend reappointment and that is then agreed by the NRC, then an open appointments process should be recommended to the full Council of Governors.

2.4 If the Chair / Senior Independent Director and the NRC cannot come to an agreement with regard to the reappointment, then the full Council of Governors will be asked to consider the views of the Chair / Senior Independent Director and the NRC and decide whether to make a reappointment or instigate

an open appointments process. If an open appointments process is instigated then the person in question will be at liberty to take part in the process.

3. The process regarding new appointments

3.1 The NRC may consider procuring the services of an independent recruitment agency to assist with the recruitment process.

3.2 Where a conflict of interest is declared by a member of the NRC they are to withdraw from the appointment process.

3.3 The NRC will, with regard to each appointment:~~;~~

3.3.1 Confirm the role description and person specification;

3.3.2 Confirm the Terms ~~and Conditions~~of Appointment;~~ which will form the Chair / Non-Executive Directors' / Associate Non-Executive Directors' contract for services with the NHS Foundation Trust~~.

3.3.3 Confirm the associated recruitment campaign;

3.3.4 Carry out shortlisting in line with the person specification; and ~~and involving all members of the NRC.~~

3.3.5 Confirm the interview process and panel membership ensuring the panel is comprised of a majority of Governors and (in line with the Code of Governance for NHS Provider Trusts), ensure that the panel for a post includes at least one external assessor from NHS England and/or a representative from a relevant ICB.

NB All panel members are required to have completed learning / development sessions with regard to 'equality and diversity' and 'interviewing and recruitment'.

4. Decision making process

4.1 A recommendation for approval will be presented to the Council of Governors from the NRC regarding reappointment / appointment, or not.

4.2 Where a reappointment / appointment is recommended for approval the NRC will also recommend for approval the associated Terms ~~and Conditions~~of Appointment.

4.2 Where no recommendation is forthcoming the process in relation to new appointments will begin again.

Review date: ~~July 2024~~June 2027

Meeting Title	Governors Nominations and Remuneration Committee		
Date	21 June 2022	Agenda item	NRC.6.22.6

Appendix Aa

Extract from the Code of Governance for NHS Provider Trusts (effective 1 April 2023)

Section C: Composition, succession and evaluation

4.3 Chairs or NEDs should not remain in post beyond nine years from the date of their first appointment to the board of directors and any decision to extend a term beyond six years should be subject to rigorous review. To facilitate effective succession planning and the development of a diverse board, this period of nine years can be extended for a limited time, particularly where on appointment a chair was an existing non-executive director. The need for all extensions should be clearly explained and should have been agreed with NHS England. A NED becoming chair after a three-year term as a non-executive director would not trigger a review after three years in post as chair.

Explanatory note provided by NHS England (published June 2023)

To: NHS Trust and Foundation Trust chairs Cc: ICB Chairs
NHS board secretariat network

Dear colleague

New code of governance for NHS provider trusts: clarification on chair and NED tenures beyond 6 years

As you know, the new code of governance for NHS provider trusts was published in October last year and came into force on 1 April 2023 and applies to both NHS Trusts and Foundation Trusts. The Code is built around a set of principles emphasising the value of good corporate governance as best practice advice. It asks all trusts to comply, or where there are exceptions that are appropriate, explain why the trust has departed from it. We've received requests from many of your teams seeking clarification around the provisions relating to chair and non-executive independence and re- appointments, particularly where individuals have already served 6 or more years with an organisation. The Code requires "rigorous review" and NHS England approval in such cases. We've updated our website Non-executive opportunities in the NHS » Support for NHS organisations (england.nhs.uk) with:

- *good practice around re-appointments,*
- *what exceptional circumstances might look like*
- *what NHSE would expect to see as part of a rigorous review;*
- *signposted who to contact regarding NHS England approval.*

We hope this will prove helpful to you and your teams. We are also updating the NHS Trust Appointment Information which sets out the expectations under which our public appointments are made to align with these provisions. Please check our website for the

latest updates. https://www.england.nhs.uk/non-executive-opportunities/chair-non-executives-support/terms-and- conditions-nhs-trust-chairs-and-non-executive-directors/.

As a team, we're all about capturing talent and value the experience those who have served as chairs and NED over many years. If you, or anyone in your teams are looking for new opportunities we like to hear from you. We keep those on our talent pool up to date with new opportunities in health and beyond. We just need an up to date CV and copy of the latest appraisal emailed to england.chairsandneds@nhs.net

We also recognise that recruiting NHS Chairs can be particularly challenging for some organisations. Please can you help us identify existing NEDs you feel are "ready-now" for chair roles so that we can support them and thereby increase future supply. I'm afraid we are not in a position to re-launch our Aspirant Chair Programme (for individuals still needing more focused development over 12-18 months) right now but it's still helpful to discuss and identify these individuals as part of the usual appraisal process. Please email keely.howard1@nhs.net to discuss NEDs you feel are "ready-now" for chair roles.

We offer a range of support and best practice advice on recruiting and appointing people to non-executive roles on NHS boards. As well as sharing your roles with our talent database, we can give you access to the resources of our Non-executive opportunities in the NHS website and associated mailing list and the Women on Boards website to help broaden awareness. Contact us early enough and we'll offer advice on good practice to support you in ensuring equality, diversity and inclusion are at the forefront of your recruitment and increase the opportunity of making diverse appointments. We can also share a suite of template recruitment materials that can be tailored to meet local needs and help standardise the candidate experience.

With best wishes

Head of Board Talent and Appointments

Council of Governors			
Meeting Date:	17 August 2026	**Agenda Reference:**	CGo.8.26.12b
Report Title:	Annual review of NED/Chair Terms of Appointment		
Presented by:	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		
Executive Lead:	Sajid Azeb, Deputy Chief Executive / Chief Operating Officer		
Author:	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		

Report Summary				
Purpose of the paper:	Decision X (approve)	Assurance ☐	Action ☐ (review/discuss/ comment)	Information ☐
Summary of Key Issues/Highlights:	The Council of Governors is required to review and confirm the Chair and NED Terms of Appointment. The Council last did this in August 2025. The latest version of the NED/Chair Terms of Appointment is attached at Appendix 1. The Terms of Appointment have been reviewed and there are only minor amendments proposed, to update the remuneration to the current rates (agreed by the Council of Governors in January 2026), and to amend 'Chairman' to 'Chair'. Paragraph 13.1 has also been updated to align with the protected characteristics from the Equality Act. The NRC reviewed these proposed amendments at its meeting on 9 June 2026 and agreed to recommend them to the Council for approval.			
Recommendation/s: (including any decision/approval required)	The Council of Governors is asked to approve the attached NED/Chair Terms of Appointment for 2026/27.			
Link to Strategic Objective:	N/A			
Link to Priority Initiatives 2025/26:	N/A			

Implications	
Risk:	N/A
Legal/Regulatory:	In line with the NHS Act 2006 (as amended) and the Code of Governance for NHS Provider Trusts, the Council of Governors is responsible for setting the terms of appointment for the Chair and Non Executive Directors.
Quality & Patient Safety:	N/A
Equality, Diversity and Inclusion and Health Equity:	N/A
Resources:	N/A

Environmental sustainability:	N/A.
Assurance Route	
Meeting/s where content has been discussed previously:	Governors NRC – 9 June 2026

NED Terms of Appointment

Dear XXX

APPOINTMENT AS NON-EXECUTIVE DIRECTOR

Following approval of the Council of Governors, this letter sets out the terms of your appointment to the office of Non-Executive Director of Bradford Teaching Hospitals NHS Foundation Trust (the Trust).

By accepting this appointment, you agree that this letter is not a contract of employment or services and that you confirm that you are not subject to any restrictions which prevent you from holding office as a Non-Executive Director of the Trust.

Please indicate your acceptance of these terms by signing one copy and returning to the Trust Secretary.

1. **APPOINTMENT**

1.1 Your appointment is effective from [INSERT DATE] and shall continue for a period of three (3) years (**Term**) subject to earlier termination in accordance with this letter. At the end of the Term you will be eligible for re-appointment in accordance with the Trust's Constitution and any terms approved by the Council of Governors, but you have no absolute right to be reappointed.

1.2 Your appointment to the office of Non-Executive Director is subject to:

1.2.1 the Trust's Constitution, the National Health Service Act 2006 and associated regulatory documentation;

1.2.2 you meeting the fit and proper persons' requirements pursuant to Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 and any subsequent requirements from time to time that apply to non-executive directors in the NHS, and you warrant that you meet this requirement on accepting the appointment; and

1.2.3 an annual appraisal of your office following a process agreed with the Council of Governors. An unsatisfactory appraisal or series of appraisals could lead to the termination of your office.

