

Council of Governors Meeting Agenda

Date	30 September 2026	Time	15:45 – 17:10
Venue	Meeting Room, Listening for Life Centre, BRI	Chair	Karen Walker, Acting Chair

In attendance: 16:20-16:30 – Nicola Wright, External Auditor for CGo.9.26.6a External auditor report – via ms teams
Observer: Laura Gornall, Education Manager

Time	No.	Agenda Item	Lead	Outcome	Papers attached
15:45	CGo.9.26.1	Apologies for absence	Chair	For information	Verbal
	CGo.9.26.2	Declarations of interest	Chair	For information	CGo.9.26.2
	CGo.9.26.3	Minutes of the meeting held 17 August 2026	Chair	For approval	CGo.9.26.3
	CGo.9.26.4	Matters arising	Chair	For information	verbal
15:50	CGo.9.26.5	Holding to Account			
	CGo.9.26.5a	Acting Chair's Report	Chair	For assurance	CGo.9.26.5a
	CGo.9.26.5b	NED feedback: reports from Board	NEDs	For assurance	CGo.9.26.5b
	CGo.9.26.5c	Chief Executive's Report	Chief Executive	For assurance	CGo.9.26.5c
16:20	CGo.9.26.6a	a. External Auditor Report (Annual Report & Accounts)	External Auditor	For assurance	CGo.9.26.6a
	CGo.9.26.6b	b. Annual statement to Council of Governors regarding external audit	Audit Committee Chair	For assurance	CGo.9.26.6b
16:35	CGo.9.26.7	Strategic headlines from Comms perspective	Strategic Communications & Engagement Lead	For assurance	CGo.9.26.7
16:40	CGo.9.26.8	Matters raised with Governors by members, patients and the public	Board Secretary	For information	Verbal
16:45	CGo.9.26.9	a. Governors NRC report	Lead Governor	For assurance	CGo.9.26.9a
		b. NRC Terms of Reference	Board Secretary	For approval	CGo.9.26.9b
16:50	CGo.9.26.10	Constitution	Board Secretary	For approval	CGo.9.26.10
	CGo.9.26.11	Council of Governors Engagement Policy	Board Secretary	For approval	CGo.9.26.11
17:00	CGo.9.26.12	Council of Governors work plan	Chair	For information	CGo.9.26.12
	CGo.9.26.13	Review of meeting	Chair	For information	Verbal
17:10	CGo.9.26.14	Date and time of next meeting 12 January 2027, 15:30 – 17:30	Chair	For information	Verbal

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

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
Charlotte Szpara	2025/26	Nil Declaration	09.03.2026		Head of Business Management			0
Daniel Balaz	2026/27	Nil Declaration	23.09.2026		Governor			
Dawn Thewlis	2026/27	Nil Declaration	23.09.2026		Governor			
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	2021/22,2022/23,2023/24	Loyalty Interests	08.06.2021		Governor	Trustee of charity	Save the Mothers Trust (SMT)	0
John Waterhouse	2025/26	Nil Declaration	10.03.2026		Governor			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			
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
Zulfiqar Ahmed	2026/27	Nil Declaration	23.09.2026		Governor			

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Unconfirmed Minutes - Council of Governors Meeting in Public

Date	Monday, 17 August 2026	Time	15:30-17:30
Venue	Conference Room, Field House, BRI	Chair	Karen Walker, Acting Chair
Present	- Karen Walker, Acting Chair (KW) - Zulfiqar Ahmed – Patient Governor, Out of Bradford (ZAh) - 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) - Ruth Houghton, Staff Governor, All Other Staff Groups (RH) - Ibrar Hussain, Public Governor, Bradford West (IH) - Farideh Javid, Public Governor, Bradford South (FJ) - Kameel Khan, Staff Governor, Allied Health Professionals & Scientists (KK) - 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) - Bryan Machin, Non-Executive Director (BM) - Altaf Sadique, Non-Executive Director (AS) - Mel Pickup, Chief Executive (MP) - Sajid Azeb, Chief Operating Officer & Deputy Chief Executive (SA) - John Bolton, Chief Medical Officer (JB) - Karen Dawber, Chief Nurse (KD) - Vikki Lewis, Chief Digital & Information Officer (VL) - Ben Roberts, Chief Finance Officer (BR) - Faeem Lal, Director of HR (FL) - David Moss, Director of Estates and Facilities (DM) - Jacqui Maurice, Head of Corporate Governance (JM) - Laura Parsons, Associate Director of Corporate Governance/Board Secretary (LP) - Kez Hayat, Head of Equality, Diversity and Inclusion (KH), for item CGo.8.26.6 only - Alison Smith, Head of Strategy & Partnerships (ASm) and Sophia Hussain, Service Improvement Lead for Strategy & Partnerships/Programme Lead for Health on the High Street (SH), for item CGo.8.26.7 only - Shak Rafiq, Strategic Communications & Engagement Lead (SR), for item CGo.8.26.9a only		

No.	Agenda Item	Actions
CGo.8.26.1	Apologies for Absence - Imran Ellam, Public Governor, Bradford East - Osman Rafiq, Public Governor, Keighley - Justine Andrew, Non-Executive Director - Tim Swift, Non-Executive Director - Mark Hindmarsh, Director of Strategy and Transformation	

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CGo.8.26.2	Declarations of Interest ZAh made a declaration in relation to agenda item CGo.8.26.7 (Health on the High Street) explaining that his organisation (The Leap) had a community led research lab working with the Trust to gather data and insights on public perceptions of Health on the High Street. As no decisions were required, it was agreed that ZAh did not need to leave the meeting and could take part in the discussion for this item.	
CGo.8.26.3	Minutes of the meeting held on 15 April 2026 The minutes were accepted as a correct record.	
CGo.8.26.4	Matters Arising LP referred to the action log appended to the minutes. The Council noted and agreed the outcomes to the following actions: • <u>CGo26008 Holding to account: MARS (Mutually Agreed Resignation Scheme)</u> KW advised that 83 applications had been reviewed and 17 had been approved, with a further 3 awaiting clarity on whether they should be included in the Trust numbers. Six individuals left in June and 11 had left in July or were expected to leave during August. <u>Action closed</u> • <u>CGo26009 Quality Account Improvement Priorities</u> LP advised that a number of governors had expressed an interest in attending a governor session on incident reporting and that a date would be arranged in due course. <u>Action to remain open.</u> • <u>CGo26002 / CGo26007. Health on the High Street.</u> Item included on agenda. <u>Actions closed.</u> • <u>CGo26010 New Communications Strategy.</u> Item included on the agenda. <u>Action closed.</u> KW reminded Governors that a standalone governors' session had been arranged for 27 August, 10am to 11am, via Teams to cover the national maternity and neonatal investigation.	
CGo.8.26.5	Holding to Account a. Chairs Report KW presented the Chair's report, which was taken as read. KW stated that Anne Forster, Partner Governor had retired. A new nomination for the BMDC partner Governor had been received and would be confirmed following the conclusion of the pre-appointment checks. The next Strategic Advisory Forum would take place on Thursday, 3 September from 9.30 to 11.30 at the Cellar Trust in Shipley. Governors were asked to confirm their availability to support planning and numbers. b. NED feedback (reports from Board) Quality Committee and People Committee: In the absence of TS and JA, KW presented a summary of the reports highlighting the following key points: • EXCEL programme. KW confirmed that the EXCEL programme was continuing, but that the stakeholder engagement element had been paused temporarily to allow the team to focus on the learning element. SA stated that the programme continued through three workstreams, focused on	

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	decongesting A&E to improve patient experience, staff experience and morale. • Amos Report. This would be considered at the separate governor session on 27 August. Finance and Performance Committee: BM presented a summary of the report highlighting the following key points: • Estates. BM advised that the Committee was now receiving improved reports, with more detailed analysis. An assurance map had been developed, which was helping the Committee to assess the risks associated with estates and facilities. • Operational performance. Performance continued to be monitored and on the balance of year-end forecasts, the Trust was likely to meet most of its planning targets and improve its NHS Oversight Framework (NOF) ranking if current trends were sustained. Significant risks remained but the overall operational performance remained good when viewed nationally. • Finance. BM advised that, based on Month 3, the likely position was that the Trust would not achieve its financial target, although the Month 4 position had improved. The Committee had discussed improved governance and internal arrangements for financial recovery, the need to increase pace, and the use of additional capacity. The Board and committees were having appropriate conversations about the challenge of delivering one of the most difficult financial asks in the country while maintaining operational performance, safety and quality. JW asked whether BM was suggesting that the Trust was now facing an increasingly difficult intersection between financial and clinical constraints, and whether it could become impossible to deliver both. BM described the position as increasingly difficult rather than impossible. JW observed that governors needed to understand this challenge and any further resources required. BM noted that any recommendation requiring additional financial resource created a challenge for a Trust. BM added that the Board, committees and wider Trust communications were aligned in recognising the scale of the challenge faced by the organisation and the wider NHS. ZAh sought further details on the scenario planning being undertaken and the potential impacts of different financial scenarios. BR confirmed that the Trust undertook best, worst and mid-case financial scenario planning each month which was shared with the Finance and Performance Committee and submitted to NHS England monthly. BR confirmed that any difficult decisions would be made in collaboration with ICB and NHS England colleagues, with relevant risk assessments. Audit Committee: ZA presented a summary of the report highlighting the following key points: • Internal Audit reports. The Closing the Gap internal audit report had received low assurance, but the Committee had received assurance that a Recovery Director had been appointed to provide support. The Board Assurance Framework (BAF) internal audit report had received limited assurance, however the BAF had undergone significant change and improvement and was now in a better position when benchmarked against good practice in other NHS trusts. • Audit Recommendations. The number of audit recommendations had	

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	reduced to zero, which was an exceptional achievement. • Routine Annual Governance reports. ZA also noted that routine annual governance reports had been approved in time for the annual accounts. Charitable Funds Committee: AS presented a summary of the report highlighting the following key points: • Groundbreaking ceremony. A highly successful groundbreaking ceremony had taken place on site, attended by more than 100 staff, benefactors and key donors. Nearly £2.3 million of the initial ask had been raised and that the Charity was well placed to raise the remaining £700,000. • Fundraising activity. Fundraising activity was moving into a more proactive phase to secure more recurring revenue for the Charity. The '100 club' continued to grow with a strong pipeline of local businesses signed up. • Independence Committee. The Independence Committee had been established and was operating as a shadow board, chaired by trustee-designate Russell Andrews, who was also attending Charitable Funds Committee meetings. • Charity Independence. This remained on track for April or May 2027. c. Chief Executive's Report MP highlighted the following key points: • The appointment of Andy Burnham as the new Prime Minister and Yvette Cooper as Secretary of State. MP had participated in a webinar with Yvette Cooper, attended by provider chief executives, NHS England and ICB staff, where she introduced her priorities. MP highlighted the integration of social care and legislation around parity between health and social care, linked to the Prime Minister's ambition for a national care service. MP stated that the Trust would engage with opportunities arising from this work, particularly through neighbourhoods and place-based partnerships with the local authority. • A meeting had taken place with Councillor Stephen Place, the new leader of Bradford Council, who had shown particular interest in the Trust's Health on the High Street plans and was supportive of the concept. • MP, KD and the Director of Midwifery had met with Baroness Amos following publication of her report. MP reported that Baroness Amos had been complimentary about the improvements the Trust had made and about the Trust's openness in recognising where more work was required, particularly with communities. • There had been a successful visit with Professor Habib Naqvi from the National Race and Health Observatory, during which he met colleagues from maternity services, research, the executive team and community representatives. MP advised that the Trust had agreed to participate in a national pilot with the Race Observatory to support the implementation of the seven principles of anti-racism, with community partners involved in future work. The Council received and noted the reports.	
CGo.8.26.6	Equality and Human Rights Commission (EHRC) Code of Practice update KW introduced the item by noting that there had been significant governor	

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	interest in the Trust's response to the EHRC Code of Practice and the relevant Supreme Court ruling. In response to a query from DB about Airedale providing interim guidance, KH had contacted Airedale who had confirmed they had not made any changes and were awaiting national guidance. KH confirmed that no formal national NHS England guidance had yet been issued in relation to the ruling. KH advised that the EHRC guidance had come into effect on 5 August 2026. He explained that the issue related to the interpretation of the Equality Act and the provision of sex-based services following the Supreme Court ruling in 'For Women Scotland Ltd v Scottish Ministers'. It was expected to cover staff facilities, including toilets, changing rooms, showers, ritual washing facilities and breastfeeding spaces. NHS organisations had been advised to undertake a detailed audit of staff facilities, and this was underway. NHS England had completed a national equality impact assessment, but this had not yet been shared. In the meantime, work has started on the Trust's own impact assessment, engagement had taken place with the LGBT+ Staff Equality Network and information was being gathered relating to the provision and use of staff facilities. KH had also facilitated a regional EDI meeting with West Yorkshire EDI leads. KH outlined the expected next steps from NHS England and explained that regional NHS trusts had agreed to work collectively to avoid duplication and inconsistency. Although the current update focused primarily on staff facilities, the ruling could also have implications for patients and KD stated that the Trust's approach would be guided by legal compliance, the NHS People Promise, Trust values, dignity and respect. KW asked about timescales for interim guidance. KH advised that NHS England had not provided a specific timescale but had asked organisations to start the three areas of work immediately. DB asked two specific data-related questions: firstly, what adjustments would be made to the Trust's EPR system to ensure that both sex and gender were captured; and secondly, how HR records for staff would be managed, particularly historical records of previous identities and employee relations matters. VL advised that the Trust would normally expect an information standards notice to be issued by NHS England instructing system suppliers on mandatory changes. VL stated that she did not recall seeing such a notice and agreed to investigate further. FL explained that staff data was managed through ESR, a national system, and that any changes to recording requirements would be rolled out nationally. He also confirmed that historical employee relations records would remain on an individual's personal file and follow the individual's employment record. FL confirmed that local systems would incorporate national changes when those became available. FT asked about the pace of the Trust's response and the extent of the risk and noted that organisations had been criticised for awaiting EHRC guidance. She asked how quickly the Trust intended to act and what the extent of the litigation risk was, given that the Trust had been advised this was low risk and it would be helpful to understand what this means in practice. KH responded that equality monitoring was a key issue and that NHS	CGo2611 CDIO

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	England had indicated that the national guidance would include a section on equality monitoring, including ESR and EPR. Focus would remain on equality monitoring whilst awaiting the national guidance. MP explained that she was the executive sponsor for the LGBT+ staff network and these issues were reviewed on a regular basis with the Network Chair. It was felt that existing policies provided some safeguards in relation to respect and dignity for transgender patients, although they might not be technically compliant with the new position. MP added that staff concerns could be escalated through mechanisms such as Freedom to Speak Up, HR or other routes, enabling the Trust to act quickly if required during the interim period. JW observed that the discussion had referenced transgender colleagues and patients but had not explicitly referenced women. FL responded that the Trust had a gender equality network and that approximately 80% of the workforce was female. FL reassured governors that staff networks and staff-side relationships provided open channels for dialogue and that the Trust considered individual circumstances carefully, while recognising the needs of its predominantly female workforce. The Council noted the update provided.	
CGo.8.26.7	Health on the High Street and Integrated Neighbourhood Health workstream ASm and SH joined the meeting and gave a comprehensive overview of the work being undertaken across Bradford District and Craven (BDC) to build neighbourhood health services and shift care from hospital into community settings. The BDC Place Strategy aims to move the focus of care into homes, communities and high streets, increase use of digital and virtual services, and reserve hospital-based care for the most specialist activity. ASm advised that Bradford was one of 43 sites in Wave One of the National Neighbourhood Health Implementation Programme (NNHIP). She provided further detail on the National Neighbourhood Health Framework that has recently been published and its links with the Excel programme, Gateway to Care, outpatient transformation and the development of specialist clinics in community settings. SH explained that Health on the High Street was a national concept and a direction of travel for healthcare providers to implement the hospital-to-community shift. SH described it as moving appropriate healthcare services out of traditional hospital settings into accessible town-centre locations. The programme team had visited established Health on the High Street models in other hospitals with two broad models emerging: community diagnostic centres providing accessible diagnostics and outpatient services and health and wellbeing hubs. The Trust was exploring a potential Health on the High Street location. SH outlined the proposed governance structure and emphasised that the model should not be developed by the Trust in isolation but with input from outside factors including the public which would help shape the model. SH encouraged governors to contact her to volunteer or engage further. FJ asked whether new staff would be employed for the new site and SH responded that the intention was to move existing services rather than recruit additional staff specifically for the site. SH explained that the programme aimed to change where services were delivered, release capacity on acute sites and transform service models rather than simply 'lift and shift' activity.	