1.3 This post is a statutory office and is not subject to the provisions of employment law and is not within the jurisdiction of Employment Tribunals. In your role you are an office holder and not an employee or worker.

1.4 You shall advise the Trust Secretary promptly of any change in your address or other personal contact details.

1.5 You may resign at any time by giving notice in writing to the Chair. Where possible, a discussion should be held with the Chair or Trust Secretary to agree a leaving date.

2. **TIME COMMITMENT**

2.1 You will be expected to devote whatever time is necessary for the proper performance of your duties. Overall we anticipate that you will spend four (4) whole days per month [for NEDs] / twelve (12) whole days per month [for the Chair]. This will include (but not be limited to) preparation for and attendance at the following:

2.1.1 meetings of the Board of Directors; and

2.1.2 meetings of committees of the Board of Directors.

2.2 There may be weekend or evening commitments.

2.3 You will be required to consider all relevant papers before each meeting. Unless urgent and unavoidable circumstances prevent you from doing so, it is expected that you will attend the meetings outlined above as a minimum.

2.4 You may be required to devote additional time to the Trust in respect of preparation time and ad hoc matters which may arise and particularly when the Trust is undergoing a period of increased activity. At certain times it may be necessary to convene additional Board, committee or stakeholder meetings.

3. ROLE AND RESPONSIBILITIES

3.1 Your role and responsibilities as a Non-Executive Director are set out in the Trust's Constitution and the role description (copy attached).

3.2 You will exercise your powers in your role having regard to relevant obligations under the National Health Service Act 2006, the Trust's Constitution and Standing Orders and the Trust's policies and procedures.

3.3 You must demonstrate objective judgement throughout their term of office and promote a culture of openness and constructive challenge. Therefore, you should, on appointment by the Council of Governors, meet the independence criteria set out in the Code of Governance for NHS Provider Trusts (or such other guidance that may replace it from time to time). Following appointment, you must at all times continue to meet the independence criteria.

3.4 The Board of Directors is collectively responsible for promoting the success of the Trust and supervising the Trust's affairs. As part of your role you will be required to comply with the Code of Governance for NHS Provider Trusts, and the Nolan Principles, plus other guidance and regulations as issued by NHS England or other relevant bodies from time to time.

3.5 In the event that you are unable to perform one of your functions (e.g., chairing a committee) you may seek to arrange for another Non-Executive Director to perform this for you after prior consultation with the Trust Secretary.

3.6 All Directors shall take decisions objectively in the interests of the Trust.

4. INDUCTION

On appointment you will be provided with an induction. You should discuss any particular needs or requirements with the Chair.

5. TERMINATION OF APPOINTMENT

5.1 In addition to disqualification under Paragraph 7.3 of the Constitution, if the Council of Governors is of the opinion that it is no longer in the interests of the National Health Service that you continue to hold office then, subject to the provisions of the Constitution your appointment may be terminated with immediate effect.

5.2 For the purposes of paragraph 5.1 above, the following list provides examples of matters which may indicate to the Council of Governors that it is no longer in the interests of the National Health Service that you continue in office. The list is not intended to be exhaustive or definitive; the Council of Governors will consider each case on its merits, taking account of all relevant factors:

5.2.1 if an annual appraisal or sequence of appraisals is unsatisfactory;

5.2.2 if you no longer enjoy the confidence of the Council of Governors;

5.2.3 if you lose the confidence of the public or local community in a substantial way;

5.2.4 If you fail to deliver against pre-agreed targets incorporated within your annual objectives;

5.2.5 if an investigation into allegations of wrongdoing results in a finding against you;

5.2.6 if there is a terminal breakdown in essential relationships, for example, between you and the Chair, you and the Chief Executive, you and the Board of Directors and/or the Council of Governors.

5.3 Your appointment may also be terminated with immediate effect if you:

5.3.1 fail to meet the requirements of the Fit and Proper Persons Test as set out in Regulation 5 of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014;

5.3.2 do not comply with the requirements of the Standing Orders of the Trust with regard to pecuniary interests in matters under discussion at meetings of the Trust (e.g. a failure to disclose such an interest);

5.3.3 do not attend a meeting of the Trust for a period of three months unless the Council of Governors is satisfied that your absence was due to a reasonable cause and you will be able to attend within such time as is considered reasonable;

5.3.4 cease to be independent within the meaning of the Code of Governance for NHS Provider Trusts (or such other guidance that may replace it from time to time);

5.3.5 are appointed following a nomination from a university and you cease to hold a post with the nominating body.

5.4 If any of the above conditions are applicable to you, you must notify the Trust Secretary in writing as soon as reasonably practicable of the circumstances of the issue.

5.5 The Trust may suspend you from the performing of your functions of Non-Executive Director while consideration is given as to whether your appointment should be terminated.

6. REMUNERATION

6.1 For the period that you hold office as a Non-Executive Director, you will be entitled to remuneration at £15,000 per annum [for NEDs] / £58,500 per annum [for the Chair]. This will be paid monthly in arrears.

6.2 Remuneration is taxable and subject to applicable UK statutory deductions including Class 1 National Insurance contributions which will be deducted at source. Any queries relating to these arrangements should be taken up with HM Revenue and Customs. Remuneration is not pensionable.

6.3 The Trust will also reimburse you for all reasonable and properly documented expenses that you may incur in performing the duties of your office in accordance with the rates set by the Trust.

6.4 The sum specified in paragraph 6.1 will be reviewed annually by the Council of Governors, and any changes will be communicated to you in writing as a variation to your terms and conditions of appointment. The Trust shall not be obliged to increase your remuneration in connection with any review.

6.5 There is no entitlement to compensation for loss of office and you will not be entitled to any sick pay, holiday pay, bonus or other benefits.

7. OUTSIDE INTERESTS

7.1 The Trust expects that you will demonstrate high standards of probity and integrity in your role. You are required, as detailed in the Trust's Constitution, to declare any conflicts of interest which will be published on the Trust's website.

7.2 If you have a material interest, whether that interest is direct or indirect, in any contract or proposed contract or other matter, and are present at a meeting of the Board of Directors at which the contract or the other matter is the subject of consideration, you shall disclose that interest to the Board of Directors at that meeting and as soon as practicable after its commencement, disclose the fact, and

shall not take part in the consideration or discussion of the contract or other matter or vote on any question in respect of it.

7.3 Details of arrangements for the disclosure of interests are set out in the Trust's Constitution and Standing Orders and the Trust's Conflicts of Interest Policy.

8. INSURANCE AND INDEMNITY

8.1 The Trust has insurance to cover the liabilities of Directors and officers and it is intended to maintain such cover for the full term of your office.

8.2 You should be aware that such insurance does not provide you with any protection against financial or criminal liability arising from the breach of any applicable laws and for which you are held wholly or partially responsible.

8.3 The Trust will indemnify you against personal liability which you may incur whilst carrying out your duties, provided that at the time of incurring the liability, you were acting honestly and in good faith.

9. INDEPENDENT PROFESSIONAL ADVICE

9.1 All Trust Directors are entitled to access independent professional advice, at the Trust's expense, where they judge it necessary to discharge their responsibilities as directors.

9.2 The decision to appoint an external adviser is a collective decision of the majority of Non-Executive Directors.

9.3 It is the responsibility of the Trust Secretary to ensure such advice is available.

10. CRIMINAL MATTERS

10.1 You are required to declare immediately to the Chair if you are ever arrested or interviewed under caution, any pending prosecutions or convictions (including driving offences) and any cautions.

10.2 Failure to disclose the fact of an arrest, a caution, pending prosecution or conviction may result in termination of your appointment by the Council of Governors.

11. CONFIDENTIALITY

11.1 All information, including patient and staff records, and any details of contract prices and terms, acquired during your appointment is confidential to the Trust and should not be released, communicated or disclosed, either during your appointment or following termination to any unauthorised person or persons without prior consent. This restriction will cease to apply to any confidential information which may (other than by reason of your breach) become available to the public generally.

11.2 Nothing in this letter shall prevent you from disclosing information which you are entitled to disclose under the Public Interest Disclosure Act 1998, provided the disclosure is made in accordance with the provisions of that Act and you have complied with Trust's Freedom to Speak Up Policy.