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	FT suggested that the team ensure that population 'need' and inequalities are considered in developing Integrated Neighbourhood and Health on the High Street models. The Council noted the presentation.	
CGo.8.26.8	Health Bill and emerging impact on Foundation Trusts KW provided an update on the Health Modernisation Bill and potential implications for foundation trusts and governor roles. Some Governors had attended a joint session with governors from Airedale and Bradford District Care Trusts on the future governor role. The slides and feedback from the session had been circulated to Governors and NEDs. MC reflected that attendees were able to share concerns and creative ideas. Although the position was uncertain and causing anxiety, attendees remained focused on improving governance. KW reported that she had also attended a national NHS Alliance session for Chairs and NEDs. 124 foundation trusts had requested to attend, and only three reported having effective engagement plans in place. KW advised that government expected foundation trusts to develop more dynamic arrangements to take account of patient, staff and stakeholder insight. MP reflected on the recent Race and Health Observatory community event, describing it as a strong example of informal engagement with diverse community groups. Many participants had responded positively afterwards, expressing willingness to remain involved and inviting the Trust to engage with their own work. KW noted that there were many existing engagement models and channels across the Trust and advised that she had asked LP to compile a list of these. KW suggested that the Trust should examine existing good practice, including how Governors currently represent their constituencies through different means. MC highlighted that a key concern not yet fully addressed was the removal of statutory responsibility. MC stated that the Council's current statutory responsibilities, including appointment of the Chair and NEDs, gave the Council a degree of additional weight and influence. MC cautioned that replacing the Council with engagement mechanisms could significantly change the nature of accountability. KW agreed that accountability to the local area had been a key theme nationally. KW proposed establishing a task and finish group for Bradford to explore engagement and accountability. KW proposed that the group include one public governor, one partner governor, one staff governor, two NEDs and two executive directors, and offered to chair the group. KW invited governors to email her if they wished to join and stated that she would follow up if necessary to ensure participation, particularly from populations and perspectives not always represented. The Council noted the paper.	CGo26012 Chair

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CGo.8.26.9	Communications Strategy and Strategic headlines from comms perspective SR presented the Trust's communications strategy which had been approved by the Board in March 2026. SR advised that the strategy would be monitored and evaluated via regular reporting to the Executive Team Meeting (ETM) and an annual summary report to the Board. SR explained that the strategy was built around three pillars; organisational awareness and brand positioning, our people and our patients and community engagement and relations. He clarified that the engagement work would not duplicate existing patient experience and engagement structures, including the Patient Experience Group and work already undertaken through the EXCEL programme. He described recent work with the Bradford Black Health Forum, noting that ST had attended the forum and that concerns and experiences had been shared. SR provided an overview of the work being undertaken to create stronger and deeper connections with community groups, community partners, education and local business. ST endorsed SR's comments regarding engagement with Bradford Black Health Forum and MH, describing the approach as collaborative. MP also reflected on the NHS Race and Health Observatory engagement event, describing it as positive and noting the presence of many people working on community issues in Bradford. The Council noted the presentation.	
CGo.8.26.10	Matters raised with Governors by members, patients and the public LP advised that there were no matters to report.	
CGo.8.26.11	Council of Governors Effectiveness Review JM presented the Council of Governors Effectiveness Review advising that the questionnaire had been issued to 20 governors and 13 responses had been received. JM explained that three areas had been flagged due to higher levels of "neither agree nor disagree" and "disagree" responses, and that the purpose was to explore whether actions were required. KW noted one area that had mixed scoring related to communications between the Council and the Board. KW noted that executive and non-executive directors attended Council meetings regularly and that governors could also attend events, '15 steps' visits, Team of the Month judging, committee observations and Board meetings. KW asked governors to suggest additional ways to improve communication. KW then discussed governor involvement in agenda setting. KW suggested that MC, as Lead Governor, could gather views from governors ahead of meetings and feed these into discussions and invited further suggestions on how governors could influence agendas. KW referred to input from interested parties, noting that the Trust sought to include topics of interest to governors, such as the Health on the High Street presentation. In support of agenda-setting KW also encouraged governors to identify any other subjects or presenters they would like to see. KW noted the comments received on induction and that a buddy system for new governors had been suggested. MC agreed to work alongside KW on	CGo26013 Lead Governor

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	improving the buddy system for new governors. KW also noted a comment that NEDs could be more specific about the questions they had asked at Board and committee meetings to provide transparency and assurance to governors that appropriate challenge was taking place. KW suggested that questions from NEDs should be captured routinely in meeting minutes and asked the corporate governance team to consider how committee AAA reports and/or Board minutes can better evidence areas of challenge and questioning. JM clarified that governors did not routinely receive committee minutes but did receive AAA reports. JM asked whether the request related to Chair reports reflecting questions and challenge more clearly. KW clarified that she had been referring partly to Board minutes but agreed there was value in highlighting within AAA reports where significant challenge had taken place. BM expressed caution, noting that the purpose of AAA reports was assurance and escalation rather than detailed minutes, and that minutes were the appropriate record of specific challenge. KW acknowledged this but suggested that references to challenging conversations could be useful. FT commented that she felt the effectiveness review covered the right areas but raised concern around the number of governors who had not completed the questionnaire. ST also observed that governors could better understand NED challenge by observing committees which would help in understanding the rigour of their questioning. The Council reviewed the outcomes from the effectiveness review and provided feedback as noted above.	
CGo.8.26.12	Governors Nominations and Remuneration Committee report MC presented the report and advised that the NRC had considered the outcomes of the Chair and NED appraisals, which would be discussed further in the private Council meeting. Two non-executive directors would come to the end of their second terms of office later in the year, and the Governors NRC had begun working on the NED appointment process. MC also highlighted that the Governors NRC had reviewed its own effectiveness, with comments included in the paper. a. Process for the appointment of a Chair/NED: LP presented the proposed amendments to the process for appointment of a Chair/NED and advised that the amendments were minor and had been considered by the Governors NRC. b. NED Terms of Appointment: LP presented the proposed amendments to the NEDs Terms of Appointment and advised that the amendments were minor and had been considered by the Governors NRC. FT asked how the end of KW's second term as a NED would affect chairing arrangements. KW responded that conversations were ongoing with Sarah Jones, substantive Chair and local NHS colleagues. The NED recruitment process would continue with Chair-related conversations taking place in parallel. KW confirmed that an update would be shared when available to provide further clarity on the position. The Council:	

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	- noted the Governors NRC report; and - approved the proposed amendments to the Process for the appointment of a Chair/NED and the NED terms of appointment.	
CGo.8.26.13	Annual Members Meeting – planning LP presented the proposed plan for the Annual Members Meeting and advised that the proposed format was similar to previous years. A date had not yet been confirmed, but the team was considering holding the meeting on the same day as the next Council of Governors meeting on 30 September, to make attendance easier for governors. LP advised that room arrangements were being explored and that confirmation would follow. The Council approved the proposed plan for the Annual Members Meeting.	
CGo.8.26.14	Council of Governors Standing Orders and Terms of Reference LP presented the revised Standing Orders and Terms of Reference for approval and explained that the Standing Orders included several amendments as highlighted in the paper and were aligned with similar changes made to the Board Standing Orders. LP stated that the Terms of Reference contained only minor updates to terminology. FT raised a detailed query regarding paragraph 3.3 on page 8, which referred to the Deputy Chair chairing in the Chair's absence and cited appointment under paragraph 2.9. FT queried whether this was an outdated reference following removal of the Vice Chair role. LP clarified that the reference was to the Deputy Chair of the Board under the Board Standing Orders rather than a Council Vice Chair. The Council approved the proposed amendments to the Council of Governors Standing Orders and Terms of Reference.	
CGo.8.26.15	COG work programme LP presented the work plan for information and advised that the Constitution and the Engagement Policy had been deferred to the next meeting. LP also explained that the report from the external auditor on the accounts and the Audit Committee's report on the work of external audit would come to the next meeting, following completion of audit work and the Audit Committee meeting in September. The Council noted the updates to the work plan.	
CGo.8.26.16	Review of meeting KW acknowledged that the agenda had been substantial and that some items had been covered at pace. KW reminded Governors that papers were taken as read to allow more time for discussion but recognised that the agenda had been demanding. No specific feedback was raised.	
CGo.8.26.17	Date and time of next meeting 30 September 2026 3.30pm to 5.30pm. KW advised that confirmation would follow on whether the Annual Members Meeting could be held after the Council meeting.	

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CGo.8.26.18	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.	

DRAFT

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Date of Meeting	Action log ID	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
	CGo26014		Next number in sequence			
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	September 2026	Session to be arranged. <u>Action to remain open.</u>
17.8.26	CGo26011	CGo.8.26.6	Equality and Human Rights Commission code of practice update VL advised that the Trust would normally expect an information standards notice to be issued by NHS England instructing system suppliers on mandatory changes. VL stated that she did not recall seeing such a notice and agreed to investigate further.	Chief Digital & Information Officer	September 2026	Verbal update to be provided.
17.8.26	CGo26012	CGo.8.26.8	Health Bill and emerging impact on Foundation Trust KW proposed establishing a task and finish group for Bradford to explore engagement and accountability. KW proposed that the group include one public governor, one partner governor, one staff governor, two NEDs and two executive directors, and offered to chair the group. KW invited governors to email her if they wished to join and stated that she would follow up if necessary to ensure participation, particularly from populations and perspectives not always represented.	Chair	September 2026	Verbal update to be provided.
17.8.26	CGo26013	CGo.8.26.11	Council of Governors Effectiveness review KW suggested that MC, as lead governor, could gather views from governors ahead of agenda-setting meetings, if not already doing so, and feed these into discussions	Lead Governor	September 2026	MC has shared agendas to seek views from governors. <u>Action closed.</u>

Osbourne Sheridan
25/09/2026 12:20:24

Council of Governors				
Meeting Date:	30 September 2026		Agenda Reference:	CGo.9.26.5a
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 on key items since the previous report provided in August 2026. The report covers: - Council of Governors session regarding the National Maternity and Neonatal Investigation - Annual Members Meeting - Changes to Council of Governors - Strategic Advisory Forum: Voluntary Sector and Communities - Invitation to the 'We are Bradford Awards' - Feedback to the Council following Board of Directors meetings - 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 content

1. Council of Governors session regarding the National Maternity and Neonatal Investigation (NMNI)

On Thursday 27 August 2026 we welcomed Dr Christine Ekechi, Expert Advisor to the NMNI to a meeting with our Council of Governors to discuss the outcomes of the investigation. Dr Ekechi described the process of the investigation and the key findings overall, and the findings specific to BTHFT. Governors also had the opportunity to raise questions with Dr Ekechi. We were pleased to be able to have this opportunity to discuss the findings directly with a member of the investigation team.

2. Annual Members Meeting

Our Annual Members Meeting (AMM) takes place on Wednesday 30 September 2026 from 5.30pm to 6.30pm, in the Listening for Life Centre, Bradford Royal Infirmary, Smith Lane, BD9 6DA. There will be presentations on the Annual Report from Chief Executive, Professor Mel Pickup and on the Annual Accounts by Chief Finance Officer, Ben Roberts. There will also be an update on the work of our Council of Governors during 2025/26. We have invited questions to be submitted in advance of the event from our members and the public – these need to be submitted by 5pm on Thursday 24 September. Full details are available on our Trust website [here](#) along with the AMM agenda, our Annual Report and Accounts 25/26 and our Quality Account 25/26.

3. Changes to our Council of Governors

Partner Governor Bradford Metropolitan District Council (BMDC)

I am sure you will join me in providing a warm welcome to our newest Governor, [Councillor Dawn Thewlis](#) who has now formally joined our Council as Partner Governor representing BMDC.

4. Strategic Advisory Forum: Voluntary Sector and Communities held 3 September

Another extremely well received session took place at the Cellar Trust in Shipley attended by key members of our Voluntary sector, BTHFT Board members and Governors and I would particularly like to extend my thanks to Mark Hindmarsh, Director of Strategy and Transformation for organising this (and the previous three sessions) which have all proved informative and enlightening. Once the write-up is completed for the 'Voluntary Sector and Communities' session this will be shared with the Board and Governors. The presentations delivered on the day will also be circulated. I look forward to the Board discussing any follow up actions from these sessions in order for us to progress this engagement.

5. Invitation to the 'We are Bradford Awards'

Just a reminder that our NEDs and Governors are in receipt of an invitation to join Trust staff at our annual 'We Are Bradford Awards 2026' which will be held on Thursday 22 October. *This event follows on from the Trust's Long Service Awards, celebrating colleagues who have worked within the NHS for 30years.* The 'We Are Bradford' celebrations take place from 6.30pm to 10pm. Please would you confirm if you are able to attend, as per the request in the email sent.

6. Feedback to the Council following Board of Directors meetings

The last feedback session from the Board meeting held in July took place on Tuesday 4 August and was very kindly led by Bryan Machin, Senior Independent Director on behalf of myself.

The next feedback session with Governors will take place on Monday 5 October.

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.

Osbourne, Sheridan
25/09/2026 12:20:24

COUNCIL OF GOVERNORS				
Meeting Date:	30 September 2026	Agenda Reference:	CGo.9.26.5b	
Report Title:	NED Feedback (AAA reports from the Board)			
Presented by:	Committee Chairs			
Executive Lead:	Committee 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 Committees held in June, July and September and provided to the Board of Directors in July and September 2026. All documents are attached as follows: • Appendices 1a and 1b: Quality Committee Chair reports (June and September 2026)* • Appendices 2a and 2b: Finance & Performance Committee Chair report (June and September 2026)* • Appendices 3a, 3b and 3c: People Committee Chair reports (June, July and September 2026) • Appendix 4a and 4b: Audit Committee Chair Reports (June and September 2026) • Appendix 5: Charitable Funds Committee Chair Report (August 2026) <i>*The Council ask asked to note that verbal reports covering the July Committees were provided to the Board of Directors from the Chairs of the Quality Committee and the F&P Committee due to the timing of the Committee meetings in July.</i> The reports are written by the 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 meetings and the Board of Directors in July and September 2026.

Osbourne, Sheridan
25/09/2026 12:20:24

Meeting Title	Board of Directors		
Date	23 rd July 2026	Agenda item	Bo.7.26.8a

Committee/Academy Escalation and Assurance Report (AAA)

Report from the: Quality Committee

Date of meeting: 18th June 2026

Key escalation and discussion points from the meeting

Alert:

- **Maternity Theatres Risk (2787):** This is a high level risk relating to maternity theatre staffing. The risk rating has recently been increased. A £900k business case has been submitted and referred to the Private Board for consideration due to the current financial environment.
- **Internal Audit Opinions:** Two recent internal audits received limited assurance opinions: Sepsis Management and, the Quality of Local Incident Investigations. The Committee will receive follow-up updates in six months for Sepsis and through routine reporting for incident investigations.
- **High-Level Operational Risks - Risk 290:** Clinical critical infrastructure risk remains high with a mitigation date of March 2031 due to the ageing estate.

Advise:

- **Falls Audit:** Audit Yorkshire issued a limited assurance opinion regarding falls due to gaps in MASA (multifactorial assessment to optimise safe activity) compliance. All recommendations from the audit have since been addressed.
- **Risk 40: Personalised care plan mitigation** has been delayed by procurement issues.
- **Safeguarding Service Integration:** Plans are underway in 2026 to bring the Maternity, Children's, and Adults safeguarding teams together under a single head of service to manage shared priorities.
- **Neonatal Consultant Staffing:** Early concerns were noted regarding neonatal consultant staffing. A risk assessment is in place, and the maternity and neonatal team will maintain oversight.
- **Maternity Regulatory Reports:** The Committee noted the forthcoming publication of the **Ockenden Report** and the **Amos review**. A deep dive into maternity patient experience and complaints is scheduled for September 2026.
- **Information Governance (IG) Incident:** One externally reportable IG breach occurred in Q1 2026 involving patient identifiable information being sent to a personal email account; internal management and communication awareness pieces are in progress.
- **Organ Donation Reporting:** Following a new Memorandum of Understanding, reporting lines for the Organ Donation Committee are being firmed up to align with the Quality Committee rather than reporting directly to the Board.
- **Dashboard Development:** Work continues to align the Quality Committee dashboard with recovery plans and other committee metrics (Finance, Performance, and People) to ensure a "quality lens" is maintained in performance monitoring.

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Assure:

- **Falls Reduction:** The average number of total falls for the past 12 months (April 2025 – March 2026) was 109.3, representing a 10.8% decrease from the previous year. Additionally, 95% of falls resulted in no or low physical harm.
- **Readmission Rates:** Patient readmissions are at their lowest level in three years and are lower than the same period last year.
- **Data Security:** The Trust anticipates full compliance ("Standards Met") for its Data Security and Protection Toolkit (Cyber Assurance Framework) submission due in late June 2026.
- **Pressure Ulcer Improvement:** There has been a noted improvement in Category 3 and above hospital-acquired pressure ulcer incidents over the past six months.
- **Quality Account:** The Quality Committee approved the 2025/26 Quality Account for final Board approval following positive responses from external stakeholders.
- **Mortality Indicators:** The SHMI (Summary Hospital-level Mortality Indicator) continues to improve, and crude mortality remains at or below average.
- **Safeguarding Innovation:** The Trust is participating in a national research project using the "My Voice Matters" tool, which helps neurodiverse children express themselves during medical examinations.