11.3 Upon termination for whatever reason you will deliver to the Trust all documents, records, papers or other Trust property which may be in your possession or control and which relate in any way to the business of the Trust and you shall not retain any copies thereof.

11.4 You must not misuse information or resources (gained in the course of your role) for personal gain or for political purpose. Directors who misuse information gained by virtue of their position may incur liability and/or commit a criminal offence.

11.5 Your attention is drawn to the requirements of the Data Protection Act 2018 and the UK General Data Protection Regulation.

11.6 You consent to the Trust holding and processing information about you for legal, personal, administrative and management purposes and in particular to the processing of any sensitive

personal data (having the meaning given to it in UK Data legislation). You will at all times comply with the Trust's Information Governance Policy, a copy of which will be provided to you.

12. **HEALTH AND SAFETY AND SAFEGUARDING**

12.1 You must comply at all times with the Trust's Health and Safety policies, in particular by following agreed safe working procedures and reporting incidents using the Trust's Risk Incident Reporting System.

12.2 You have a personal responsibility to comply with the Trust's Infection Prevention and Control policies to protect your own health, the health of patients, visitors and staff and to prevent health care associated infections.

12.3 You have a responsibility to safeguard and promote the welfare of children and adults including but not limited to patients, members of the public and staff. You are responsible for ensuring you undertake the appropriate level of training in accordance with the Trust's Safeguarding Policy Training Strategy and that you are aware of and work within the safeguarding policies of the Trust.

13. **EQUALITY AND DIVERSITY**

13.1 The Trust is committed to providing equal opportunities regardless of age, disability, gender reassignment, marriage/civil partnership, pregnancy and maternity, race, religion or belief, sex, and sexual orientation.

13.2 A copy of the Trust's Equality, Diversity and Inclusion Strategy may be obtained from the Trust's website.

These terms may be varied by the Trust by providing you with at least two months' written notice, if you fail to accept the revised terms of appointment, the matter shall be referred to the Council of Governors. You acknowledge that any extension of your Term by way of re-appointment may be subject to revised terms, and failure to accept revised terms at re-appointment will deem you ineligible for re-appointment.

The Contracts (Rights of Third Parties) Act 1999 shall not apply to the letter containing details of your terms and conditions. No person other than you and the Trust shall have any rights under this letter and the terms shall not be enforceable by any person other than you and the Trust.

Your appointment with the Trust and any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with it or its subject matter or formation shall be governed by and construed in accordance with the law of England and Wales and you and the Trust irrevocably agree that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim (including non-contractual disputes or claims) arising out of or in connection with this appointment or its subject matter or formation.

I would be grateful if you would please sign, date and return the enclosed copy of this letter as soon as possible to confirm your acceptance of these terms of appointment.

Yours sincerely

[signed]

Qa'pourne Sheridan
12/08/2026 12:24:43

Trust Chair

Enc Role Description

Independent Professional Advice

BTHFT Constitution

Code of Governance for NHS Provider Trusts

Board Standing Orders

Information Governance Policy

Acceptance Statement

I have read and accept the terms of appointment.

Signed: _____ Dated: ----------

Independent Professional Advice for Executive and Non-Executive Directors

1. Occasions may arise when a Director or Directors consider that independent professional advice is required in connection with the performance of their duties as a Director and, if necessary, they will be able to take advice for this purpose at the Trust's expense.

2. In such an event, and before independent advice is sought or expense incurred, the Non-Executive Director must advise the Chair of the intent (or the Senior Independent Director and the Trust Secretary if the matter involves the Chair) naming the professional adviser to be used or seeking guidance on who to use. The Non-Executive Director should not proceed until they receive 'notification from' the Trust Secretary confirming that the scope of the advice is agreed and that any fees are payable by the Trust which would normally include an agreed cost limit. In the case of Executive Directors, the request should be to the Chief Executive (or the Chair if the matter involves the Chief Executive). The Chief Executive should be copied into any request from a Non-Executive Director, and the Chair should be copied into any request made by an Executive Director unless the advice required is directly related to them.

3. In the case of Non-Executive Directors, the decision to appoint an external advisor should normally be the collective decision of the majority of Non-Executive Directors. The process to be followed should be as per (2) above.

4. If, for an overriding reason of confidentiality or conflict of interest, a Director requires such advice from a professional adviser other than the Trust's usual advisers and cannot raise the matter with the Trust Secretary, the Chair or any Executive Director, the Director may consult an independent adviser at his/her own expense, and provided he/she has acted reasonably, the cost may be reclaimed as expenses.

5. The nature of independent advice that can be taken includes legal, accounting, tax, pensions, regulatory and financial matters. It should be noted that this procedure does not provide for any advice concerning the personal interests of a Director, such as employment contract issues, terms of appointment for Non-Executive Directors, or disputes with the Trust.

Council of Governors			
Meeting Date:	17 August 2026	**Agenda Reference:**	CGo.8.26.13
Report Title:	Annual Members Meeting (AMM) 2026 - Planning		
Presented by:	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		
Executive Lead:	Sajid Azeb, Chief Operating Officer / Deputy Chief Executive		
Author:	Jacqui Maurice, Head of Corporate Governance		

Report Summary				
Purpose of the paper:	Decision ☒ (approve/recommend/ support/ratify)	Assurance ☐	Action ☐ (review/discuss/ comment)	Information ☐
Summary of Key Issues/Highlights:	There is a requirement in our Trust Constitution to hold an Annual Members Meeting (which we may combine with a 'Governors meeting') to present the Annual Report and Accounts to our Governors, Foundation Trust Members and the Public. It is proposed that the Annual Members Meeting will take place at a date to be confirmed in October 2026 from 5pm to 6pm, Sovereign Lecture Theatre, BRI. The core agenda is prescribed and included within the report below.			
Recommendation/s: (including any decision/approval required)	The Council is asked to support the delivery of the Annual Members Meeting on a date to be confirmed in October 2026 to present the Annual Report and Accounts 2025/26 to Governors, Members and the Public.			
Link to Strategic Objective:	N/A			
Link to Priority Initiatives 2025/26:	N/A			

Implications	
Risk:	N/A
Legal/Regulatory:	The Trust's Constitution and the NHS Act 2006 mandate that the Trust must hold an Annual Members Meeting to present its Annual Report, Audited Accounts, and the Auditor's Report to Members, Governors, and the Public.
Quality & Patient Safety:	N/A
Equality, Diversity and Inclusion and Health Equity:	N/A
Resources:	N/A
Environmental sustainability:	N/A

Assurance Route	
Meeting/s where content has been discussed previously:	ETM, 22 June 2026

Report content

1. Introduction

The Trust's Constitution at section 5.8 (and legislation) makes clear that the Trust is required to hold an Annual Members Meeting and a General Meeting of the Council of Governors each year to present the Annual Report and the Accounts to the Governors, Members and the Public. Our Constitution allows for the two meetings to be combined.

In relation to the previous year's Annual Report and Accounts 2024/25, the event was held in March 2026. All presentations from the Annual Members Meeting covering 2024/25 are available online here[1].

2. Core agenda for the Annual Members Meeting (AMM) to report on the 2025/26 Annual Report and Accounts

Agenda

5pm	Chair's address and welcome
5.05	CEO presentation of the Annual Report
5.25	Chief Finance Officer report on the Annual Accounts
5.40	Lead Governor summary report on governor activity in year
5.50	Questions and answers *(questions requested in advance of the meeting)*
6.00	Chair closing comments and event close

- **Proposed supporting materials for the event**

  - a summary report on a page featuring key highlights/figures from the annual report and accounts 2025/26 in keeping with the report published in the previous year; and
  - a summary report on a page (in keeping with the report published in the previous year) featuring key highlights/figures from the Quality Account 2025/26.

- **Communications**

  The corporate governance team will prepare a communications plan covering both internal and external communications. The team will coordinate with the trust communications team to ensure information is produced and shared with internal and external stakeholders.

[1] https://www.bradfordhospitals.nhs.uk/2026-annual-members-meeting/

Council of Governors				
Meeting Date:	17 August 2026		**Agenda Reference:**	CGo.8.26.14
Report Title:	Council of Governors Standing Orders and Terms of Reference			
Presented by:	Laura Parsons, Associate Director of Corporate Governance/Board Secretary			
Executive Lead:	Sajid Azeb, Deputy Chief Executive / Chief Operating Officer			
Author:	Laura Parsons, Associate Director of Corporate Governance/Board Secretary			
Report Summary				
Purpose of the paper:	Decision X (approve)	Assurance ☐	Action ☐ (review/discuss/ comment)	Information ☐
Summary of Key Issues/Highlights:	The Council of Governors has standing orders and terms of reference which provide the framework for the practice and procedure of Council of Governors meetings. The documents have been reviewed and the proposed amendments are included as tracked changes at Appendices 1 & 2. A summary of the amendments is outlined below: • **Standing Orders** – removal of reference to the Vice Chair role which no longer exists, addition of the Lead Governor role description as an appendix, updates to provisions relating to the admission of the public and press, notice of meetings, virtual attendance at meetings, and the dispute resolution process (in line with similar amendments made to the Board Standing Orders). • **Terms of Reference** – minor amendments only The proposed amendments were circulated to the members of the policies and procedures task and finish group for review via e-mail and no further amendments were proposed.			
Recommendation/s: (including any decision/approval required)	The Council of Governors is asked to approve the proposed amendments to its Standing Orders and Terms of Reference.			
Link to Strategic Objective:	N/A			
Link to Priority Initiatives 2025/26:	N/A			
Implications				
Risk:	N/A			
Legal/Regulatory:	The Constitution requires the Council of Governors to adopt its own Standing Orders for its practice and procedure.			
Quality & Patient Safety:	N/A			
Equality, Diversity and Inclusion and Health Equity:	N/A			
Resources:	N/A			

Environmental sustainability:	N/A
Assurance Route	
Meeting/s where content has been discussed previously:	Governors Policies & Procedures Task & Finish Group (via e-mail)

Bradford Teaching Hospitals
NHS Foundation Trust

Standing Orders

Council of Governors

Document Control

~~**Policy reference**~~	~~CG03~~
~~**Category**~~	~~Corporate Governance~~
~~**Strategic objective**~~	~~To be a continually learning organisation~~

Author	Associate Director of Corporate Governance/Board Secretary
Version	132
Status	~~Final Version~~Draft
Supersedes	Version 12~~1~~
Executive Lead	~~Director of Strategy and Integration~~Chief Operating Officer/Deputy Chief Executive
Approval Committee	Council of Governors
Ratified by	Council of Governors
Date ratified	~~April 2023~~
Date issued	~~May 2023~~
Review date	~~1 May 2024~~

Contents

FOREWORD

This document provides a regulatory and business framework for the conduct of the Council of Governors.

INTRODUCTION

Statutory Framework

The statutory functions conferred on Bradford Teaching Hospitals NHS Foundation Trust ('the Trust') ~~the Foundation Trust~~ are set out in:

- ~~The Health and Social Care (Community Health and Standards) Act 2003~~
- t~~T~~he National Health Service Act 2006 (as amended); and
- the NHS Provider Licence.

As a Public Benefit Corporation, the ~~Foundation~~ Trust has specific powers to contract in its own name and to act as a corporate trustee. In the latter role it is accountable to the Charity Commission for those funds deemed to be charitable.

NHS Framework

The Constitution, paragraph 6.17~~6~~.6~~5~~, requires the Council of Governors to adopt its own Standing Orders for its practice and procedure.

1. INTERPRETATION

1.1 In these Standing Orders, the provisions relating to interpretation in the Constitution shall apply and the words and expressions defined in the Constitution shall have the same meaning and, in addition:

"THE 2006 ACT" shall mean the National Health Service Act 2006 (as amended).

"AUTHORISATION" shall mean the Authorisation of the ~~Foundation~~ Trust issued by the Regulator on 30 March 2004 with any amendments for the time being in force.

"TRUST" means the Bradford Teaching Hospitals NHS Foundation Trust.

"BOARD OF DIRECTORS" shall mean the Board of Directors as constituted in accordance with the ~~Foundation~~ Trust's Constitution.

"COUNCIL OF GOVERNORS" shall mean the Council of Governors as constituted in accordance with the ~~Foundation~~ Trust's Constitution.

"CHAIR" means the person appointed by the Council of Governors (in accordance with Paragraph 6.13~~2~~.2 b) of the Constitution) to be Chair of the ~~Foundation~~ Trust.

"CHIEF EXECUTIVE" shall mean the ~~chief~~ accountable officer of the ~~Foundation~~ Trust.

"CONSTITUTION" shall mean the constitution with any variations from time to time approved by the Board of Directors, the Council of Governors and where required, Members of the Foundation Trust in accordance with paragraph 18.0 of the Constitution.

"COUNCIL OF GOVERNORS ENGAGEMENT POLICY" shall mean a policy as implemented in response to the recommendations contained in the Code of Governance for NHS Provider Trusts: Appendix B (NHS England).

"DIRECTOR" shall mean a member of the Board of Directors.

~~"DIRECTOR OF FINANCE" shall mean the chief finance officer of the Foundation Trust.~~

"GOVERNOR" shall mean a member of the Council of Governors as defined in Paragraph 6.0 of the Constitution.

"MOTION" means a formal proposition to be discussed and voted on during the course of a meeting.

"OFFICER" means an employee of the ~~Foundation~~ Trust.

"BOARD SECRETARY ~~TO THE TRUST~~" means the Secretary of the ~~Foundation~~ Trust or any other person appointed to perform the duties of the Secretary of the ~~Foundation~~ Trust.

~~"VICE-CHAIR" means the public or patient governor appointed by the Council of Governors in accordance with Paragraph 6.16.2 of the Constitution to preside at meetings of the Council of Governors in the Chair's absence.~~

2. THE COUNCIL OF GOVERNORS

2.1 **Duties, Roles and Responsibilities of Governors** - The duties, roles and responsibilities of the Council of Governors is set out in Paragraph 6.12 of the Constitution and the role of ~~appointed~~ partner Governors is set out further in Paragraph 6.5 of the Constitution.

2.2 **Composition of the Council of Governors** – The composition of the Council of Governors shall be as set out in Paragraph 6.1 of the Constitution.

2.3 **Appointment of the Chair and Non-Executive Directors** - The Chair and Non-Executive Directors are appointed by the Council of Governors in accordance with paragraph 6.1~~2~~3.2 b) of the Constitution.

2.4 **Terms of Office of the Chair and Non-Executive Directors** - The regulations governing the period of tenure of office of the Chair ~~and the termination or suspension of office of the Chair~~and Non-Executive Directors are contained in Paragraph 7.2 of the Constitution.

~~**2.5** **Appointment of Vice-Chair** – The Council of Governors shall appoint a Vice-Chair in accordance with paragraph 6.16.2 of the Constitution. The appointment process shall be determined by the Trust Secretary.~~

~~**2.6** **Vice-Chair Length of Tenure** – Governors may self-nominate. The appointment length shall be for a period of two years. Governors may serve for a period of two years or until their period as a governor comes to an end (whichever occurs first). Governors are able to serve more than one two year length of tenure**Termination of Tenure** - Any Governor so appointed may at any time resign from the office of Vice-~~

~~Chair by giving notice in writing to the Secretary to the Foundation Trust and the Governors of the Foundation Trust may thereupon appoint another Vice-Chair in accordance with paragraph 6.9.1 of the Constitution.~~

~~**2.7 Role of Vice-Chair** – The role of the Vice-Chair of the Council of Governors is described below. The Vice-Chair may preside at meetings of the Council of Governors in the following circumstances:~~

- ~~At a meeting of the Council of Governors in the absence of the Chair.~~
- ~~At a meeting of the Council of Governors where matters are being considered relating to Non-Executive Directors where a conflict of interest relating to the Chair exists.~~
- ~~When the remuneration, allowances and other terms and conditions of the Chair are being considered.~~
- ~~When the appointment of the Chair is being considered, should the current Chair be a candidate for reappointment.~~
- ~~On occasions when the Chair declares a pecuniary interest that prevents him from taking part in the consideration or discussion of a matter before the Council of Governors.~~

~~**2.7.1** The role of the Vice-Chair of the Council of Governors as described above and in paragraph 10.2 of these Standing Orders represents the full extent of this role.~~

3. MEETINGS OF THE COUNCIL OF GOVERNORS

3.1 Admission of the Public and Press - The provisions for the admission of the public to meetings of the Council of Governors are detailed at paragraph 6.1~~7~~6.2~~3~~ of the Constitution.

3.1.1 Meetings of the Council of Governors shall be open to the public and press. For these purposes, "the public" includes staff members.

3.1.2 Attendance at Council of Governors meetings by the public and/or the press carries no right for the public or press to ask questions or otherwise participate in the meeting.