Report completed by:

Tim Swift
Committee Chair and Non-Executive Director
21st June 2026

Osbourne, Sheridan
25/09/2026 12:20:24

Meeting Title	Board of Directors		
Date	24 th September 2026	Agenda item	Bo.9.26.8a

Committee/Academy Escalation and Assurance Report (AAA)

Report from the: Quality Committee

Date of meeting: 17th September 2026

Key escalation and discussion points from the meeting

Alert:

- Four new high level risks were reported, three of which I am highlighting for the Board. The first of these is 2913 relating to the growing number of children living with highly complex medical conditions. The committee heard about some of the work taking place to address the risks and particularly those relating to transition from children to adult services.
- Two new high level risks (2605 and 109) relate to haematology and oncology services, where patients have been affected by delays due to workforce pressures, scheduling difficulties and operational constraints. We were informed about immediate mitigation measures that are in place, whilst longer-term workforce and capacity solutions are being developed. The committee will receive a further report on these.

Advise:

- The committee approved those elements of the Risk Appetite Statement relevant to our objectives, and recommend them for approval by the Board, including the proposed change to classify patient safety risk as 'Avoid' rather than 'minimal'.
- The committee considered the action plan proposed following the CQC inspection of the Emergency Department. Whilst we understand the huge logistical pressures affecting the department, we were concerned that existing assurance mechanisms had not highlighted issues around cleanliness, medicines management and wider governance weaknesses before the internal inspection. We were informed of steps that have been taken since the inspection to strengthen governance and audit processes, and agreed that future assurance should not focus only on the existence of audits but on the quality and effectiveness of the governance processes themselves.
- We received a comprehensive update on maternity and neonatal services. Most of this provided good assurance, although we noted there are some areas where further progress is needed to complete the Maternity Care Bundle implementation. The one area of 'advise' for the Board is a continued reference in the report to ongoing workforce pressures, particularly regarding consultant capacity and workforce resilience, where the report wording indicates that safe care may be at risk. Assurance was provided that safe clinical care continues to be prioritised through robust rota management and escalation arrangements. The Committee requested additional clarification regarding how workforce gaps are being mitigated in practice
- The committee received a detailed review of patient engagement and maternity complaints. This identified communication as the most common issue, with many

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Date	24 th September 2026	Agenda item	Bo.9.26.8a

complaints related not to clinical care itself, but to how information was conveyed to patients and families or how expectations were managed. Other recurring issues included delays in care, induction processes, documentation, record keeping and consent. The committee heard about extensive improvement work already underway, including enhanced training focused on compassionate and personalised care, quality improvement initiatives surrounding labour ward processes, and continued work to strengthen documentation standards. Members welcomed the reflective nature of the review and encouraged further work to better understand complaints across different population groups.

Assure:

- The Quality dashboard indicates positive improvements in various indicators, including sustained improvements related to E.coli bacteraemia rates following improvement work by clinical teams. There was also discussion regarding mortality rates where reductions in crude mortality rates are not reflected in current SHMI rates, something which we believed is due to historic coding and data submission issues.
- The committee welcomed the newly structured Quality Insights Report which presents themes from incidents, investigations, complaints, claims, coroner activity and learning from deaths. This brings several previous reports into a single structure.

The report showed strong levels of incident reporting, and an analysis of investigations which identifies several recurring organisational themes, including communication failures, delayed diagnosis and treatment, recognition of patient deterioration, follow-up arrangements and governance weaknesses. We have asked that future reports provide greater clarity around the specific actions taken to address these and enable us to demonstrate measurable improvement over time.
- The committee received a highly positive update regarding research activity. Significant external funding had been secured, including investment to expand clinical trials infrastructure. Members heard examples of research activity with international impact in stroke care, patient safety, respiratory medicine, genetics, digital health and population health
- In the light of recent national cases, and correspondence from NHS England, the committee received a report on arrangements to prevent unlawful access to patient records. We were assured that appropriate and robust policies, training arrangements and awareness campaigns were in place, alongside ongoing monitoring and investigation arrangements. Five incidents had been reported during the year, not all of which represented intentional inappropriate access.

Report completed by:

Tim Swift
Committee Chair and Non-Executive Director
18th September 2026

Meeting Title	Board of Directors		
Date	23 July 2026	Agenda item	Bo.7.26.12a

Committee Escalation and Assurance Report

Report from the: Finance and Performance Committee

Date of meeting: 17 June 2026

Key escalation and discussion points from the meetings

Alert:

Operational Performance KPI exceptions:

June's Committee considered the full suite of Operational Performance metrics for May (April for cancer). Only one KPI was of concern, an early warning on the level of Emergency Department attendances. Demand was higher than expected with increased pressures seen within Care of the Elderly and Paediatrics - operational insight suggests a portion of attendances remain appropriate for GP management which is a focus for the EXCEL programme.

Financial Position

The financial position at May was of concern with a range of risks, mitigations and potential outcomes fully assessed. The Committee asked for continued reports on progress on income delivery of the workforce plan and Closing the Gap delivery. The Board will be receiving more up to date information at its meetings on 23 July.

Recovery Programme

Whilst the Committee noted the significant progress since the May report, there was still a significant risk of a shortfall in delivery. The recovery strategy and the governance structure is in place but delivery at pace is yet to give confidence. The Committee supported the prioritisation of Counting and Coding, Workforce plan delivery and Theatre productivity improvement. The Board will receive information on further developments concerning deficit support funding and the outcome of other conversations with regional colleagues at its meetings on 23 July.

Space Utilisation

The Director of Estates and Facilities responded to a Limited Assurance Internal Audit Report on Space Utilisation. In accepting the report, he noted that some immediate actions had already commenced but a longer-term plan would be needed, embracing the required cultural change across the Trust to maximise rationalisation of non-clinical space. Ultimately, a revised estate strategy would need to address this issue as part of a wider consideration of the Trust estate.

Advise:

Operational Performance KPI watch list

- **Emergency Care Standard (ECS):** Performance had dropped slightly below plan, although remains in the best decile nationally and actions were in place to support improvement into June. High attendances, Resident Doctor Strike, IPC Ward restrictions and bed occupancy correspond with this trend.

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- **12-hour ECS:** There had also been an increase in ED spells exceeding 12-hours in this period with a range of actions to deal with high demand and improve timely hospital admission being progressed to support this. Daily oversight of 'breach reason' is in place to aid learning.
- **RTT Total WL Size:** Increasing size of waiting list is an early warning that RTT improvements may not be sustainable. This also provides an opportunity, as if additional productivity gains are made in line with plan and targeted at reducing waits over 18 weeks the overall waiting list profile will be better split by over and under 18 weeks.

Pathology Joint Venture

A more positive report was received than had been the case at recent Committee meetings. Nevertheless, the Committee would still be expecting to receive regular reports on progress to assure itself about the impact on Trust performance, particularly where there had been significant concern previously, particularly on histology.

Business Case Post Implementation Review

The Committee received the first of a new report on post implementation reviews of business cases. Whilst the information was helpful and did indicate that some required outcomes had been delivered, there was clearly further improvement required in evidencing that investments had more fully delivered the outcomes expected.

Infrastructure and Capital Risk

The Director of Estates and Facilities detailed the current Estates risk position, including the scale of backlog and its implications for patient safety, compliance and operational resilience. He explained how the Trust used independent six-facet surveys and other expert inputs to prioritise capital spend and backlog mitigation. Although progress was being made and backlog maintenance had begun to reduce slightly, the Trust still faced a substantial gap between need and available funding. The Committee was assured to learn that the Trust was not relying solely on its own internal judgement but received a range of independent external reports. The Committee members will continue to seek greater understanding, not simply of the technical state of the estate, but of the practical implications flowing from that and, what decisions were being taken as a result.

Estates and facilities Assurance Map Red Rating Analysis

This report focussed the Committee's attention on the red rated elements of the assurance map. Given our knowledge of the age of much of the estate and limited capital funding there will continue to be areas that remain red rated. Assurance would continue to be sought about the mitigation of such risks, including separate reports that had come to recent Committees and those that had been received on the June agenda - Fire Safety and Health and Safety.

Assure:

Operational Performance KPI good performance

- **Referral to Treatment (RTT):** Performance improved further in May and is currently ahead of plan. The rate of improvement is ahead of national trend meaning our relative performance ranking will increase, potentially into the upper quartile.

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- **52 Weeks Incomplete RTT:** Following validation the final position for May was ahead of the planning target set in line with the ambition to improve further this year. Performance is upper decile for Acute Trusts nationally.
- **Cancer Wait Time (CWT):** Performance improved in April for FDS and 62-day, with both standards meeting the planned trajectory. Indicative performance for May show's some pressure within 62-day performance but YTD will remain green.
- **Operational Productivity:** In line with the recovery priorities for 2026/27 the CSU teams, a range of Executive led programmes are focussed on increasing operational productivity. The position in May for both outpatient and inpatient activity remains positive in comparison to agreed improvement trajectories.
- **LoS >21 days:** Previously reported as a concern due to increasing trend. May performance is an improvement and now below expected levels, but this metric will be closely monitored and may increase with bed occupancy being high.

Theatre Improvement Programme

The Theatres Improvement Programme focuses on recovery productivity and sustainability. A presentation included an update on each of the sub-workstreams (workforce, utilisation, pre-assessment), the trajectory for recovery and highlighted risks in delivery. The next steps included continuation of mobilisation of all workstreams and implementation of highlight reporting. It was noted that whilst there are vacancies, they are lower than they have been previously and so the workforce position is improving. Confidence is high that these vacancies will be filled and therefore bank and agency spend will reduce. In addition, a business case had been developed and was shortly due for presentation to the Executive team which focused on conversion of bank and agency posts to substantive positions.

Green Plan

The Committee received an update on progress against the Trust's Green Plan, including recent sustainability achievements, secured external funding, and the recalculation of the Trust's greenhouse gas (GHG) assessment to include emissions from revenue and capital purchases. The paper also sought support for the continued development of climate-related financial disclosures and associated governance arrangements. There will be a challenge around decarbonisation of the BRI estate by 2040 given the limited investment available to support this.

Fire Safety Annual Report

The report provided the Committee with annual assurance of fire safety compliance with Firecode HTM 05-01 and the Regulatory Reform (Fire Safety) Order 2005.

Health and Safety Annual Report

The report provided a comprehensive overview of health and safety performance for the Trust during the 2025/26 year. The largest risks for the Trust sit within fire, medical devices and general maintenance and age of the building, which is impacting on electrical safety, ventilation, roof safety and working at height.

Estates Operations Compliance Assurance

The paper sought to provide assurance on Estates operational compliance and highlighted improvements since the last reporting period. The Committee noted that overall, the Estates service is able to provide reasonable assurance that governance,

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risk management and compliance systems are in place and operating effectively. This assurance is supported by structured governance arrangements, robust risk management processes and strengthening compliance performance across all service disciplines.

Report completed by:

Bryan Machin
Committee Chair and Non-Executive Director
20 July 2026

Osbourne, Sheridan
25/09/2026 12:20:24

Meeting Title	Board of Directors		
Date	24 September 2026	Agenda item	Bo.9.26.14

Committee Escalation and Assurance Report

Report from the: Finance and Performance Committee

Date of meeting: 16 September 2026

Key escalation and discussion points from the meetings

Alert:

Financial position

Two aspects of the monthly Finance Report lead to this **Alert** rating. All aspects of the position will be presented at the Board meeting on 24 September. The **Income and Expenditure** position shows an increased risk of not hitting the plan. The Committee heard of potential mitigations that mean achieving that plan cannot be ruled out, there are some material issues to be resolved before the Committee could conclude that the best case would not be a deficit outturn. The Committee received information about slippage in delivering the **Capital** plan and noted the frequent meetings taking place to accelerate delivery.

Recovery Programme Update

The Chief Executive was in attendance for a discussion of the Recovery Programme Update. The Committee noted the strengthened governance and the input of external capacity to review delivery of some of the Closing the Gap schemes. Whilst the Committee was assured about the processes that have been put in place there remains concern about delivery capacity and pace, hence the **Alert**.

High Level Risks

The Committee noted that the two 'red' risks concerning Emergency Department capacity and length of stay in the Emergency Department were still to be reframed. Two new capacity and demand red risks were noted concerning chemotherapy and haematology and past both their review and mitigation dates. The Committee was assured that these new risks had been recorded on the risk register and actions being undertaken to reduce the risks. Clarity when using 'demand and capacity pressures' in a risk description was requested in future.

Operational Performance

The Committee received updates on the KPI performance exceptions which will be included on the Board agenda on 24 September. One issue is a matter for **Alert**; DM01 6 weeks performance which is the only operational KPI RAG rated red for the year end. The Committee noted that it was only Audiology of the services contributing to DM01 performance that was causing this rating. In noting EMT's decision to invest in the service, the Committee was advised of the poor relative position of Audiology performance on this indicator nationally.

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Date	24 September 2026	Agenda item	Bo.9.26.14

Advise:

Operational Performance

The Committee welcomed the report that the majority of KPIs used to track progress continue to rank above peer average and are trending upwards or exceeding planned targets. On the balance of all year-end forecasts the Trust is likely to meet most of its planning targets and improve its NOF ranking for access to services if current performance trends are sustained.

Attention was drawn to some indicators requiring additional oversight as they are behind trajectory and recovery plans are still being finalised; hence the inclusion in this 'Advise' section regarding forecast year end performance.

- 4-hour Emergency Care Standard (ECS): The average performance required to meet the 2026/27 planning targets is in line with Trust out-turn position from last year. With increased demand and multi-factor challenges across UEC impacting on these metrics this KPI has been escalated to amber. The Trust's track record with improvement gives confidence that these will recover to plan but there is a risk that estate constraints, staffing challenges, and patient volume / case complexity require longer term transformative action to resolve.
- 12-hour ECS: There has also been an increase in ED spells exceeding 12-hours in this period with a range of actions to deal with high demand and improve timely hospital admission being progressed to support this, daily oversight of breach reason is in place to aid learning.
- RTT 18-week performance: Work is underway to quantify the exact challenge for H2 but the increased WL size and current trend are sufficient to flag concern against this target. Recovery remains entirely feasible and improvement plans will be quantified to show this, which may allow a return to a green forecast for this KPI next month.
- Cancer 62-day: Tumour group level recovery plans have been reviewed by the Operational SLT and are being tracked weekly to support the required improvement in capacity and timescales. The YTD position is however below plan and full recovery to year end targets could be at risk, meaning an amber rating whilst improvements are embedded.

The Committee was assured by the quality of the analysis in the report and the actions being taken to maximise KPI performance whilst noting the risks to full delivery of all targets.

The Board will receive the detailed Operational Performance Report at its September meeting and can expect the Finance and Performance Committee to continue to scrutinise whether the reported work to deliver the planned performance is successful.

Q. Bourne, Sheridan
25/09/2026 12:20:24

Meeting Title	Board of Directors		
Date	24 September 2026	Agenda item	Bo.9.26.14

Assure:

Other matters

The Committee was assured by the reports and presentations on a range of important issues:

- Risk Appetite Statement: the Committee focussed on the risk appetite statements under Strategic Objective 5, Sustainability and approved the proposed wording. The Committee noted that the different categorisation of risk appetite across all aspects of the Trust's work helped to provide a context and a framework for the challenging prioritisation decisions taken operationally and strategically.
- Provider Capability Assessment: the Committee was assured by the work presented regarding the ELT's self assessment relating to the Access and delivery of services, Productivity and value for money and Financial performance and oversight domains and supported the proposed ratings, noting that not all were green.
- Contract Update – assured by the information provided
- Procurement Update – assured by the information provided
- Winter Plan and Board Assurance Statement – assured by the depth of analysis provided, the planning being undertaken and the Trust's record in managing its winter response in recent years.
- Emergency Preparedness, Resilience, and Response Update and Submission - assured by the depth of analysis provided, the planning being undertaken and the Trust's record in recent years. The Committee delegated the decision on final submission to the COO.
- Annual Security Report – assured by the annual report which highlighted areas of progress, continued challenges and plans for focussed continued improvement in 2026/27.
- Accommodation Report – assured that the risks in managing the Trust's accommodation were understood and mitigated and welcomed plans for the development of a Trust Accommodation Strategy.
- Medium Term Financial Plan – assured by the approach to the MTFP whilst noting the focus must remain on delivery of the current financial plan as that is one of the fundamental uncertainties of any future financial plan.