3.1.3 The Council of Governors may, by resolution, exclude the public and press from a meeting of the Council of Governors (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest or the interest of the 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.

3.1.4 In the event that the public and press are admitted to all or part of a Council of Governors meeting, the Chair shall give such directions as he or she thinks fit in regard to the arrangements for that meeting and in regard to accommodation of the public and the press, such as to ensure that the Council's business can be conducted without interruption and disruption.

3.1.5 Without prejudice to the Council of Governors' power to exclude the public and press from a meeting as set out above, members of the public and press admitted to a meeting of the Council of Governors shall be required to withdraw upon the Council of Governors resolving as follows:

That in the interests of maintaining orderly conduct the meeting adjourn for [the period to

be specified] to enable the Council of Governors to complete its business without the presence of the public and the press.'

3.1.6 Nothing in these Standing Orders shall require the Council of Governors to allow members of the public or the press to record proceedings in any manner whatsoever, other than writing, or to allow any member of the public or the press to make any oral report of proceedings without prior agreement of the Council of Governors.

3.1.7 Matters to be dealt with by the Council of Governors at any meeting following the exclusion of representatives of the press, and other members of the public, as provided for in this SO 3.1, shall be confidential to the Council of Governors.

~~3.1.1~~3.1.8 Members of the Council of Governors and any other person in attendance at the meeting shall not reveal or disclose the contents of any papers or reports considered at such meeting, without the express permission of the Trust. This prohibition shall apply equally to the content of any discussion during the Council of Governors meeting which may take place on such papers or reports.

3.2 Calling Meetings - Before each meeting of the Council of Governors, each Governor elected by a public constituency, the patient constituency or a class of the staff constituency is required to make a declaration to enable the Governor to vote at the meeting. The form of the declaration shall be as specified by the Board Secretary ~~to the Trust~~ and shall be completed immediately before the start of each meeting. The Board Secretary's decision on the validity of any declaration shall be final.

~~**3.2.1** Notice of Council of Governors meetings shall be communicated to the local media and published on the Foundation Trust's website in each case as soon as practicable after Notice has been sent to the Governors.~~

3.2.1 Save in the case of emergencies or the need to conduct urgent business, ~~Notice to Governors of meetings of the Council of Governors shall be given by post or otherwise delivered to the Governor or email if the Governor has so requested~~before each meeting of the Council of Governors, a notice of the meeting, specifying the business proposed to be transacted at it, shall be delivered to every Governor, or sent by e-mail, so as to be available to him/her at least three clear days before the meeting. In the case of an emergency or the need to conduct urgent business, as much notice as practicable of the meeting shall be given to Governors.

3.2.2 Lack of service of the notice on any Governors shall not affect the validity of a meeting.

3.2.3 In the absence of evidence of earlier receipt, a notice shall be presumed to have been delivered at the time at which the notice would be delivered in the ordinary course of the post following dispatch, or, where the notice is sent by e-mail, at the time at which the e-mail is sent.

3.2.4 Notice of Council of Governors meetings shall be published on the Trust's website in each case as soon as practicable after Notice has been sent to the Governors.

~~3.2.2~~3.2.5 The Board Secretary ~~to the Trust~~ shall ensure that within the meeting cycle of the Council of Governors, meetings are called at appropriate times to consider matters as required by the 2006 Act and the Constitution.

~~3.2.3~~3.2.6 ~~At the request~~With the agreement of the Chair, members of the Council of Governors may ~~hold closed~~participate in meetings of the Council of Governors by means of remote access (by way of telephone, video or computer link or otherwise) provided that they can hear, be heard and vote at the meeting in real time. Normal rules relating to quoracy will apply to the functioning of such a meeting. For the avoidance of doubt, presence at a meeting by remote access shall constitute presence at a meeting in person, for the purposes of quoracy. ~~by telephone, video link or by email exchange. Normal rules relating to quoracy will apply to the functioning of such a meeting. These meetings will be deemed closed meetings of the Council of Governors and shall be minuted accordingly.~~

3.3 **Chair of Meetings** – The Chair of the ~~Foundation~~ Trust, or in ~~his/her~~their absence, the ~~Vice-~~Deputy Chair, appointed under Paragraph 2.9~~6.16.2~~ of the ~~Constitution~~ Standing Orders of the Board of Directors is to preside at meetings of the Council of Governors. If the Chair is absent for a period during the course of a meeting on the grounds of a declared conflict of interest the ~~Vice-~~Deputy Chair shall preside. If both the Chair and the Deputy Chair are absent, then the Council of Governors shall elect a Governor to act as Chair of the meeting.

3.4 **Setting the Agenda** - The Council of Governors may determine that certain matters shall appear on every agenda for a meeting of the Council of Governors and that these shall be addressed prior to any other business being conducted.

3.5 **Agenda items** - A Governor desiring a matter to be included on an agenda shall specify the question or issue to be included in request in writing to the Chair or Board Secretary ~~to the Foundation Trust at~~ least t~~hree~~en clear business days before the date of the meeting. ~~Notice of the meeting is given.~~ Requests made less than ~~three~~ ten clear days before the ~~Notice is given~~ meeting may be included on the agenda at the discretion of the Chair.

3.6 **Notices of Motion** - A Governor desiring to move or amend a motion shall send a written notice thereof at least ~~10~~ ten clear days before the meeting to the Chair or Board Secretary ~~to the Foundation Trust~~, who shall insert in the agenda for the meeting all notices so received subject to the notice being permissible under the appropriate regulations. This paragraph shall not prevent any motion being moved during the meeting, without notice on any business mentioned on the agenda in accordance with Standing Order 3.5, subject to the Chair's discretion.

3.7 **Withdrawal of Motion or Amendments** - A motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.

3.8 **Motion to Rescind a Resolution** - Notice of motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months shall be in writing, be in accordance with Standing Order 3.6 and shall bear the signature of the Governor who gives it and also the signature of four other Governors. When any such motion has been agreed by the Council of Governors, only the Chair may propose a motion to the same effect within six months if he/she considers it appropriate.

3.9 **Motions** - The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

3.9.1 When a motion is under discussion or immediately prior to discussion it shall be open to a Governor to move:

- An amendment to the motion.
- The adjournment of the discussion or the meeting.
- That the meeting proceeds to the next business.
- That the motion be now put.

3.9.2 No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

3.10 **Chair's Ruling** - Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

3.10.1 Save as permitted by law, at any meeting the person presiding shall be the final authority on the interpretation of Standing Orders (on which he/she should be advised by the Board Secretary ~~to the Foundation Trust~~).

3.11 **Voting** – Save as otherwise provided in the Constitution and/or the 2006 Act, if the Chair so determines or if a Governor requests, a question at a meeting shall be determined by a majority of the votes of ~~the Governors~~those present and voting on the question and, in the case of any equality of votes, the person presiding shall have a second casting vote.

3.11.1 All questions put to the vote shall, at the discretion of the person presiding, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request.

3.11.2 If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each ~~Governor~~ person present voted or whether he/she abstained.

3.11.3 If a Governor so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

3.11.4 In no circumstances may an absent Governor vote by proxy. Absence is defined as being absent at the time of the vote.

3.12 **Minutes** - The Minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they will be signed by the person presiding at it.

3.12.1 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

3.12.2 Minutes of meetings will be taken and circulated in accordance with Governors' wishes.

3.13 **Suspension of Standing Orders** - Except where this would contravene any statutory provision, compliance with the NHS ~~England's~~ Provider Licence or any provision of the Constitution; any one or more of the Standing Orders may be suspended at any meeting, providing that at least two-thirds of the Council of Governors are present, including one Public Governor and one Staff Governor, and that a majority of those present vote in favour of suspension.

3.13.1 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.

3.13.2 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Governors.

3.13.3 No formal business may be transacted while Standing Orders are suspended.

3.14 **Variation and Amendment of Standing Orders** - These Standing Orders shall be amended only if:

- the variation proposed does not contravene a statutory provision, compliance with the NHS ~~England's~~ Provider Licence or the Constitution; and
- unless presented by the Chair or the Chief Executive, a notice of a motion under Standing Order 3.6 has been given; and
- at least two-thirds of the Governors are present, including one Public or Patient Governor and one Staff Governor; and
- no fewer than half the Governors vote in favour of amendment.

3.15 **Record of Attendance** - The names of the Governors present at the meeting shall be recorded in the minutes.

3.16 **Quorum** - No business shall be transacted at a meeting of the Council of Governors unless ten Governors, including not less than five Public or Patient Governors, are present.