Report completed by:

Bryan Machin

Committee Chair and Non-Executive Director

17 September 2026

Osbourne, Sheridan
25/09/2026 12:20:24

Meeting Title	Board of Directors		
Date	23 July 2026	Agenda item	Bo.7.26.10a

Committee Escalation and Assurance Report (AAA)

Report from the: People Committee

Date of meeting: 10 June 2026

Key escalation and discussion points from the meeting

Alert:

- **Workforce reduction plan:** good work is ongoing in this space - the Committee will need to keep an ongoing focus on the **balance between workforce reduction plans (and cost); workload and patient outcomes and experience**. This complex balance of productivity; efficiency; quality of care and culture is top of mind for the executive, but the Committee will also need to ensure assurance as we progress through the next year and monitor operational impact. The Trust remains in the highest percentile for workload at the same time as we are reducing workforce, and more work is scheduled for the Committee to be assured on this difficult balance.

Advise:

- **Dashboard:** work remains ongoing – especially around tracking of the workforce reduction plans across bank and agency use; sickness reduction; vacancy holds; MARS and other activities. An agreed 'single version of the truth', including recruitment, will be brought to the next meeting in July. The workforce reduction plan as presented gave no option for tracking of progress and this will be addressed.
- **Staff Survey:** we spent a good amount of time on the action plan for the staff survey, including a wider group and the leads for the staff networks. We should keep top of mind the positive results in many areas whilst not shying away from areas of concern. An open and constructive discussion was held. The actions remain critical to continuing to focus on the **culture** of the Trust; emphasising some of the excellent practice we have and moving the dial on the areas of focus - wellbeing; listening & learning and discrimination & belonging. The actions need to sit within the CSUs and be embedded operationally and visible progress on a few key areas is preferable to trying to do too much. The Committee will continue to monitor this alongside other related actions.
- **Policies:** the committee is concerned about the length of time taken for policies to go through governance and be rolled out to the Trust. Examples include revised sickness / absence policy and the Civility and Respect policy. These policies often underpin mitigations on risks and so these delays have an impact of effectiveness.

Assure:

- We were given early update on the [Lord Mann review](#) on anti-semitism and racism and will continue to monitor as we understand how it will be addressed within the Trust. This is also linked to the wider Uniform policy and a refreshed approach will be brought to Committee.
- **Training DNA's (did not attend)** remains high, and in particular for nursing bank staff: measures have been put in place to address this where the training is mandatory.
- We were assured by the Trusts excellence - with the Trust identified as one of the best-performing acute trusts in the country in relation to **medical appraisal and revalidation** and noted responsibility for this had, appropriately moved from HR to the CMO.

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- We were broadly assured by the **Health and Safety report** with some further requests to triangulate data on MSK injuries / sickness and the staff survey actions on violence to avoid duplication.
- As an additional item, the Committee received a briefing from the Head of EDI and Professor Louise Bryant, Deputy Dean: EDI, Faculty of Medicine and Health, University of Leeds on the joint Task and Finish Group established between the University of Leeds and Bradford Teaching Hospitals, focusing on addressing and preventing harassment and **sexual misconduct during clinical placements**. Members welcomed the work and recognised its relevance, particularly in light of emerging themes relating to sexual safety within staff survey data and training environments. The Committee acknowledged that the initiative addressed both a national priority and local need. The Committee agreed that the work should be formally presented through the appropriate executive route to ensure awareness, alignment, and engagement, including involvement of relevant leads and staff-side representatives.

Report completed by:

Justine Andrew
Committee Chair and Non-Executive Director

21st June 2026

Osbourne, Sheridan
25/09/2026 12:20:24

Meeting Title	Board of Directors		
Date	23 July 2026	Agenda item	Bo.7.26.10a

Committee Escalation and Assurance Report (AAA)

Report from the: People Committee

Date of meeting: 15th July, 2026

Key escalation and discussion points from the meeting

Alert:

The board is asked to note that the Trust wishes to retain a **flexible bank model**, in regard to HCA staff. The flexible bank model has been in operation for some time and has been a deliberate part of the Trust's workforce model. It provides a lower cost, flexible and sustainable model and, in the short term, mitigates against the relatively high vacancy and sickness rate in this cohort of colleagues. It also means the Trust is able to attract individuals who require greater flexibility than a permanent position can offer. Whilst the Trust will continue to make reductions in other areas of bank usage, it is proposed that the HCA bank model is retained. This is supported by People Committee

As this is different from the overarching request from NHSE (NHS England) to reduce bank staff and therefore needs to be agreed at Board before reporting back to NHSE.

Advise:

- Following a series of meetings discussing a plethora of People related action plans the Committee is moving to a **consolidated approach to actions** that will hopefully support prioritised and focused delivery of fewer more impactful actions. This covers, inter alia, Staff Survey action plan; WRES (Workforce Race Equality Standard), WDES (Workforce Disability Equality Standard), the People Strategy, attendance management plan, gender pay gap and disability-related plans.
- Good progress has been made on **workforce reduction** with a reported reduction of 225 so far this year against a year-end target of 185 and a Q1 target of 40. As sickness has not yet substantively reduced this is primarily vacancy control, and as such needs to be carefully monitored across financial and quality metrics as well as progress on productivity. The Committee noted the risks inherent in the plan and a substantive and constructive discussion was had on the balance and impact. The Committee also noted the need for a longer-term strategic workforce plan whilst noting the capacity constraints and strain on delivering business as usual.
- The Committee received an update on progress against the **Wellbeing and attendance management action plan** update presented in May. This is against a backdrop of sickness absence rates that slightly increased in month. Three key points to note:
 - It will take time for the action to impact on the numbers and we need to hold our nerve on the plans
 - That said there needs to be more of a focus and urgency on a few key activities that (it is believed) will have an impact on sickness in the short to medium-term with a more explicit focus on actions that will make a difference – such as the centralisation of sickness management. This is being progressed through ETM (Executive Management Team) as will require some investment.
 - Finally, the approach needs to be underpinned by not just policy change but a wider cultural change that challenges bad behaviours. Whilst this will also take time it cannot be led by HR (Human Resources) / OD (Organisational Development) and needs to be

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supported by robust communications; strong leadership support and ongoing and repeated messaging across all areas of the Trust.

- The Committee spent a substantive amount of time across three separate but linked reports: the **nursing staffing data publication** that comes to committee each month; the **biannual nursing establishment review** and a detailed paper on the **maternity and perinatal workforce**.
 - These are at the nexus of complex decisions the Trust leadership is making every day on finance, staffing and patient care. The Committee was broadly assured by the levels of quality control and daily operational meetings based on acuity, staffing and patients.
 - The **maternity and perinatal report** covered (for the first time) a combined view across obstetrics, neonates, anaesthetics, anaesthetic nurse staffing and maternity and is clearly timely and relevant in the light of the Ockenden and Amos reviews. The report reflected some of the known risks, such as gaps in maternity theatre workforce, but also provided assurance that the risks were being managed in the short term. There were seven specific asks made of committee, including supporting re-submission of business cases to address the staffing gaps more systemically. Given the potential cost these will need to go through the right assurance routes, including discussion at Board for some items. It was noted that these are hard decisions in the current financially constrained climate that may require the Trust to invest less elsewhere and therefore need to be duly considered by Board. The Committee approved progressing all of the asks.
- The Committee received the **Q1 FTSU (Freedom to Speak Up)** report and was assured by the ongoing efforts of the Guardians and Champions. It was noted there were, unusually, three claims of detriment reported that are being further investigated and will be reported back to Committee.

Assure:

- The **dashboard** has been refreshed for this series of meetings and provides a more cohesive view across people, quality and financial metrics for all committees. The workforce and sickness tracking data is also substantively improved. Whilst there is still work to do to confirm the accuracy of the numbers reported (for example if training posts are included in overall established workforce numbers or not) the Committee took greater assurance from the data provided.
- The Committee was further assured by:
 - The updated and refreshed **BAF**.
 - The Trust's response to the nationally mandated **Resident doctors 10-point plan**
 - The progress on the Respect, Civility and Resolution policy that will be launched in August with training to follow.
 - An update on the Supreme Court ruling on **gender and biological sex** which outlined the Trust's current position; the legal position and the approach the wider NHS is taking. We will maintain a watching brief on this as a Committee.
- The Board should be advised that the Trust is considering its response to and implementation of the **Lord Mann independent review** into antisemitism and wider racism across the NHS. The response, following wider NHS guidance, will come to the Committee in September.

Report completed by:

Justine Andrew
Committee Chair and Non-Executive Director
20th July 2026

Meeting Title	Board of Directors		
Date	24 September 2026	Agenda item	Bo.9.26.12a

Committee Escalation and Assurance Report (AAA)

Report from the: People Committee

Date of meeting: 9th September 2026

Key escalation and discussion points from the meeting

Alert:

The Committee highlighted concerns regarding unresolved workforce reduction methodology relating to medical trainees, dashboard data quality, sickness absence performance, training DNA rates, appraisal compliance, vaccine hesitancy and several workforce-related risks requiring clearer ownership and mitigation.

Dashboard Quality

The Committee raised concerns regarding data accuracy; calculation errors; missing metrics and insufficient narrative development. It was noted there were issues with production, however this needs to be resolved if the committee is to use the reliability of the dashboard as an assurance and governance tool.

Workforce Reduction Methodology

There is an ongoing unresolved position regarding medical trainees and workforce reduction calculations. This has potential implications for workforce planning; financial recovery; compliance with NHS England requirements and achievement of reduction targets.

Sickness Absence

The Trust is not yet achieving its target and has not demonstrated sustained improvement despite encouraging early indicators. This remains a significant workforce risk and will continue to be a focus.

Appraisal Compliance

The committee reflected on the internal audit limited assurance finding regarding non-medical appraisals, including how its own oversight can be strengthened. The Committee recognised:

- More than 500 overdue appraisals
- A significant deterioration from previous years
- Weak operational ownership
- Potential consequences for workforce engagement and performance management

The Committee discussed consideration of a defined annual appraisal window and stronger operational ownership to improve compliance and oversight. The committee also discussed enhanced reporting to Committee including Trust wide overdue appraisals. We also discussed a potential CSU deep dive each month across all people related data (sickness; FTSU; appraisals; training etc).

Training DNA Rates

These remain high and are stubbornly not moving over several months. High DNA rates were reported, particularly around cannulation training, risking reduced workforce productivity, increased pressure on medical staff and inefficiency. This will be picked up between nursing and training.

Advise:

The Committee advised on strengthening workforce diversity reporting, embedding anti-racism through a single people strategy, improving the staff survey approach, enhancing flu vaccination engagement, and further developing job planning and appraisal arrangements.

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Provider Capability Assessment

The Committee provided constructive challenge regarding the proposed green rating, encouraging a broader consideration of workforce experience, EDI outcomes, speaking-up culture and access to training before ultimately supporting the rating.

Diversity and Representation

The Committee advised that workforce diversity reporting should move beyond headline representation figures and examine:

- Comparison with local population demographics
- Distribution by grade and profession
- Under-representation and over-representation patterns
- Impact of interventions.

The Committee advised maintaining focus on anti-racism as an organisational strategy rather than creating multiple separate equality workstreams and supported the proposed integration through the wider People Plan.

Staff Survey Approach

Advice centred on:

- Closing the feedback loop
- Communicating actions already taken
- Refining existing plans rather than creating new ones
- Ensuring incentive arrangements are transparently explained

Flu Vaccination Programme

The Committee advised strengthening the programme through:

- Addressing vaccine hesitancy directly, including targeted work with demographic groups demonstrating lower uptake.
- Using trusted community voices to encourage uptake and learning from COVID engagement approaches

The Committee highlighted vaccine hesitancy as a strategic workforce issue and challenged whether the proposed interventions were sufficiently robust to improve uptake.

Non-Medical Job Planning

The 75% target remains a stretch and the Committee advised that communications should focus on the benefits of job planning for patient care, workforce deployment, and service effectiveness, rather than presenting it solely as a compliance requirement. This will come back to Committee in January.

Assure:

The Committee received assurance regarding workforce reduction progress, violence prevention, nursing staffing oversight, safe working arrangements, development of the People Priority Action Plan and the emerging benefits of ETOC (Enhanced Therapeutic Observation and Care).

Workforce reduction trajectory

The Trust is delivering a reduction in substantive, bank and agency workforce numbers broadly in line with plan, with approximately 110 WTE reduction achieved by July and reductions in bank and agency usage evident. The Committee was assured that progress is moving in the right direction, although sustainability through winter remains a concern.

Violence Prevention and Reduction

Strong assurance was provided that considerable progress has been made against the national Violence Prevention and Reduction Standard, with red indicators reducing significantly and evidence of strengthened leadership, security provision, training compliance, and management of incidents.

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Nursing and Midwifery Staffing

Despite ongoing vacancies and workforce pressures, the Committee was assured that robust oversight arrangements remain in place, including twice-daily staffing reviews, escalation processes, and active recruitment initiatives.

Guardian of Safe Working Hours

The Committee was assured that exception reporting remains within expected ranges and that actions are in place to address workload pressures, rota redesign, and workforce deployment concerns.

People Priority Action Plan

Whilst this remains a work in progress, the revised plan gave the committee greater assurance because it clearly differentiated outcomes, measures, milestones and ownership, enabling more effective scrutiny of both delivery and impact.

ETOC Programme

The committee was updated on the initial feedback from the ETOC trials on three wards. Alongside good examples of patient centred care and stories from staff, the Committee received positive assurance from NHS England feedback, local implementation experience and patient examples that the programme is delivering cultural and workforce improvements alongside improved patient experience.

Report completed by:

Justine Andrew
Committee Chair and Non-Executive Director
15th September 2026

Osbourne, Sheridan
25/09/2026 12:20:24

Meeting Title	Board of Directors		
Date	23 July 2026	Agenda item	Bo.7.26.15

Committee/Academy Escalation and Assurance Report (AAA)

Report from the: Audit Committee

Date of meeting: 17 June 2026

Key escalation and discussion points from the meeting

Alert:

Internal Audit

The Committee received the following list of final reports which had received **Limited** assurance:

- Sepsis Management
- Quality of local investigations
- Space Utilisation

It was agreed that these would be deferred to the September committee meeting to allow for in-depth discussion, in particular because of the committees concern of an emerging pattern there that should have been better control in second line assurance to prevent identified issues from occurring.

Advise:

None

Assure:

The Committee was pleased to note:

- The Internal Audit Annual Report and Head of Internal Audit Opinion 2025/26 which concluded that *significant assurance can be given that there is a good system of governance, risk management and internal control designed to meet the organisation's objectives and that controls are generally being applied consistently.*
- The External Audit ISA260 reported an effective working relationship between the Trust and the auditor's and that, subject to minor matters to be clarified, the Accounts would be approved by the Board, signed off by the auditor and submitted to NHS England on time.
- The Committee welcomed that the external auditors had removed from this year's ISA260 report the previously reported risk of a significant weakness in respect of governance issues.

The Committee was able to recommend to the Board that the Annual Accounts, the Letter of Representation and the Annual Report be approved at the next Board meeting.

Report completed by:

Zafir Ali, Audit Committee Chair and Non-Executive Director, 17 June 2026

Meeting Title	Board of Directors		
Date	24 September 2026	Agenda item	Bo.9.26.18

Committee/Academy Escalation and Assurance Report (AAA)

Report from the: Audit Committee

Date of meeting: 8 September 2026

Key escalation and discussion points from the meeting

Alert:

Internal Audit

The Committee received the following final reports which had received **Limited** assurance: a) Sepsis Management; b) Space Utilisation and c) Non-clinical / non-medical staff appraisals. The Committee was concerned of an emerging pattern that there should have been better control in second line assurance to prevent identified issues from occurring.

a) Sepsis Management – the audit concluded that arrangements for sepsis reporting and oversight are not sufficiently resilient. Updated screening arrangements following the NICE guidance had been fully operationalised and monitoring activity was predominantly retrospective. The Chief Medical Officer provided assurance and explained that the concern appeared to relate more to oversight, resilience and reporting than to evidence of poor patient outcomes. A review had been undertaken to examine sepsis management and outcomes, including mortality, length of stay and diagnostic coding. The review suggested that outcomes for patients with sepsis were broadly consistent with other groups and with regional comparators. It was also noted that the Trust may report sepsis screening rates using a different denominator from neighbouring organisations, which may partly explain comparative performance. The Committee was assured that sepsis management would be incorporated into the clinical outcomes and effectiveness governance structure, with reporting strengthened through the relevant committee routes.

b) Space Utilisation – The limited rating was driven by several factors, including the lack of a fully embedded strategic approach to space utilisation, missed utilisation surveys, weaknesses in policy and data access, reliance on key individuals, loss of historical data following staff changes, and inconsistent operation of the space utilisation group. The Deputy Director for Estates & Facilities attended and explained that the relevant group had stood down during COVID and was later restarted. It was proposed that the space utilisation group be combined into a wider estates operational and strategic group to bring together the same key stakeholders, including capital and clinical representatives, and to improve strategic oversight. Work was underway to improve data and measurement. The Committee took assurance from the direction of travel and the work underway.

c) Non-clinical / non-medical staff appraisals - While arrangements are in place to monitor and report appraisal performance, there remains issues with both quantity and quality of appraisals at the Trust. Appraisal compliance was below the 85% target, at 81% as of 31 March 2026. Although this does represent an improvement from 76.8% in March 2025. Issues were identified with inconsistency in documentation, including managers overwriting previous appraisal records rather than creating new documentation. The HR Director explained that options being considered included introducing an appraisal window, rather than having appraisals take place across the

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full year. The matter was to be considered further by People Committee, with further updates expected on improvement actions and backlog reduction.

Advise:

The Committee revisited the previous **Limited** assurance **Discharge Management** audit. Although previous recommendations had been implemented and a follow-up report had provided **Significant** assurance, the Committee remained concerned that compliance had only improved from around 10% to 14%, against a much higher expected target (in terms of Discharge Ready Dates and accuracy of information recorded on EPR). It was explained that the issue remains challenging nationally and locally, but there had been targeted improvement on Ward 27, where use of a discharge coordinator and Optica had improved compliance from 31% to 94%.

The Committee discussed the patient safety and quality risks associated with delayed discharge, including prolonged exposure to hospital risks and the need to assess whether harm has occurred for patients staying longer than necessary. Discharge management is being picked up through the Excel programme under patient flow work, and regular audit and spot checks will be used to monitor progress. The Committee requested a further update in approximately six months.

Assure:

Internal Audit

The Committee received the following list of **final** reports and noted the range of assurances given:

Report No	Report	Final	Draft	Opinion
BH/35/2026	Sepsis Management	✓		Limited
BH/36/2026	IRIS Investigations	✓		Limited
BH/37/2026	Discharge Management Follow-up	✓		Significant
BH/38/2026	Space Utilisation	✓		Limited
BH/01/2027	Waste Reduction and Cost Improvement Plans Benchmarking			N/A
BH/02/2027	Sustainability and Green Plan Benchmarking			N/A
BH/03/2027	Data Security and Protection Toolkit Benchmarking			N/A
BH/04/2027	Root Cause Analysis Benchmarking			N/A
BH/05/2027	Budgetary Accounting Framework	✓		High
BH/06/2027	Clinical Stock Management Benchmarking			N/A
BH/07/2027	Programme Management	✓		Significant
BH/08/2027	Non Clinical/ Non-Medical Staff Appraisals	✓		Limited
BH/09/2027	Implementation of the Improvement strategy	✓		Significant
BH/10/2027	Overall response to CQC/Well Led – Phase 1	✓		Significant
BH/11/2027	Data Quality	✓		Significant
BH/12/2027	Safeguarding – Safeguarding conversations in the Emergency pathway	✓		Significant

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Note: IRIS Investigations audit report was deferred to the November audit committee meeting for detailed discussion.

Other matters

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

- Internal Audit progress report 2026/27.
- External Auditors Annual Report 2025-26.
- Annual statement to council of Governors regarding external audit.
- Follow up of internal audit recommendations.
- Assurance regarding compliance with risk management strategy.
- Counter fraud progress report.
- Draft Charitable Funds Annual Report.

Report completed by:

Zafir Ali, Audit Committee Chair and Non-Executive Director, 14 September 2026

Osbourne, Sheridan
25/09/2026 12:20:24

Meeting Title	Board of Directors		
Date	24 September 2026	Agenda item	Bo.9.26.19

Committee/Academy Escalation and Assurance Report (AAA)

Report from the: CHARITABLE FUNDS COMMITTEE

Date of meeting: 4 August 2026

Key escalation and discussion points from the meeting
Alert: Finance Report - The report highlighted a VAT issue relating to Home from Home. Advice had been received indicating there was a likely pathway for VAT recovery, but written confirmation was still required. The Committee noted that obtaining written advice would provide assurance in the event of future HMRC challenge. - A capital drawdown from investments (around January/February 2027) will be needed for the build.
Advise: Independence Committee: The independence roadmap remains on track. Trustee recruitment launches in September following a skills audit, with a shadow board forming late 2026. Financial Sustainability: Cash decreased by ~£100,000 since the previous meeting. Day-to-day fundraising is not currently covering operating costs, and the Charity may need to liquidate ~£130,000 in investments by year-end for liquidity if the trajectory continues.
Assure: Neonatal Unit & Fundraising. Fundraising Performance (Home from Home Campaign) Secure/forecasted funding sits at ~£3.4M against the total build requirement, leaving ~£166,000 unallocated. Project completion is targeted for 4 June 2027 following a slight 3-week delay. The Big Give: An application has been submitted hoping to secure match funding that could generate up to £100,000. Yorkshire Charity Clay Day: Generated £75,000, with an invitation to pitch again for the 2027 event for a similar potential return. British Police Symphony Orchestra Event: Scheduled for 10 October, targeting approximately £30,000 gross income and £10,000 net income. Major Grants/Pledges: Secured £2.375 million in pledges/received funds as of late June, backed by a secondary pipeline of ~£500,000 and ongoing support from the Harry and Mary Foundation.

Report completed by: Altaf Sadique

Charitable Funds Committee Chair and Non-Executive Director

04/08/2026

Council of Governors Open				
Meeting Date:	30 September 2026		Agenda Reference:	CGo.9.26.5c
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 August 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 – 24 September 2026			

Report content
1. Patients Performance against the standards measured within the NHS Oversight Framework 2026/27 had not been published at time of writing a review of the published position will be undertaken in due course. The prominence of the Referral to Treatment (RTT) 18-week incomplete measure has increased nationally and regionally given the deterioration and the potential winter impact on elective activity and concerns about the national elective waiting list. At BTHFT we have seen a deviation away from plan for RTT performance (matching the national trend) although we have sustained strong delivery of the over 52-weeks RTT position, with the Trust close to upper decile performance amongst Acute providers. Demand has stabilised at increased but predicted levels meaning the pressure is related to clock

stopping activity levels rather than new referrals into the organisation. Outpatient activity is delivering in line with plan but not generating the pathway progression expected. This has created an immediate pressure but also signifies a productivity benefit for future months delivery if focus is applied to waiting list management and streamlining decision making.

Outpatient and Theatre productivity programmes are progressing 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. This aligns strongly with the recently published standards for patient experience when waiting for elective appointments. Targeted work to deliver service specific transformation plans is being accelerated using a best practice model for assessing and improving resource utilisation. Both programmes feed into the Trust recovery structure and combined with improved pathway management can quantifiably deliver the recovery to plan needed. This will of course need to be closed tracked.

Improving the time to inform patients of whether they have cancer or not in no more than 28 days remained a priority and performance for the related Faster Diagnosis Standard (FDS) measure is being sustained at levels above target. For the 62-day first treatment standard we have seen some deterioration in performance across several tumour groups relating to complexity, capacity and patient availability. Each theme and tumour group with increased waits have specific recovery plans that are tracked weekly to support improvement. Ongoing transformation work will continue in line with the National Cancer Plan so that recovery is then sustained.

Daily attendances to the Emergency Department (ED) had tracked above expected levels for each month since April, with some of the highest daily numbers on record, but dropped in line with last year during August. Emergency Care Standard (ECS) 4-hour performance and the equivalent measure for paediatric attendances have improved in August. The seasonal drop in attendance may have contributed but there has also been intensive work, monitored daily to improve this position. 12-hour performance has yet to show the same improvement, but process changes are being embedded and admission ward capacity configured in support of this, with gains expected from September which will then be sustained via the winter plan.

Winter Planning

The Winter Plan has been developed and presented through the Executive Team Meeting (ETM) and will be presented at the September Finance & Performance Committee, in addition it will be shared for final sign off and approval at the Board meeting on 24 September 2026.

The plan sets out the Trust's operational response to all requirements contained within the NHS England Winter Planning 2026/27 Expectations and Assurance Framework, which was published on 17 July 2026. The plan has been reviewed against the NHS England Board Assurance Template to ensure compliance with all required planning and assurance standards.

2. People

Equality, Diversity and Inclusion

Belonging & Inclusion Festival

On Tuesday 15 September 2026, as part of the celebrations for National Inclusion Week (14-20 September 2026), we held a "Belonging at Bradford" on the main concourse at BRI. To launch the festival, we were joined by local sporting hero Anthony Cotterill, a two-time Paralympian and elite wheelchair tennis player (who has represented Team GB on the world stage and has won more than 40 international titles, a world championship and global singles ranking of no.5). Colleagues joined Antony in the Sovereign Lecture Theatre where he gave an inspirational presentation, sharing some of his personal experiences of the NHS and healthcare, following a life-changing accident in 2003. Antony spoke about his initial treatment through to the day-to-day challenges of living as a wheelchair user. He gave insight into how small changes can make a big difference in creating a more inclusive experience

for our staff, patients and visitor. The celebrations continued on the main concourse at BRI where Antony hosted a meet and greet, photo opportunity with some of his medals and a fun mini assault course using his sports wheelchair. Colleagues from a range of services/ departments across the Trust (including our four staff equality networks), joined the celebration on the concourse to showcase their work and engage colleagues in conversations about equality, diversity and inclusion. This provided an opportunity for staff to learn more about the support available, celebrate the diversity of our workforce and contribute to ongoing dialogue about how we continue to build an inclusive culture across the Trust, with some fun challenges and the chance to win prizes. Creating an inclusive organisation is everyone's responsibility.

Visit from NHS Race and Health Observatory

On 13 August 2026 we had a visit from the NHS Race & Health Observatory (CEO) Dr Habib Naqvi and Owen Chinembri, Assistant Director for Workforce. A range of engagement sessions took place, including sessions with Trust Board, our four staff equality networks, colleagues from maternity services and representatives from the voluntary and community sector. As part of the closing session, the Trust officially signed up to the 7 anti-racist principles. In addition to this, we have signed up to a 6-month Community of Practice Programme with the NHS Race & Health Observatory to accelerate progress on implementing the 7 principles, to learn from the experts at NHS Race & Health Observatory and to share best practice. Saj Azeb, Chief Operating Officer/ Deputy Chief Executive (and Executive sponsor for the Trust Race Equality Network) has agreed to be executive sponsor for the programme.

3. Place

NHS West Yorkshire ICB

At the time of writing our local ICB had developed a new operating model that came into effect on 1 September 2026, with formal communications due to be shared detailing what this model looks like, what it means for people working for the ICB and what it means for partners. The new operating model reflects the reduced workforce at the ICB which has gone from approximately 1200 people to around 700 people once the final round of appointments has taken place. It is expected that the communications update will include details on how the new operating model will support work that involves wider partners and place-based developments including integrated neighbourhood health and the development of place provider partnerships.

Place provider partnership (PPP) update

It has been confirmed that the formal launch of PPPs is being delayed until April 2028, however work continues at pace to ensure that all PPPs in West Yorkshire are ready in shadow form by April 2027. Bradford District and Craven is one of three PPPs in West Yorkshire the others being Leeds and one for Calderdale, Kirklees and Wakefield. On 1 April 2028, it is now expected that most, if not all, the budget will be devolved to PPPs than previously expected. At this stage, the settlement is being worked through with more details to be provided in due course. The governance work required to get us to where we need to be as a PPP continues, as do organisational development sessions.

Bradford District and Craven Partnership

As part of the ICB change programme, people are now being appointed to roles including those who will be part of the Bradford District and Craven integrator team that will consist of around 35 people. The work of the integrator team will broadly fall in three areas: population health management and clinical leadership; innovation and change; and neighbourhood and primary care development. The aim is to enable Bradford District and Craven to become a population-led, prevention-focused and integrated health and care system. This is to be done by connecting partners, using intelligence to target need, supporting neighbourhood delivery, enabling innovation and change, and providing the system with the insight, infrastructure and assurance needed to deliver better outcomes and reduce inequalities.

The expected objectives are:

- Population insight - build a shared understanding of population need, inequalities, outcomes and unwarranted variation to inform priorities and resource allocation.
- Prevention and population health - Shift the system towards prevention, proactive care and earlier intervention, particularly for populations at greatest risk of poor outcomes.

- Neighbourhood integration- Enable integrated neighbourhood teams and primary care to organise services around defined populations, working across organisational and professional boundaries.
- System transformation - Enable partners to redesign pathways and services around people, moving care closer to home and improving quality, access, experience and productivity.
- Innovation and improvement - Identify, test, evaluate and scale innovative approaches that deliver measurable improvements and ensure successful change becomes embedded.
- System enablement and assurance - Provide the relationships, infrastructure, intelligence, programme support and assurance that enable partners to deliver collectively, while retaining clear organisational accountability.

The integrator team and functions will ultimately transfer across to the host provider for the PPP, with those working in these functions supporting us as we move towards shadow form.

4. Partners

West Yorkshire Association of Acute Trusts (WYAAT) Committee in Common, 28th July 2026

I attended the WYAAT Committee in Common (CiC) meeting on 28th July, the first hour of which was a dedicated session with Regional Chair, Bill McCarthy. We then received an update on operational context and place provider collaboration from each individual place. We reflected on the recent publications relating to maternity and reviewed the strategy and case for change delivery including programme risks and escalations and a focus on major infrastructure projects.

WYAAT Programme Executive Meeting, 4th August 2026 and 1st September 2026

I attended the WYAAT Programme Executive Meetings on both 4th August and 1st September. At the August meeting, we received our usual Trust updates and collaborative reports and reviewed the terms of reference. We also discussed the place provider partnership arrangements, our commissioning approach, and shadow priorities. We discussed maternity and infrastructure which had both been raised at the July Committee in Common. The annual leave project scope was received.

The meeting in September included an update from the Integrated Care Board (ICB) and system, and updates from individual Chief Executive Officers. We received updates around both non-surgical oncology (NSO) and microbiology feasibility. The usual collaborative report was received, and the October programme executive plan was discussed.

WYAAT System Leadership Executive, 4th August 2026 and 1st September 2026

I attended the WYAAT System Leadership Executive on 4th August, which was a focused session on partnerships and strategic commissioning and system development. We discussed progress to date, the case for change, a revised timeline for system changes, the scope of service for place provider partnerships and arrangements for 2027/28. We received an update on system leadership and leading for system change.

At the meeting on 1st September, we discussed progress since the previous meeting, reviewed risks and mitigations, and discussed the 2027/28 planning round.

5. National Reports

NHS West Yorkshire Integrated Care Board (ICB) - Strategic Commissioning and System Development

On 2 September 2026 the trust received a letter from Jonathan Webb, Chief Executive of the NHS West Yorkshire ICB. The letter thanked members of the West Yorkshire System Leadership Executive Group for joining a meeting on 1 September and confirmed the strong support for developing Place Provider Partnerships (PPPs) and a wider move towards integrated neighbourhood health, with Places based on unitary authority footprints and the ICB taking a stronger strategic commissioning role ahead of April 2028. The key risks identified included clarifying the case for change and its benefits for local people, strengthening strategic commissioning capability, improving provider relationships, managing host-provider implications, securing sufficient capacity, maintaining momentum and balancing future

development with current operational pressures. The group agreed that the case for change should focus more clearly on expected outcomes and practical improvements for residents, alongside greater collective leadership, challenge and early problem-solving, potentially supported by readiness or gateway reviews. A clear roadmap of milestones and decisions to April 2028 will also be developed, with the 2027/28 planning process providing an opportunity to test the future approach. The steering group will now progress the case for change, programme roadmap and readiness arrangements, with progress reviewed through future System Leadership Executive meetings.

NHS England Preventing Unlawful Access to Patient Records

Recent national communications concerning staff members' unlawful access to patient records has been positively received locally, regionally and nationally and helps reinforce existing messaging and Information Governance (IG) good practice within Trusts. This has been partly driven by media reports highlighting high-profile incidents. The shift in terminology from 'Inappropriate Access' to 'Unlawful Access' is widely welcomed, as it conveys a stronger and clearer message.

The Trust's current Information Governance (IG) practices concerning **unlawful access** to patient records, include regular staff communications, incident reporting and monitoring, and mandatory annual training. There are auditing facilities available within clinical systems, and this is message is reinforced with colleagues noting that training alone is not always enough to prevent breaches. Improvements are being planned such as more frequently structured pro-active scheduled all-staff communications, themed global screensavers, and obtaining disciplinary outcome statistics from HR to further strengthen governance and reduce unlawful access incidents. Further information on the publication can be found here - [NHS England » Preventing unlawful access to patient records](#)

NHS England Quality Strategy 2026

A 10-year strategy to make high-quality care the standard across all NHS-funded services was published by NHS England in July was updated on 20 August 2026 to provide detail on three quality domains: Safety, Effectiveness, and Experience. The main aims are to improve outcomes, reduce inequalities, and increase patient satisfaction. Priority areas include patient safety, maternity care, reducing variation in outcomes, improving patient experience, and tackling inequalities. Delivery will focus on stronger leadership, accountability, better use of data and technology, transparency, and continuous improvement. The overarching key message is that Quality improvement is everyone's responsibility and is intended to deliver safer, more effective, and more equitable care across the NHS.