3.17 **Declaration of Interests** - ~~A Governor who has declared a non-pecuniary interest in any matter may participate in the discussion and consideration of the matter but may not vote in respect of it: in these circumstances the Governor will count towards the quorum of the meeting. If a Governor has declared a pecuniary interest in any matter, the Governor must leave the meeting room, and will not count towards the quorum of the meeting, during the consideration, discussion and voting on the matter. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.~~If a Governor has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see Standing Order 5), he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

3.17.1 Subject to Standing Orders in relation to interests, any Director or their nominated representatives shall have the right to attend meetings of the Council of Governors and, subject to the overall control of the Chair, to speak to any item under consideration.

4. COMMITTEES

4.1 Except as required by the Constitution, the Council of Governors shall exercise its functions in general meeting and shall not delegate the exercise of any function or any power in relation to any function to a Committee.

4.2 The membership and terms of reference of a Nomination and Remuneration Committee

shall be as agreed by the Council of Governors at a general meeting.

4.2.1 The proceedings of a Nomination and Remuneration Committee shall be confidential until reported to the Council of Governors at a meeting in public. Subject to the requirements of the Constitution and these Standing Orders, the procedure of a Nomination and Remuneration Committee shall be for the Committee to determine.

4.2.2 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.

5. DECLARATIONS OF INTERESTS AND REGISTER OF INTERESTS

5.1 **Declaration of Interests** – In accordance with paragraph 6.1413. of the Constitution, Governors are required to declare formally any:

- direct or indirect pecuniary interest.;
- other interest which is relevant and material to the business of the Foundation Trust.Trust;
- other interest as set out in these Standing Orders; and
- other interest as set out in the 'Conflicts of Interest Policy for Bradford Teaching Hospitals NHS Foundation Trust'.

The responsibility for declaring an interest is solely that of the Governor concerned. Interests should be declared to the Board Secretary of the Foundation Trust:

- Within 28 days of election or appointment;
- If arising later, within seven 28 days of becoming aware of the interest.

5.1.1 In addition, if the Governor is present at any meeting of the Council of Governors and has an interest in any matter which is the subject of consideration, the Governor shall at that meeting and as soon as possible after its commencement disclose the fact. Paragraph 6.134.8 of the Constitution includes in a Governor's interests, the interests of the Governor's co-habiting partner or spouse, insofar as those interests are known to the Governor.

5.1.2 In accordance with paragraph 6.134.4 of the Constitution, any travelling or other expenses or allowances payable to a Governor shall not be treated as a pecuniary interest. Paragraph 6.134.57 of the Constitution sets out the extent to which an indirect pecuniary interest from small shareholdings in a company does not prohibit participation in discussion and voting on the relevant matter, although the interest must still be declared.

5.1.3 If Governors have any doubt about the relevance of an interest, this should be discussed with the Board Secretary to the Foundation Trust.

5.1.4 Governor's directorships of companies likely or possibly seeking to do business with the Foundation Trust should be published in the Foundation Trust's Annual Report. The information should be kept up to date for inclusion in succeeding annual reports.

5.2 **Register of Interests** – The Board Secretary to the Foundation Trust shall record any declarations of interest made in a Register of Interests kept by him/her in accordance with Paragraph 10 of the Constitution. Any interest declared at a meeting shall also be recorded in the minutes of the meeting.

5.2.1 The Register will be available for inspection by members of the public free of charge at all reasonable times. A person who requests it is to be provided with a copy or extract from the register. If the person requesting a copy or extract is not a member of the ~~Foundation~~ Trust then a charge may be made for doing so.

6. STANDARDS OF BUSINESS CONDUCT

6.1 **Policy** – In relation to their conduct as a Governor of the Foundation Trust, each Governor must comply with the principles outlined in the Trust's Conflicts of Interest Policy and the Governor and NED Code of Conduct. In particular, the ~~Foundation~~ Trust must be impartial and honest in the conduct of its business and its office holders and staff must remain beyond suspicion. Governors are expected to be impartial and honest in the conduct of official business.

6.2 **Interest of Governors in Contracts** - If it comes to the knowledge of a Governor ~~of the Foundation Trust~~ that a contract in which he/she has any pecuniary interest not being a contract to which he is himself a party, has been, or is proposed to be, entered into by the ~~Foundation~~ Trust he/she shall, at once, give notice in writing to the Board Secretary ~~to the Foundation Trust~~ of the fact that he/she is interested therein. In the case of married persons or persons living together as partners, the interest of one partner shall, if known to the other, be deemed to be also the interest of that partner.

6.2.1 A Governor of the ~~Foundation~~ Trust shall not solicit for any person any appointment in the ~~Foundation~~ Trust.

6.2.2 Informal discussions outside the Nomination and Remuneration Committee, whether solicited or unsolicited, should be declared to that Committee.

7. REMUNERATION

7.1 Governors are not to receive remuneration.

8. PAYMENT OF EXPENSES TO GOVERNORS

8.1 The ~~Foundation~~ Trust will pay travelling expenses to Governors at the prevalent NHS Public Transport rate for attendance at General Meetings of the Governors, or any other business authorised by the Board Secretary as being under the auspices of the Council of Governors. Other reasonable out of pocket expenses incurred in association with performance of the role of Governor will also be reimbursed.

8.1.2 In situations of clear personal hardship associated with the attendance of Governors at meetings described under Standing Order 8.1, the Board Secretary ~~to the Foundation Trust~~ has discretionary authority to reimburse supplementary travelling or other access costs.

8.1.3 Expenses will be authorised and reimbursed through the Board Secretary's office on receipt of a completed and signed expenses form provided by the Board Secretary.

8.1.4 A summary of expenses paid to Governors will be published in the Annual Report.

9. RESOLUTION OF DISPUTES

9.1 In the case of a dispute between the Board and the Council of Governors, the procedure described in paragraph 17.2 of the Constitution will be followed. Within twenty-eight days of either the Board or Council of Governors resolving that a dispute exists with the other, the Board Secretary shall call a joint meeting of both bodies to be held as soon as reasonably practicable within three months of the resolution. The joint meeting shall be held under the Trust Board's Standing Orders, but the provisions of these Standing Orders in relation to interests shall apply to Governors attending the joint meeting as they apply to a Council of Governors meeting.

~~**9.1** In the case of a dispute between the Board of Directors and the Council of Governors, the procedure described in the Council of Governors Engagement Policy will be followed.~~

9.1.1 The joint meeting shall be chaired by the Chair and the agenda shall be agreed by him/her with the Chief Executive. The joint meeting shall either recommend a formula for resolving the dispute which the Board and Council of Governors shall receive and consider formally as soon as practicable, or, if possible, shall agree the issues that separate the Board and Council of Governors and possible ways forward.

9.1.2 If either body resolves to refer the issue to mediation, the Chair and Lead Governor on behalf of the Council of Governors and the Chief Executive and the Deputy Chair of the Board shall meet within twenty-eight days of such resolution to agree a mediator. In default of agreement, either body may resolve to refer the dispute to arbitration.

9.1.3 If either body resolves to refer a dispute to arbitration, those referred to in the preceding sub-paragraph may agree an arbitrator. If this is not done within twenty- eight days of such resolution, the Board Secretary on the instructions of either body shall refer the dispute to the Chartered Institute for Arbitrators to be finally resolved by arbitration.

9.1.4 The existence of the dispute shall not prejudice the duty of the Board to exercise the Trust's powers on its behalf.

~~**9.1.1** If there is no resolution after following the procedure as described within the Council of Governors Engagement Policy, then the issue will be referred to mediation. The Chair, Vice-Chair of the Council of Governors, Lead Governor and the Chief Executive shall meet within 28 days of such a resolution to agree a mediator. In default of agreement, the issue will be referred to arbitration. The Secretary of the Foundation Trust shall refer the dispute to the Chartered Institute for Arbitrators for a final resolution.The existence of the dispute shall not prejudice the duty of the Board of Directors in exercising their duties and responsibilities in accordance with the Constitution.~~

10. MISCELLANEOUS

10.1 **Review of Standing Orders** - Standing Orders shall be reviewed annually by the Council of Governors. The requirement for review extends to all documents having the effect as if incorporated in Standing Orders.

10.2 **Deputy** ~~**Vice-**~~**Chair**~~**man**~~ - In relation to any matter concerning the Council of Governors, or a Governor, outside a meeting of the Council of Governors which arises during the Chair's absence, at the request of the Chief Executive the Deputy ~~Vice-~~Chair may exercise such power as the Chair would in those circumstances.