For further information the NHS England publication can be found here - [NHS England » Quality strategy for NHS-funded care in England](#)

Nottingham Maternity Review

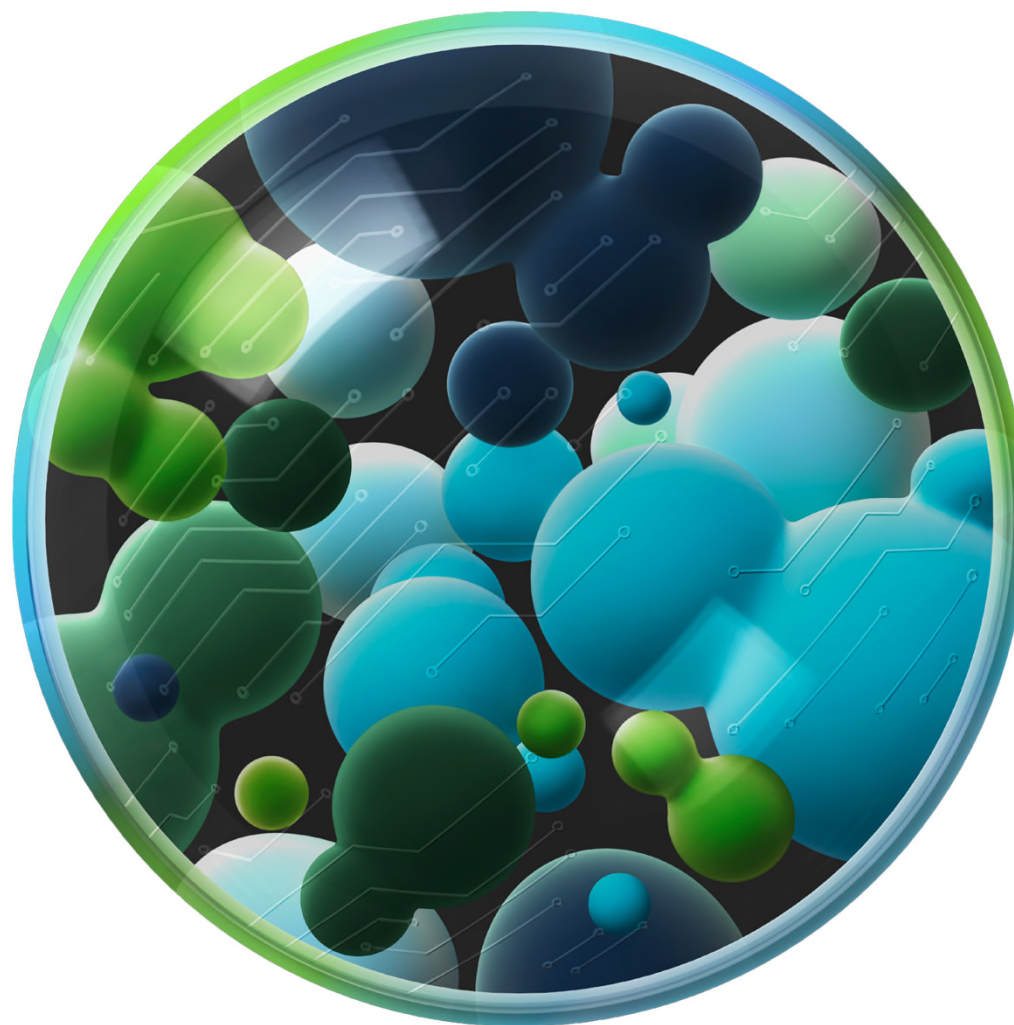
In response to the final report of the Independent Review of Maternity Services at Nottingham University Hospitals NHS Trust, led by Donna Ockenden in June 2026, the Board continues to receive assurance reports on progress being made against the actions identified for acute NHS trusts. Oversight is led by the Chief Nurse and reported to the Quality Board Committee and onwardly to the Board of Directors.

[NHS England » Nottingham maternity review findings on post-death care and key actions required following the Fuller Inquiry](#)

Maternity and Neonatal 10 Point Plan Assurance Process

In response to systemic failings, NHS England published a Maternity and Neonatal 10 Point Assurance Process in August, to drive accountability, improve safety, governance and enforce national standard across trusts. As above, the Board will receive assurance reporting via the Chief Nurse on the progress being undertaken to implement the requirements of the 10-Point Plan.

Details can be found here - [2026\129. PRN02631 i Letter Maternity and Neonatal 10 Point Plan assurance process_120826-final.pdf](#)



Osbourne S Jordan
25/09/2025 12:20:26

External audit of Bradford Teaching Hospitals NHS Foundation Trust 2025/26

OVERALL AUDIT ASSURANCE

Unqualified opinion, with no significant weaknesses identified in Value for Money arrangements

Financial statements

Unqualified audit opinion issued 26 June 2026.

No matters identified where proper practices were not observed.

Statutory reporting

Remuneration and Staff Report properly prepared.

Annual Report consistent with the financial statements; Annual Governance Statement met disclosure requirements.

Value for Money

No significant weaknesses reported in 2025/26.

The prior-year significant weakness was followed up and no significant weaknesses identified for 2025/26.

NEXT FORMAL MILESTONE

Audit certificate to follow once the NAO confirms completion of NHS group consolidation — expected in the autumn.

Group consolidation schedules were consistent with the audited financial statements. No additional reporting powers were exercised.



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Council of Governors			
Meeting Date:	30 September 2026	Agenda Reference:	CGo.9.26.6b
Report Title:	Annual statement to Council of Governors regarding external audit		
Presented by:	Zafir Ali, Audit Committee Chair		
Executive Lead:	Ben Roberts, Chief Finance Officer		
Author:	Jacqui Maurice, Head of Corporate Governance		
Report Summary			
Purpose of the paper:	Decision ☐ (approve)	Assurance ☒	Action ☐ (review/discuss/ comment)
Summary of Key Issues/Highlights:	In line with a range of advice and guidance, in particular from NHSE; Audit and assurance: a guide to governance for providers and commissioners the Audit Committee should provide a statement to the Council of Governors regarding: The performance of the external auditor in the previous year The Audit Committee should periodically report to the Council of Governors on the performance of the external auditor, including details such as the quality and value of the work, the timeliness of reporting and fees. <i>As a minimum this should be in advance of any retendering but may be more frequent at the foundation trust's discretion.</i> The use of external Auditors for Non-Audit Services The Council of Governors should receive a report at least annually of non-audit services that have been approved for the auditors to provide under the policy (on the basis of services approved, regardless of whether they have started or finished) and the expected fee for each service. The Audit Committee has provided this information in previous years; however this has formed part of the Audit Committee's general reporting through to the Board via the Chair reports (and subsequently to the Council of Governors) and, other direct reporting with regard to the Annual Report and Accounts. The statement from the Audit Committee Chair to the Council of Governors covering 2025/26 is attached at Appendix 1.		
Recommendation/s: (including any decision/approval required)	The Council of Governors is asked to note and derive assurance from this report.		
Link to Strategic Objective:	N/A		
Link to priority transformation programmes:	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:	Audit Committee 8 September 2026

Report content
The statement below to the Council of Governors was confirmed and agreed with the Audit Committee on 8 September 2026. Appointment of External Auditor The most recent tender exercise for the appointment of an External Auditor concluded in July 2025 with the awarding of the contract to Deloitte LLP. To support the tender process, a working group was established early in 2025 comprising the following: • Bryan Machin, Audit Committee Chair • Zafir Ali, Non-Executive Director, Audit Committee member • Philip Turner, Public Governor • Ruth Houghton, Staff Governor • Ben Roberts, Chief Finance Officer • Michael Quinlan, Deputy Director of Finance The Council approved the appointment of Deloitte LLP as the External Auditor for a 3-year contract term commencing 1 August 2025 for three years (to 31 July 2028) with the option to extend for 2 further 12-month periods. The cost of the bid over the total 5-year contract term is £2.1m. Scope of the External Auditor The external audit service covers the financial statements audit, a review of the annual report and an assessment of the Trust’s arrangements for securing economy, efficiency and effectiveness in the use of its resources (VFM assessment). Performance of the External Auditor 2025/26 The following key reports were provided as required which the Audit Committee considered and reviewed in line with their responsibilities. • External Audit Plan 2025/26 • External Audit Progress Update • ISA 260 (Auditor’s report to those charged with governance) • Auditor’s Annual Report 2025/26 The Audit Committee received the External Audit Plan for 2025/26 in February 2026. The audit was completed within the agreed timescales and the Trust submitted its Annual Report and Accounts on 26 June 2026, in line with the NHS England timetable.

The Auditor's Annual Report was received by the Audit Committee on 8 September 2026.

Use of External Audit to provide non-audit services

Any proposal for the use of the External Auditors to provide non-audit services is required to be reported to the Audit Committee. Dependent upon the nature and/or cost of the services, then Audit Committee approval is required. During 2025/26, the External Auditors were not used to provide non-audit services.

Audit Committee conclusions

- The Audit Committee confirms that it is satisfied with the performance of the external auditor, including the quality and value of the work and the timeliness of reporting. The Audit Committee remains satisfied with the fees charged.
- The Audit Committee can confirm that there were no engagements made under the 'use of external audit to provide non-audit services' in 2025/26.

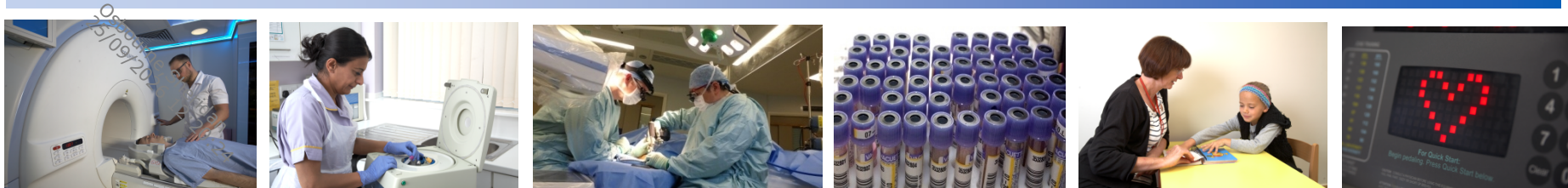
Zafir Ali,
Audit Committee Chair
8 September 2026

Osbourne, Sheridan
25/09/2026 12:20:24

National health news of significance to our Trust

Presentation to Council of Governors on Wednesday 30 September 2026

Shak Rafiq, strategic communications and engagement lead



What this presentation will cover

- 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 including a change in the ministerial team at the Department for Health and Social Care, two national conversations that people can get involved in and uplifting stories from our Trust that you might have missed.
- **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: 11am on Wednesday 23 September 2026**

New Department for Health and Social Care ministerial team

The new Department of Health and Social Care (DHSC) team under the **Secretary of State for Health and Social Care, Yvette Cooper MP**, has now been confirmed.

- Karin Smyth MP takes responsibility for NHS secondary care
- Dame Diana Johnson DBE will head up general practice, public health, neighbourhood health and patient safety.
- Health innovation and life sciences will be split across two ministers: James Frith MP takes on med-tech, medicines and research, while Chris McDonald MP leads on life-sciences investment.
- Alison McGovern will oversee adult social care
- Baroness Merron will cover women's health and maternity.



[The Rt Hon Yvette Cooper MP](#)

[Secretary of State for Health and Social Care](#)



[The Rt Hon Dame Diana Johnson DBE MP](#)

[Minister of State \(Minister for Public Health and Patient Safety\)](#)



[Alison McGovern MP](#)

[Minister of State \(Minister for Social Care and Mental Health\)](#)



[Karin Smyth MP](#)

[Minister of State for Health \(Secondary Care\)](#)



[Chris McDonald MP](#)

[Minister of State \(Minister for Science, Innovation and Investment\)](#)



[James Frith MP](#)

[Parliamentary Under-Secretary of State \(Minister for Health Innovation\)](#)



[Baroness Merron](#)

[Parliamentary Under-Secretary of State \(Minister for Women's Health and Maternity\)](#)

Call for evidence launches on the title 'nurse'

The Department of Health and Social Care launched a call for evidence on who should be able to use the title 'nurse'.

The consultation will consider:

- The professions and roles that should continue to be able to use the title 'nurse' without risk of prosecution
- Other professional titles that should be protected under the Nursing and Midwifery Council's (NMC) legislative framework

This intention is to protect the title in law, so people who are not qualified cannot mislead patients by calling themselves a nurse.

The call for evidence asks for views from the public, employers, educators, charities, regulators and organisations currently using the term 'nurse'.

The call for evidence will close on Thursday 8 October 2026.

To take part in the call for evidence please visit: <https://www.gov.uk/government/calls-for-evidence/using-the-professional-title-nurse>

Take part in the big conversation on care

- The Big Conversation on Care, is giving people a chance to have a direct role in shaping the future of adult social care in England.
- Between now and April 2027, The Big Conversation will give people across England the opportunity to say what they want and expect from a future National Care Service, including on the tough questions on who it should support, what families should reasonably be expected to do, and how the country should pay for care in a fair and sustainable way.
- The Big Conversation will **run in two phases**. The first phase of the conversation, from July to November, will ask people about the values and principles we should all expect from a care system and who should be eligible for support. The second will focus on how care should be funded and how reform should be delivered.

For more details and to take part:

<https://caseycommission.co.uk/bigconversation/>

Together Against Suicide

The Premier League and its clubs have launched their Together Against Suicide campaign, supporting fans affected by suicide or suicidal thoughts, offering confidential support to those who need it most.

- This season, all 20 Premier League clubs are providing bespoke support for fans on home matchdays, helping them access trusted support in safe, non judgmental environments. Developed in partnership with suicide prevention charity Samaritans, the initiative raises awareness of the confidential information and expertise available to fans.
- The Department of Health and Social Care (DHSC) has produced a series of assets to amplify the campaign through your channels, raise awareness of available support, and encourage conversations about suicide prevention and mental health.
- Please keep an eye out for campaign messages shared by football clubs and partners such as Samaritans and do share among your networks.

NHS West Yorkshire ICB update

- Jonathan Webb has been appointed as the Chief Executive for NHS West Yorkshire ICB, having previously held the role in an interim capacity since April 2026 after Rob Webster left the ICB.
- At the time of writing our local ICB had developed a new operating model that came into effect on 1 September 2026.
- The new operating model reflects the reduced workforce at the ICB which has gone from approximately 1200 people to around 700 people once the final round of appointments have taken place.
- The ICB's seven core commissioning intentions cover the whole course of people's lives: starting well, growing well, working well, ageing well and dying well. They are underpinned by its commitments to reducing inequalities and protecting the health of its population.
- It is expected that more details will follow on how the new operating model will support work that involves wider partners and place-based developments including integrated neighbourhood health and the development of place provider partnerships.

Place-based update

Place provider partnership (PPP) update

It has been confirmed that the formal launch of PPPs is being delayed until April 2028, however work continues at pace to ensure that all PPPs in West Yorkshire are ready in shadow form by April 2027. Bradford District and Craven is one of three PPPs in West Yorkshire the others being Leeds and one for Calderdale, Kirklees and Wakefield. On 1 April 2028, it is now expected that most, if not all, the budget will be devolved to PPPs than previously expected. At this stage, the settlement is being worked through with more details to be provided in due course. The governance work required to get us to where we need to be as a PPP continues, as do organisational development sessions.

Bradford District and Craven Partnership

As part of the ICB change programme, people are now being appointed to roles including those who will be part of the Bradford District and Craven integrator team that will consist of around 35 people. The work of the integrator team will broadly fall in three areas: population health management and clinical leadership; innovation and change; and neighbourhood and primary care development. The aim is to enable Bradford District and Craven to become a population-led, prevention-focused and integrated health and care system. This is to be done by connecting partners, using intelligence to target need, supporting neighbourhood delivery, enabling innovation and change, and providing the system with the insight, infrastructure and assurance needed to deliver better outcomes and reduce inequalities.

BTHFT signs up to NHS Race and Health Observatory anti-racism principles

- Bradford Teaching Hospitals NHS Foundation Trust is proud to have joined many other NHS organisations in signing up to seven national principles of anti-racism – to turn pledges into real and meaningful workplace actions which benefit everyone.
- The principles, developed by the NHS Race and Health Observatory, are designed to dismantle structural, institutional, and interpersonal racism to improve patient safety, strengthen leadership, and protect staff.
- To mark its commitment to tackling all forms of racism and health inequalities, the Trust was delighted to welcome the Observatory's Chief Executive, Professor Habib Naqvi MBE and Assistant Director of Workforce, Owen Chinembiri to Bradford Royal Infirmary last week.
- They met the Trust's Executive team, visited Maternity services and Bradford Institute for Health Research, chatted with members of our staff equality networks and joined local community partners to hear their stories and their hopes for the future through strong, grassroots engagement with the Trust.

We look forward to working with the NHS Race and Health observatory, with further updates to follow in due course.

Uplifting stories from our Trust

- Our **24 hour therapy dash** has been adopted by wider West Yorkshire NHS charities and therapy teams with the second dash taking place here in Bradford as well as Calderdale, Leeds and Mid Yorkshire. The 24 hour therapy dash is the brainchild of Lisa Capewell, physiotherapist at BTHFT. Look out for next year's dash, we have big plans and want you to take part.
- A baby whose **rare genetic change was picked up by a major research study**, which Bradford Teaching Hospitals NHS Foundation Trust is involved in, has helped diagnose the same change in his older brother – allowing vital early monitoring of both.
- A Bradford **cancer survivor has donated a painting** to the hospital that helped save his life. Nigel Firth, a former full-time carer, was diagnosed with prostate cancer in late 2022. The 59-year-old from Low Moor, recently donated a painting called 'Hope' to Bradford Royal Infirmary (BRI).
- Anaesthetists at Bradford Teaching Hospitals have once again been **recognised for delivering outstanding patient care** after successfully achieving re-accreditation from the Royal College of Anaesthetists (RCoA).

COUNCIL OF GOVERNORS				
Meeting Date:	30 September 2026		Agenda Reference:	CGo.9.26.9b
Report Title:	Governors Nominations and Remuneration Committee (NRC) Report			
Presented by:	Mark Chambers (NRC Governor)			
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:	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. The meeting took place on 21 September 2026 and combined the scheduled NRC meeting (due to take place on 15 September) with an extraordinary NRC to consider matters related to the two new NED appointments. The Committee considered the following items: • NED re-appointments considered (for further discussion and approval at today's private meeting). • NRC Terms of Reference (included under item CGo.9.26.9b for approval). • NED shortlisting: The shortlisted candidates have been agreed in relation to the search for two new NEDs • NED interview & stakeholder process: The processes and membership of the stakeholder panel and interview panel have been confirmed. The stakeholder panel will take place on 6 October 2026 with interviews held on 7 October 2026. Next meeting of the NRC The next quarterly meeting of the NRC is scheduled for 8 December 2026, however an extraordinary meeting will be scheduled to develop a recommendation for the Council regarding the two new NED appointments.			

Osbourne, Sheridan
25/09/2026 12:20:24

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

Osbourne, Sheridan
25/09/2026 12:20:24

Council of Governors				
Meeting Date:	30 September 2026	Agenda Reference:	CGo.9.26.9b	
Report Title:	NRC Terms of Reference			
Presented by:	Laura Parsons, Associate Director of Corporate Governance/Board Secretary			
Lead:	Karen Walker, Acting Chair			
Author:	Laura Parsons, Associate Director of Corporate Governance/Board Secretary			
Report Summary				
Purpose of the paper:	Decision X (recommend)	Assurance ☐	Action ☐ (review/discuss/ comment)	Information ☐
Summary of Key Issues/Highlights:	The Governors NRC has terms of reference which provide the framework for the practice and procedure of meetings. The terms of reference have been reviewed and the proposed amendments are included as tracked changes at Appendix 1. The amendments will ensure that the terms of reference remain up to date and are aligned with associated documents, for example the Process for managing concerns. The NRC reviewed their terms of reference at their meeting on 21 September 2026.			
Recommendation/s: (including any decision/approval required)	The NRC recommends that the Council of Governors approves the proposed amendments to its terms of reference.			
Link to Strategic Objective:	N/A			
Link to Priority Programmes:	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:	Governors NRC 21 September 2026			

Terms of Reference for the Council of Governors Nominations and Remuneration Committee

Please note that all references in these Terms of Reference to Non-Executive Directors are to be taken to include the Chair, unless specifically indicated otherwise.

1 Authority

- 1.1** The Council of Governors' Nominations and Remuneration Committee (the Committee) is constituted as a Committee of the Council of Governors. Its constitution and Terms of Reference shall be as set out below, subject to amendment at future meetings of the Council of Governors.
- 1.2** The Committee is authorised by the Council of Governors to act within its Terms of Reference.
- 1.3** The Committee is authorised by the Council of Governors, subject to funding approval by the Associate Director of Corporate Governance / Board Secretary, to request professional advice and request the attendance of individuals and authorities from outside the Foundation Trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.
- 1.4** The Committee is also authorised to request such internal information as is necessary and expedient to the fulfilment of its functions.

2 Conflicts of interest

- 2.1** The Chair of the Foundation Trust, or any Non-Executive Director present at Committee meetings, will withdraw from discussions concerning their own re-appointment, remuneration or Terms of Service.

3 Membership

- 3.1** The membership of the Committee shall consist of at least six Governors including at least three Public/Patient Governors. Members will be appointed by the Council of Governors.
- 3.2** Appointments to the Committee shall be for three years for each Governor or, until their period as Governor comes to an end (whichever occurs first). Governors are able to serve more than one three year length of tenure.
- 3.3** The Committee will normally be chaired by the Foundation Trust Chair. Where the Chair has a conflict of interest, for example when the Committee is considering the Chair's re-appointment or remuneration, the Committee will be chaired by the Governor agreed by the Committee.
- 3.4** A quorum shall be three members, two of whom must be Governors.
- 3.5** Where a member is unable to attend meetings of the NRC for an indefinite period for any reason, the Council of Governors will be asked to consider whether that member should

be removed from the membership of the NRC, taking into account the individual circumstances in each case. Where it is agreed that the member will be removed from the NRC, a search will then commence from amongst the Council of Governors to fill the vacancy.

4 Secretary

- 4.1** The Associate Director of Corporate Governance / Board Secretary shall be available to advise the Committee.

5 Attendance

- 5.1** Only members of the Committee have the right to attend Committee meetings.
- 5.2** At the invitation of the Committee, meetings shall routinely be attended by the Associate Director of Corporate Governance / Board Secretary and Director of Human Resources.
- 5.3** Other persons may be invited by the Committee to attend a meeting so as to assist in deliberations.

6 Frequency of meetings

- 6.1** Meetings shall be held as required, but at least twice in each financial year.
- 6.2** ~~At the request of the Chair, the Committee may hold meetings 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 as standard meetings of the Committee and shall be minuted accordingly. With the agreement of the Chair, members of the Committee may participate in meetings of the Committee 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.~~

7. Remit of the Council of Governors Nominations and Remuneration Committee

With regard to nominations the Committee will:

- 7.1** Periodically review the balance of skills, knowledge, experience and diversity of the Non-Executive Directors and, having regard to the views of the Board of Directors and relevant guidance on Board composition, make recommendations to the Council of Governors with regard to the outcome of the review.
- 7.2** Take into account the views of the Board of Directors on the qualifications, skills and experience required for each position.
- 7.3** Review annually the time commitment requirement for Non-Executive Directors.
- 7.4** Give consideration to succession planning for Non-Executive Directors, taking into account the challenges and opportunities facing the Foundation Trust and the skills and expertise needed on the Board of Directors in the future and; make recommendations to

the Council of Governors concerning plans for succession, particularly for the key role of Chair.

- 7.5** Agree with the Council of Governors a clear process for the nomination of a Non-Executive Director.
- 7.6** For each appointment of a Non-Executive Director, agree a description of the role, capabilities and, expected time commitment required.
- 7.7** Make recommendations for suitable Non-Executive Director / Chair candidates to fill vacant posts within the Committee's remit, for appointment by the Council of Governors.
- 7.8** Ensure that on appointment Non-Executive Directors receive a formal Terms of Engagement which will set out clearly what is expected of them and include the remuneration, allowances and other Terms and Conditions.
- 7.9** Make recommendations to the Council of Governors in respect of the re-appointment of any Non-Executive Director. Any term beyond six years must be subject to a particularly rigorous review and adhere to the guidance provided in the Code of Governance for NHS Provider Trusts.
- 7.10** ~~Make recommendations to the Council of Governors in regard to any matters relating to the removal of office of a Non-Executive Director. Where there has been a finding of a major breach of conduct in relation to a Non Executive Director or a Governor (or, where appropriate, two or more findings of minor breaches of conduct), review and consider the issue, the process of investigation and the findings. When satisfied that the process has been followed appropriately, the Committee shall then refer the matter on to the Council of Governors.~~
- 7.11** To be consulted by the Board of Directors on the appointment of the Senior Independent Director and to report on this consultation to the Council of Governors.
- 7.12** Review and approve the annual appraisal process for the Chair ~~with the Board of Directors.~~
- 7.13** Review and approve the annual appraisal process for the Non-Executive Directors ~~with the Chair.~~

With regard to remuneration the Committee will:

- 7.14** In accordance with all relevant laws and regulations, recommend to the Council of Governors the remuneration, allowances and other Terms and Conditions for Non-Executive Directors; taking into account the views of the Chair (except in respect of his/her own remuneration, allowances and other Terms and Conditions), the Chief Executive Officer and any external advisers.

In adhering to all relevant laws and regulations establish levels of remuneration which:

- 7.14.1** Reflect the time commitment and responsibilities of the roles;
- 7.14.2** Take into account appropriate benchmarking and market-testing, while ensuring that increases are not made where Foundation Trust or individual performance do not justify them; and;

7.14.3 Are sensitive to pay and employment conditions elsewhere in the Foundation Trust.

7.15 Oversee other related arrangements for Non-Executive Directors.

8 Minutes and reporting

8.1 Formal minutes shall be taken of all Committee meetings and once approved by the Committee, circulated to all members of the Council of Governors unless a conflict of interest or matter of confidentiality exists.

8.2 After each meeting, the Committee will provide a report on the matters discussed to the next formal Council of Governors meeting.

9 Performance evaluation

9.1 The Committee shall review annually its collective performance.

10 Review

10.1 The Terms of Reference of the Committee shall be reviewed by the Council of Governors at least annually.

Osbourne, Sheridan
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Council of Governors - Public			
Meeting Date:	24 September 2026	Agenda Reference:	CGo.9.26.10
Report Title:	Constitution		
Presented by:	Laura Parsons, Associate Director of Corporate Governance / Board Secretary		
Lead:	Karen Walker, Acting Chair		
Author:	Laura Parsons, Associate Director of Corporate Governance / Board Secretary		
Report Summary			
Purpose of the paper:	Decision ☒ (approve)	Assurance ☐	Action ☐ Information ☐
Summary of Key Issues/Highlights:	The Trust's Constitution was last updated in November 2024 and is therefore due for review. The proposed amendments have been presented for review and approval by the Board of Directors and are now presented for final review and approval by the Council of Governors. The following amendments have been made: - Amendments to disqualification criteria for Governors and NEDs to include previously being removed from the COG / Board, and failure to confirm their acceptance of the NEDs and Governors Code of Conduct within 14 days of their election/appointment. - Updated references to the NEDs and Governors Code of Conduct and the Process for Managing Concerns in relation to the Chair, another NED or a Governor. - Removal of paragraph 6.14.9 relating to the declaration of interests at Council of Governors meetings, which contradicts paragraph 6.14.2. - Minor typographical amendments. Due to the length of the document, Annex 4 (Model Election Rules) is not attached and is available on request from the Corporate Governance team. No amendments are proposed to this Annex. The Council of Governors is asked to note that the Constitution will be subject to further review and amendment subject to the progression of the Health Bill, which is expected to receive Royal Assent by April 2027.		
Recommendation/s: (including any decision/approval required)	The Council of Governors is asked to review and approve the proposed amendments.		
Link to Strategic Objective:	N/A		
Link to priority transformation programmes:	N/A		
Implications			
Risk:	N/A		
Legal/Regulatory:	The Trust is required to have a constitution in line with the NHS Act 2006 (as amended).		

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 24 September 2026

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Bradford Teaching Hospitals
NHS Foundation Trust

Constitution

DRAFT

Approved by Council of Governors: ~~17 October 2024~~
Approved by the Board of Directors: ~~28 November 2024~~

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BRADFORD TEACHING HOSPITALS NHS FOUNDATION TRUST

(A PUBLIC BENEFIT CORPORATION)

CONSTITUTION

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

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

1. DEFINITIONS

In this Constitution:-

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

appointed by one or more local authorities whose area includes the whole or part of the area of the Foundation Trust;

"Member"

means a member of the Foundation Trust;

"Non-Executive Director"

means the Non-Executive Directors of the Board of Directors including the Chair;

"Patient"

means an individual who has attended any of the Foundation Trust's hospitals or clinics, whether NHS or private, at any time;

"Carer"

means an individual who has attended any of the Foundation Trust's hospitals or clinics as a carer of a patient other than an individual providing care in pursuance of a contract (including a contract of employment), or as a volunteer for a voluntary organization;

"Partner Governor"

means a member of the Council of Governors appointed by a Partner Organisation specified in Annex 3;

"Patient Governor"

means a member of the Council of Governors elected by the members of the Patient Constituency;

"Public Governor"

means a member of the Council of Governors elected by the members of the Public Constituency;

"Secretary"

means the Secretary of the Foundation Trust or any other person appointed to perform the duties of the Secretary of the Foundation Trust;

"Staff Governor"

means a member of the Council of Governors elected by the members of a Staff Class;

"Standing Orders"

means the Standing Orders of the Foundation Trust;

"the Foundation Trust"

means Bradford Teaching Hospitals NHS Foundation Trust;

"University Governor"

means a member of the Council of Governors appointed by a University providing medical or dental hospital or professional training to the Foundation Trust.

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2 NAME

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

3 PRINCIPAL PURPOSE

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

4 POWERS

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

5 MEMBERS

5.1 Constituencies

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

- (a) The "Public Constituencies",
- (b) a "Staff Constituency" and,

- (c) a “Patients’ Constituency”.

5.2 Public Constituency

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

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

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

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

5.3 Staff Constituency

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

- a) Medical and Dental practitioners staff class;
- b) Nurses and Midwives staff class
- c) Allied Health Professionals and Scientists class
- d) All Other Staff Class

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

5.3.2 The members of the Medical and Dental Staff Class are individuals who are members of the Staff Constituency who are fully registered within the meaning of the Medicines Act 1956.

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

5.4 Patients Constituency

- 5.4.1 The members of the Foundation Trust who are members of the Patient Constituency are individuals:
- a) who are at least 16 years old and have attended any of the

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Foundation Trust's hospitals or clinics as a patient (as defined within this Constitution), or

- b) the carer of a Patient as identified in 5.4.1 a);
- c) is not eligible to become a member of the Staff Constituency and are not members of any other Constituency and are not otherwise disqualified from membership, and has a postcode outside of the BMDC area; and
- d) has made an application for membership of the Foundation Trust.

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

5.5 Disqualification for Membership

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

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

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

5.6 Termination of Membership

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

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

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5.7 Voting at Governor Elections

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

5.8 Annual Members' Meeting

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

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

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

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

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

6 COUNCIL OF GOVERNORS

6.1 Composition of the Council of Governors

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

- 6.1.2 The Council of Governors shall include:

- (a) 11 Public Governors

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

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

6.2 Public Governors

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

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

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

6.2.4 A person may not stand for election to the Council of Governors as a Public Governor unless they have made a declaration in the form specified in Annex 4 of their qualification to vote as a member for the Public Constituency for which the election is being held and is not prevented from being a member of the Council of Governors by paragraph 8 to Schedule 7 of the 2006 Act or paragraph 6.11 below. It is an offence to knowingly or recklessly make a declaration under paragraph 60 of the 2006 Act which is false in a material particular.

6.2.5 Paragraph 5.7.1 (voting at Governor elections) applies.

6.3 Patient Governors

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

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- 6.3.2 If contested the election must be by secret ballot.
- 6.3.3 The election scheme is set out in Annex 4
- 6.3.4 A person may not stand for election to the Council of Governors as a Patient Governor unless within the period specified in Annex 4 they have made a declaration in the form specified in Annex 4 of the particulars of their qualification to vote as a member of the Patients' Constituency and is not prevented from being a member of the Council of Governors by paragraph 8 to Schedule 7 of the 2006 Act or paragraph 7.10 below. It is an offence to knowingly or recklessly make a declaration under paragraph 60 of the 2006 Act which is false in a material particular.
- 6.3.5 Paragraph 5.7.1 (voting at Governor elections) applies.