10.3 **Lead Governor** –The Council of Governors is required to appoint one Governor to act

as the Lead Governor ~~to communicate directly with NHS England in the event that the Foundation Trust is at risk of breaching the conditions of its NHS Provider Licence~~.

10.3.1 **Role of Lead Governor** – The role of the Lead Governor is defined in Appendix B of the Code of Governance for NHS Provider Trusts and the agreed role description is attached at Appendix 1.~~.~~

10.3.2 **Appointment of Lead Governor** - Governors may self-nominate. The appointment process shall be determined by the Board~~Trust~~ Secretary.

10.3.3 **Length of Tenure of Lead Governor** –The appointment length shall be for a period of ~~two~~ three years. Governors may serve for a period of ~~two~~ three years or until their period as a Governor comes to an end (whichever occurs first) or, the Governor chooses to resign from the role. Governors are able to serve more than one ~~two~~ three year length of tenure.

10.4 **Notice** – Any written notice required by these Standing Orders shall be deemed to have been given on the day the notice was sent to the recipient.

10.5 **Confidentiality** - A Governor of the ~~Foundation~~ Trust shall not disclose any matter reported to the Council of Governors notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors shall resolve that it is confidential.

Appendix 1 – Lead Governor Role Description

Role / Duties of the Lead Governor

1. Be the key point of contact between NHS England (NHSE) and the NHS Foundation Trust's Council of Governors.

   - This will be in a limited number of circumstances and, in particular, where it may not be appropriate to communicate through the normal channels, which in most cases will be via the Chair or the Board Secretary.

   - The main circumstances where NHSE will contact a Lead Governor are where NHSE has concerns as to Board leadership provided to the NHS Foundation Trust, and those concerns may in time lead to the use by NHSE of its formal powers to remove the Chair or Non-Executive Directors.

   - The other circumstance where NHSE may wish to contact a Lead Governor is where, as the regulator, NHSE has been made aware that the process for the appointment of the Chair or other members of the Board, or elections for Governors, or other material decisions, may not have complied with the NHS Foundation Trust's Constitution, or alternatively, whilst complying with the Trust's Constitution, may be inappropriate.

   - In such circumstances, where the Chair, other members of the Board of Directors or the Trust Secretary may have been involved in the process by which these appointments or other decisions were made, a Lead Governor may provide a point of contact for NHSE.

2. Where required, be the key point of contact between the CQC and the NHS Foundation Trust's Council of Governors.

3. Supporting the Chair and the Board Secretary to plan the business of the Council of Governors.

4. Supporting the Chair and the Board Secretary to ensure that the Council of Governors receives effective support, training and development.

5. Support the promotion of the work of the Council with the membership and stakeholders, including by contributing to the development and delivery of an annual Council of Governors report.

6. Leading the Council of Governors in exceptional circumstances when it is not appropriate for the chair or another non-executive to do so.

7. Acting as a point of contact and liaison for the Chair and Senior Independent Director.

8. Chairing informal governor only meetings (as and when required).

9. Liaising with the Chair, on behalf of governors, on matters of interest or concern to governors.

10. Due to the nature of their role, there may be occasions when it is necessary for the Lead Governor to become privy to confidential information. They will be expected to respect that confidentiality until such time as it is appropriate to share the information with the rest of the

Council or Governors NRC. Should the Lead Governor have any queries or concerns in this regard, they should be raised with the Trust and/or NHSE as appropriate.

11. As Lead Governor having a seat on the Governors Nominations and Remuneration Committee.

12. Chairing informal governor only meetings (as and when required).

13. Convening a regular 'Governors Forum' either online or face to face to "keep in touch" and to receive feedback from the engagement of governors with the Trust in the time since the last Council of Governors meeting.

14. The Lead Governor will be the Council's representative on the National Lead Governor Association group and share information from this forum to Council as appropriate through the Governor Forum.

Appointment of the Lead Governor

- The Lead Governor will be appointed from amongst the elected public and patient Governors.
- The Lead Governor will hold office for a three year period or until their term ends, whichever is sooner.
- At the end of the term, there will be an open process for self-nominations to the role of lead governor, but this does not prohibit the incumbent/s from seeking a further term/s.

Key relationships for Lead Governor

- Chair
- Council of Governors
- Chief Executive
- Board Secretary and other Corporate Governance team members
- Senior Independent Director
- Non-Executive Directors

Bradford Teaching Hospitals
NHS Foundation Trust

Terms of Reference for the Council of Governors

1. Purpose

The role of the Council of Governors is derived from Schedule 7 and other sections of the National Health Service Act 2006 (as amended). This document should be read in conjunction with the Act.

Schedule 7 is available at https://www.legislation.gov.uk/ukpga/2006/41/schedule/7

2. General duties

The general duties of the Council of Governors are:

2.1 To hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors~~,~~; and

2.2 To represent the interests of the members of ~~the~~ Bradford Teaching Hospitals NHS Foundation Trust ('the Trust') as a whole and the interests of the public.

3. Standing

The full meeting of the Council of Governors is the body in which Governors have official standing. All other forums are advisory.

4. Membership

The composition of the membership of the Council of Governors is set out in the Constitution. The Chair of the Board of Directors is the Chair of the Council of Governors and presides over the meetings of the Council of Governors. In the absence of the Chair, the ~~Vice-Chair of the Council of Governors~~Deputy Chair will take the Chair.

5. Quorum

The quorum for meetings of the Council of Governors is set out in the Council of Governors S~~s~~tanding O~~o~~rders. A quorum shall be at least ten Governors in attendance including at least five Public / Patient Governors.

6. Council of Governors committees

The Council of Governors will establish the following committees:

6.1 Governors Nominations and Remuneration Committee.

6.2 Such other committees as required from time to time.

6.3 Task and finish working groups as necessary.

7. The Role of the Council of Governors

7.1 Non-Executive Directors, Chief Executive and the External Auditor

7.1.1 Approve the policies and procedures for the appointment and where necessary for the removal of the Chair of the Board of Directors and Non-Executive Directors on the recommendation of the Governors Nominations and Remuneration Committee.

7.1.2 Approve the appointment or removal of a Chair of the Board of Directors on the recommendation of the Governors Nominations and Remuneration Committee.

7.1.3 Approve the appointment or removal of a Non-Executive Director on the recommendation of the Governors Nominations and Remuneration Committee.

7.1.4 Approve the policies and procedures for the appraisal of the Chair of the Board of Directors and Non-Executive Directors on the recommendation of the Governors Nominations and Remuneration Committee.

7.1.5 Approve changes to the remuneration, allowances and other terms of office for the Chair and other Non-Executive Directors on the recommendation of the Governors Nominations and Remuneration Committee.

7.1.6 Approve or where appropriate decline to approve the appointment of a proposed candidate as Chief Executive recommended by the Appointments Panel approved by the Board Nominations and Remuneration Committee. (The Appointments Panel, in line with the terms of reference of the Board Nominations and Remuneration Committee, has delegated authority to identify and recommend a suitable candidate for approval by the Council of Governors to fill the position of Chief Executive).

7.1.7 Approve the process for appointing, re-appointing or removing the External Auditor.

7.1.8 Approve the appointment or re-appointment and the terms of engagement of the External Auditor ~~on the recommendation of the appropriate working group~~.

7.2 Constitution and Compliance

7.2.1 Jointly approve with the Board of Directors amendments to the Constitution, subject to any changes in respect of the powers, duties or role of the Council of Governors being ratified at the next general meeting of members (at which a member of the Council of Governors needs to present the change).

7.2.2 Notify NHS England, via the Llead Ggovernor, if the Council of Governors is concerned that the ~~Foundation~~ Trust is at risk of breaching its licence, if these concerns cannot be resolved at the local level having regard to the process as set out within the Council of Governors Engagement Policy.

7.3 Governors

7.3.1 Approve the allocation of Governors to committees of the Council of Governors, working groups and any joint working groups set up by the Board of Directors.

7.3.2 Approve the appointment and role of ~~the Vice-Chair of the Council of Governors and~~ the Lead Governor.

7.3.3 Receive regular reports from the Chairs (or their nominated representative) of the Council of Governors' committees on the discharge of the committees' duties.

7.3.4 Approve the removal from office of a Governor in accordance with the procedure set out in the ~~Constitution or within the Council of Governors Code of Conduct~~Process for Managing Concerns in relation to the Chair, another NED or a Governor.

7.3.5 Approve jointly with the Board of Directors the procedure for the resolution of disputes and concerns between the Board of Directors and the Council of Governors (known as the Council of Governors~~'~~ Engagement Policy).

7.4 Strategy, Planning, Reorganisations

7.4.1 Provide feedback on the development of the strategic direction of the ~~Foundation~~ Trust to the Board of Directors as appropriate.

7.4.2 Contribute to the development of stakeholder strategies, including Member Engagement s~~S~~trategies.

7.4.3 Act as a critical partner to the Board of Directors in the development of the ~~forward~~ medium term plan.

7.4.4 Where the ~~forward~~ medium term plan[1] contains a proposal that the ~~Foundation~~ Trust will carry on an activity other than the provision of goods and services for the purposes of the NHS in England, determine whether they are satisfied that it will not interfere in the fulfilment by the ~~Foundation~~ Trust of its principal purpose (the provision of goods and services for the purposes of the health service in England). The Council of Governors should notify the Board of its determination.

7.4.5 Approve or not approve increases to the proposed amount of income derived from the provision of goods and services other than for the purpose of the NHS in England where such an increase is greater than 5% of the total income of the ~~Foundation~~ Trust.

7.4.6 Approve or not approve proposals from the Board of Directors for mergers, acquisitions, separations and dissolutions. More than half of the total number of Governors needs to approve such a proposal.

7.4.7 Approve or not approve proposals for significant transactions where defined in the Constitution or such other transactions as the Board may submit for the

[1] under Schedule 7, 27

approval of Governors from time to time. Such transactions require the approval of more than half of Governors voting at a quorate meeting of the Council of Governors.

7.5. Representing Members and the Public

7.5.1 Contribute to consultations on the Membership Engagement ~~Strategy~~Plan.

7.5.2 Contribute to members' and other stakeholders' understanding of the work of the ~~Foundation~~ Trust in line with engagement and communication strategies.

7.5.3 Seek the views of stakeholders, including members and the public and feedback relevant information to the Board of Directors.

7.5.4 Report to members each year on the performance of the Council of Governors.

7.6 Holding the Non-Executive Directors to account

7.6.1 Receive the agenda of the meetings of the Board of Directors before the meeting takes place.

7.6.2 Receive the minutes of the meeting of the Board of Directors as soon as is practicable after the meeting.

7.6.3 Receive reports from the Chair, Chairs of Committees and Chief Executive at each Council of Governors meeting.

7.6.~~3~~4 Be equipped by the ~~Foundation~~ Trust with the skills and knowledge they require in their capacity as Governors.

7.6.~~4~~5 Receive the report of the Audit Committee on the work, fees and performance of the auditor and the annual statement on the use of external audit to provide non-audit services.

7.6.~~5~~6 Receive the Annual Report and Accounts and the Quality Account.

7.6.~~6~~7 If considered necessary (as a last resort), in the fulfilment of this duty, obtain information about the ~~Foundation~~ Trust's performance or the Directors' performance by requiring one or more Directors to attend a Council of Governors meeting.[2]

8. Collective evaluation of performance

The Council of Governors will undertake an annual review of its effectiveness and efficiency in the discharge of its responsibilities and achievement of objectives.

[2] Schedule 7, 10C

9. Frequency of meetings

The Council of Governors will meet at least four times a year and attend the Annual Members Meeting ~~and Annual General Meeting~~.

10. Minutes

Minutes of the meetings will be circulated to all members of the Council of Governors as soon as reasonably practicable.

11. Review

The Council of Governors will review its Terms of Reference at least annually.

Date approved by the Council of Governors: XX

Review date: XX

Council of Governors			
Meeting Date:	17 August 2026	**Agenda Reference:**	CGo.8.26.15
Report Title:	Council of Governors Work Plan		
Presented by:	Laura Parsons, Associate Director of Corporate Governance/Board Secretary		
Lead:	Karen Walker, Acting Chair		
Author:	Jacqui Maurice, Head of Corporate Governance		

Report Summary				
Purpose of the paper:	Decision (approve/recommend/ support/ratify)	Assurance ☐	Action ☐ (review/discuss/ comment)	Information **X**
Summary of Key Issues/Highlights:	The Council of Governors work plan is attached at Appendix 1. There are no changes since the workplan was approved at the April Council of Governors meeting.			
Recommendation/s: (including any decision/approval required)	The Council is asked to note the contents of the workplan.			
Link to Strategic Objective:	N/A			
Link to Priority Initiatives 2025/26:	N/A			

Implications	
Risk:	N/A
Legal/Regulatory:	CQC, well-led framework
Quality & Patient Safety:	N/A
Equality, Diversity and Inclusion and Health Equity:	N/A
Resources:	N/A
Environmental sustainability:	N/A

Assurance Route	
Meeting/s where content has been discussed previously:	N/A

COUNCIL OF GOVERNORS 2026-2027

				2026-27			
Agenda items	**Open / Closed meeting**	**Key Control:CodeOfGov (Code of Governance for NHS Provider Trusts). NHSE (NHS England)**	**Lead**	**Apr**	**Jul**	**Oct**	**Jan**
Chair's Report	Open	CodeOfGov	Chair	X	X	X	X
Chief Executive's Report	Open	CodeOfGov	Chief Executive	X	X	X	X
Holding to Account - NED Committee reports	Open	NHS Act	Committee Chairs	X	X	X	X
Matters raised with Governors by members, patients and/or the public	Open	CodeOfGov	Associate Dir of CG / Board Secretary	X	X	X	X
Annual Effectiveness Review	Open	CodeOfGov	Associate Dir of CG / Board Secretary	X	X		
Annual Members Meeting (planning)	Open	NHS Act, Constitution	Associate Dir of CG / Board Secretary		X		
Code of Conduct NED/Governors	Open	Standing Orders	Associate Dir of CG / Board Secretary				X
Constitution Review	Open	NHS Act, CodeOfGov	Associate Dir of CG / Board Secretary		X		
Council of Governors Work Plan	Open	CodeOfGov, Standing Orders	Associate Dir of CG / Board Secretary	X	X	X	X
Engagement Policy Review	Open	NHSE, CodeOfGov	Associate Dir of CG / Board Secretary		X		
External Auditor Report (Annual Report and Accounts)	Open	NHSE Annual Reporting Manual	External Auditor		X		
Induction Programme	Open	CodeOfGov	Associate Dir of CG / Board Secretary			X	
Membership Plan (tbc)	Open	CodeOfGov	Associate Dir of CG / Board Secretary				
NED / Chair Appointment Process	Open	NHS Act, FTGC	Associate Dir of CG / Board Secretary			X	
NED and Chair Appraisal Process	Open	NHS Act, CodeOfGov	Associate Dir of CG / Board Secretary	X			
Nominations and Remuneration Committee Report	Open	NHS Act, CodeOfGov	Associate Dir of CG / Board Secretary	X	X	X	X
NRC Membership Appointments (as required)	Open	Standing Orders	Associate Dir of CG / Board Secretary		X		
Medium Term Plan Annual Consultation	Open	NHS Act, CodeOfGov	Director of Finance				X
Standing Orders (Governors)	Open	NHS Act, CodeOfGov	Associate Dir of CG / Board Secretary		X		
Terms of Reference Review (Governors)	Open	NHS Act	Associate Dir of CG / Board Secretary		X		
Terms of Reference Review (NRC)	Open	Standing Orders	Associate Dir of CG / Board Secretary		X		
Process for managing concerns (review Jan 2029)	Open	CodeOfGov	Associate Dir of CG / Board Secretary				
Communications headlines	Open		Strategic Communications and Engagement Lead	X	X	X	X
Report of Audit Committee on the work, fees and performance of External Audit and use of External Audit to provide non-audit services (Annual statement to CoG)	Open	NHS Act, CodeOfGov	Audit Committee Chair		X		

Chair / NED Terms of Office

	Term 1		Term 2	
	Start Date	End Date	Start Date	End Date
Sarah Jones	04 March 2024	03 March 2027		
Bryan Machin	01 February 2024	31 January 2027		
Zafir Ali	01 February 2024	31 January 2027		
Altaf Sadique	01 December 2020	30 November 2023	01 December 2023	30 November 2026
Karen Walker	01 January 2021	31 December 2023	01 January 2024	31 December 2026
Tim Swift	01 September 2025	31 August 2028		
Justine Andrew	01 October 2025	30 September 2028		
Geoff Hall	26 November 2025	25 November 2028		