6.4 **Staff Governors**

- 6.4.1 Members of a Class of the Staff Constituency may elect any of their number to be a Staff Governor from within that Class.
- 6.4.2 If contested, the election will be by secret ballot.
- 6.4.3 The Election Scheme is set out in Annex 4

6.5 **Role of Local Authority, University and Partner Governors**

- 6.5.1 Subject to the overriding principle that the Governors' first responsibility is to the Council of Governors and the Trust the role of Governors appointed as Local Authority Governors, University Governors and other Partner Governors shall in addition to their general responsibilities as Governors be:
- a) to speak with authority for the organisation they represent and be able to explain its policies;
 - b) to support the role of the Council of Governors as set out in paragraph 6.13;
 - c) to represent the Foundation Trust to the organisation they represent.
- 6.5.2 The appointment of Local Authority Governors, University Governors and other Partner Governors shall be in accordance with a process agreed with the Secretary of the Foundation Trust.

6.6 **University Governors**

- 6.6.1 The University of Leeds and the University of Bradford shall each

appoint a University Governor.

6.7 Local Authority Governors

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

6.8 Partner Governors

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

6.9 Terms of Office

6.9.1 Public Governors, Staff Governors and Patient Governors;

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

6.9.2 Local Authority Governors;

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

6.9.3 University Governors;

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

6.9.4 Other Partner Governors;

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

6.10 Termination of tenure

6.10.1 A Governor may resign from that office at any time during the term

of that office by giving notice in writing to the Secretary.

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

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

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

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

6.11 Disqualification and Removal of a Governor

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

- a) ~~I~~in the case of a Patient Governor, Staff Governor or Public Governor, they cease to be a member of the Constituency they represent;
- b) in the case of a University Governor, Local Authority Governor or other Partner Governor, the appointing organisation withdraws their appointment of them;
- c) they have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged;
- d) they are a person in relation to whom a moratorium period under a debt relief order applies (under Part 7A of the Insolvency Act 1986);
- e) they have made a composition or arrangement with, or granted a trust deed for, their creditors and have not been discharged in respect of it;

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- f) they have within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on them;
- g) they have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- h) they are a person whose tenure of office as the Chair or as a member or Director of a Health Service body has been terminated on the grounds that their appointment is not in the interests of the Health Service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- i) they are an Executive or Non-Executive Director of the Foundation Trust, or a Governor, Non-Executive Director, Chair, Chief Executive Officer of another NHS Foundation Trust;
- j) they are incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs; ~~or~~
- k) they have failed to declare an interest as required by this Constitution or Standing Orders or, have spoken or voted at a meeting on a matter in which they have an interest contrary to this Constitution or Standing Orders, and in this Paragraph interest includes a pecuniary and a non-pecuniary interest in either case whether direct or indirect;
- l) they have previously been removed from the Council of Governors; or
- k)m) they have failed to confirm their acceptance of the Non-Executive Directors' and Governors' Code of Conduct within 14 calendar days of their election or appointment to the Council of Governors.

6.11.2 Where a person has been elected or appointed to be a Governor and they become disqualified under paragraph 6.11.1 to hold that office, they shall immediately notify the Secretary in writing of such disqualification and upon giving such notice that Governor's term of office, if any, shall terminate and they shall cease to act as a Governor.

6.11.3 If it comes to the notice of the Secretary that a person elected or appointed to be a Governor may be disqualified under Paragraph 6.11.1 to hold that office and the Secretary has not received a

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notice under Paragraph 6.11.2 from that person, the Secretary shall make such enquiries as they think fit and, if satisfied that the person may be so disqualified, the Secretary shall give notice in writing to that person that the Foundation Trust proposes to declare the person disqualified as a Governor. In this notice, the Secretary shall specify the grounds on which it appears to them that the person is disqualified and give that person a period of at least 14 but no more than 28 days in which to make representations, orally or in writing, on the proposed disqualification. Any representations shall be to, and considered by, a committee of the Directors which in this case shall determine the proposal. If no representations are received within the specified time or the committee of Directors upholds the proposal to disqualify having heard representations, the Secretary shall immediately declare that the person in question is disqualified and notify them in writing to that effect. On such declaration the person's tenure of office shall be terminated and they shall cease to act as a Governor.

- 6.11.4 At the commencement of their term of office a Governor shall sign the 'Non-Executive Directors' and Governor's Code of Conduct' ('Code of Conduct') as agreed by the Council of Governors. A Governor may be subject to removal from office for non-compliance with the 'Governor's Code of Conduct'. The process to be undertaken is specified with the Process for managing concerns in relation to the Chair, another NED or a Governor.- 'Governor's Code of Conduct'.

6.12 Vacancies

- 6.12.1 Where a vacancy arises on the Council of Governors for any reason other than expiry of term of office, the following provisions will apply.
- 6.12.2 Where the vacancy arises amongst appointed Governors, the Secretary shall request that the appointing organisation appoint a replacement to hold office for the remainder of the term of office.
- 6.12.3 Where the vacancy arises amongst the elected Governors, the Council of Governors shall be at liberty either:
- a) to call an election within three months, provided that the period of the vacancy exceeds three months; or
 - b) to invite the next highest polling Candidate for that seat at the most recent election, who is willing to take office to fill the seat until the next scheduled election, at which time the seat will become vacant and subject to election.
 - c) If no-one is available under 6.12.3 (b) and the vacancy is for

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

6.13 Duties and Responsibilities of Governors

6.13.1 The general duties of the Council of Governors are to:

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

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

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

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

6.14 Declaration of Interests

- 6.14.1 A Governor must declare to the Secretary:

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

- 6.14.2 Such a declaration shall be made by completing and signing a form, as prescribed by the Secretary from time to time, setting out any interests required to be declared in accordance with this Constitution or Standing Orders and delivering it to the Secretary within 28 days of a Governor's election or appointment or otherwise within 28 days of becoming aware of the existence of an interest. In addition, if a Governor is present at a meeting of the Council of Governors and has an interest of any sort in any matter which is the subject of consideration, they shall at the meeting and as soon as practicable after its commencement disclose the fact and shall not vote on any question with respect to the matter and, if they have declared a pecuniary interest, they shall not take part in the consideration or discussion of the matter. This Paragraph applies to any Committee or Sub-Committee of the Council of Governors as it applies to the Council of Governors and applies to any member of any such Committee or Sub-Committee (whether or not they are also a Governor) as it applies to a Governor. The provisions of this Paragraph are subject to Paragraph 6.14.7.

- 6.14.3 "relevant and material" interests are:

- a) Directorships, including Non-Executive Directorships held in private companies or PLCs (with the exception of those of dormant companies);
- b) Ownership or part-ownership or Directorships of private companies, businesses or consultancies likely or possibly seeking to do business with the NHS;
- c) Majority or controlling share holdings in organisations likely

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or possibly seeking to do business with the NHS;

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

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

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

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

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

- a) of their membership of a company or other body, if they have no beneficial interest in any securities of that company or other body;
- b) of an interest in any company, body or person with which they are connected as mentioned in paragraphs 6.14.3 and 6.14.5 which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a Governor in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

6.14.7 Where a Governor:

- a) has an indirect pecuniary interest in a contract, proposed contract or other matter by reason only of a beneficial interest in securities of a company or other body, and

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

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

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

~~6.14.9 If, during the course of a meeting of the Council of Governors, a conflict of interest is established, the Governor concerned shall withdraw from the meeting and play no part in the relevant discussion or decision. If there is a dispute as to whether a conflict of interest exists, the majority of the Governors present at the meeting shall resolve the issue, with the Chair having a casting vote.~~

6.15 Expenses

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

6.16 Remuneration

6.16.1 Governors are not to receive remuneration.

6.17 Meetings

6.17.1 The Chair of the Foundation Trust or, in their absence, the Deputy Chair of the Board is to preside at meetings of the Council of Governors.

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

- a) The Council of Governors may, by resolution, exclude the public from a meeting (whether during the whole or part of

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the proceedings) whenever publicity would be prejudicial to the public interest or the interest of the Foundation Trust by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or the proceedings.

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

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

6.17.4 At a general meeting in September of each year or on such other date approved by the Chair, the Council of Governors are to receive and consider the Annual Accounts, any report of the Auditor on them, and the Annual Report. These documents shall be presented by at least one member of the Board of Directors. This meeting may be combined with the Annual Members' Meeting as set out in paragraph 5.8.

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

6.17.6 The proceedings of a Meeting of the Governors shall not be

invalidated by any vacancy in its membership.

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

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

7 BOARD OF DIRECTORS

7.1 Composition of the Board of Directors

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

7.1.2 The Board is to include—

(a) The following Non-Executive Directors-

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

(b) The following Executive Directors –

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

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- 7.1.3 Only a member of the Public or the Patients' Constituency, or an individual exercising functions for the Leeds Medical School, or the University of Bradford, is eligible for appointment as a Non-Executive Director.
- 7.1.4 All current Directors and future appointments must clearly satisfy and continue to meet the requirements of Regulation 5: Fit and Proper Persons: Directors of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2014 including all future amendments to the regulation.
- 7.1.5 The Council of Governors at a general meeting of the Council of Governors shall appoint or remove the Chair of the Foundation Trust and the other Non-Executive Directors in accordance with the Governors Standing Orders.
- 7.1.6 Further provisions for the appointment of the Chair and the other Non-Executive Directors and the role of the Council of Governors in the said appointments are set out in the Terms of Reference of the Council of Governors Nominations and Remuneration Committee.
- 7.1.7 The Council of Governors will not consider nominations for membership of the Board of Directors other than the recommendations of the Council of Governors Nominations and Remuneration Committee.

7.2 Terms of office

- 7.2.1 The Chair and the Non-Executive Directors are to be appointed for a period of office in accordance with the Terms and Conditions of office decided by the Council of Governors at a general meeting.
- 7.2.2 The Chief Executive (and Accounting Officer) shall hold office for a period in accordance with the Terms and Conditions of office decided by the relevant committee of Non-Executive Directors.
- 7.2.3 The Executive Directors other than the Chief Executive shall hold office for a period in accordance with the Terms and Conditions decided by the relevant committee of Non-Executive Directors advised by the Chief Executive.
- 7.2.4 On termination of their contract of employment an Executive Director shall cease to be a member of the Board of Directors.
- 7.2.5 If an Executive Director is suspended from their contract of employment or on long term sick leave, the Non-Executive Directors in the case of the Chief Executive and the Non-Executive Directors and the Chief Executive in the case of the other Executive Directors may appoint another person as an Executive

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Director in an acting capacity in their place.

7.3 Disqualification

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

- (a) they have been adjudged bankrupt or their estate has been sequestrated and in either case they have not been discharged;
- (b) they are a person in relation to whom a moratorium period under a debt relief order applies (under Part7A of the Insolvency Act 1986);
- (c) they have made a composition or arrangement with, or granted a trust deed for, their creditors and has not been discharged in respect of it;
- (d) they have within the preceding five years been convicted in the British Islands of any offence, and a sentence of imprisonment (whether suspended or not) for a period of three months or more (without the option of a fine) was imposed on them;
- (e) they are a person whose tenure of office as a Chair or as a member or Director of a health service body has been terminated on the grounds that their appointment is not in the interests of public service, for non-attendance at meetings, or for non-disclosure of a pecuniary interest;
- (f) they have within the preceding two years been dismissed, otherwise than by reason of redundancy, from any paid employment with a health service body;
- (g) in the case of a Non-Executive Director, they no longer satisfy paragraph 7.1.3;
- (h) they have failed to declare an interest as required by this Constitution or Standing Orders or, any other interest as set out in the 'Conflicts of Interest Policy for Bradford Teaching Hospitals NHS Foundation Trust'; ~~or~~

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

(j) they have previously been removed from the Board of Directors; or

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- (k) they have failed to confirm their acceptance of the Non-Executive Directors' and Governors' Code of Conduct within 14 calendar days of their election or appointment to the Council of Governors.

(i)

7.4 Duties, Roles and Responsibilities

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

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

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Trust's forward planning in respect of each financial year to be given to the ICB and NHSE.

7.4.10 The Directors are to present to the Council of Governors at a general meeting the Annual Accounts, any report of the External Auditor on them, and the Annual Report.

7.4.11 The functions of the Foundation Trust under subparagraphs (a) and (b) of paragraph 13.6 below are delegated to the Chief Executive as Accounting Officer.

8 MEETINGS OF THE BOARD OF DIRECTORS

8.1 The Board of Directors, in consultation with the Council of Governors, is to adopt Standing Orders covering the proceedings and business of its meetings and such other matters relating to the conduct of the Foundation Trust's business and functions as it considers appropriate. These are to include setting a quorum for meetings, both of Executive and Non-Executive Directors. The proceedings of the Board of Directors shall not however be invalidated by any vacancy of its membership, or defect in a Director's appointment.

8.2 Meetings of the Board of Directors shall be open to members of the public. Members of the public may be excluded from a meeting for special reasons.

a) The Board of Directors may, by resolution, exclude the public from a meeting (whether during the whole or part of the proceedings) whenever publicity would be prejudicial to the public interest or the interest of the Foundation Trust by reason of the confidential nature of the business to be transacted or for other special reasons stated in the resolution and arising from the nature of that business or the proceedings.

b) Without prejudice to the generality of (a) above, the Board of Directors may treat the need to consider the following matters as of a confidential nature:

- approval of the appointment or dismissal of the Chief Executive;
- any disciplinary or other matter arising from a contract of employment with the Foundation Trust;
- any matter which involves the consideration of information held by the Foundation Trust in confidence, whether that confidentiality covers clinical, commercial or other information;
- commercial matters where publication may be to the detriment of the Foundation Trust;
- legal advice; and,
- litigation actual or anticipated, including any arbitration or

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dispute resolution process or any matter of a litigious nature whether in a Court, Tribunal or Inquiry.

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

9. CONFLICTS OF INTERESTS DIRECTORS

- 9.1 The duties that a Director of the Foundation Trust has by virtue of being a Director include in particular:
- 9.1.1 A duty to avoid a situation in which the Director has (or can have) a direct or indirect interest that conflicts (or possibly may conflict) with the interests of the Foundation Trust.
 - 9.1.2 A duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.
- 9.2 The duty referred to in sub-paragraph 9.1.1 is not infringed if:
- 9.2.1 The situation cannot reasonably be regarded as likely to give rise to a conflict of interest, or
 - 9.2.2 The matter has been authorised in accordance with the Constitution.
- 9.3 The duty referred to in sub-paragraph 9.1.2 is not infringed if acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 9.4 In sub-paragraph 10.1.2, “third party” means a person other than:
- 9.4.1 The Foundation Trust, or
 - 9.4.2 A person acting on its behalf.
- 9.5 If a Director of the Foundation Trust has in any way a direct or indirect interest in a proposed transaction or arrangement with the Foundation Trust, the Director must declare the nature and extent of that interest to the other Directors.
- 9.6 If a declaration under this paragraph proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.
- 9.7 Any declaration required by this paragraph must be made before the Foundation Trust enters into the transaction or arrangement.
- 9.8 This paragraph does not require a declaration of an interest of which the

Director is not aware or where the Director is not aware of the transaction or arrangement in question.

9.9 A Director need not declare an interest:

9.9.1 if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

9.9.2 if, or to the extent that, the Directors are already aware of it;

9.9.3 if, or to the extent that, it concerns terms of the Director's appointment that have been or are to be considered –

9.9.3.1 By a meeting of the Board of Directors, or

9.9.3.2 By a Committee of the Directors appointed for the purpose under the Constitution.

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

10 REGISTERS

10.1 The Foundation Trust shall have:

10.1.1 a register of Members showing, in respect of each Member, the Constituency or class to which they belong;

10.1.2 a Register of Members of the Council of Governors;

10.1.3 a Register of interests of Governors;

10.1.4 a Register of Directors; and

10.1.5 a Register of interests of Directors.

10.2 The Secretary shall be responsible for compiling and maintaining the Registers. Removal from any Register shall be in accordance with the provisions of this Constitution.

a) Register of Members

Members must complete and sign an application in the form prescribed by the Secretary.

b) Register of Governors

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

c) Register of Interests of the Governors

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

d) Register of Directors

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

e) Register of interests of Directors

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

11 PUBLIC DOCUMENTS

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

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

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

- a) a copy of any order made under section 65D (appointment of Foundation Trust Special Administrator), 65J (power to extend time), 65KC (action following Secretary of State's rejection of final report), 65L(Foundation Trusts coming out of administration) or 65LA (Foundation Trusts to be dissolved) of the 2006 Act.
- b) a copy of any report laid under section 65D (appointment of trust special administrator) of the 2006 Act.

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

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12 EXTERNAL AUDITOR

- 12.1 The Foundation Trust is to have an External Auditor and is to provide the External Auditor with every facility and all information which they may reasonably require for the purposes of their functions under Chapter 5 of Part 2 of the 2006 Act.
- 12.2 A person may only be appointed as the External Auditor if they (or in the case of a firm each of its members) are a member of one or more of the bodies referred to in paragraph 23(4) of Schedule 7 to the 2006 Act.
- 12.3 Appointment of the External Auditor by the Council of Governors is covered in paragraph 6.13.2, and monitoring of the External Auditor's functions by a Committee of Non-Executive Directors is covered in paragraph 7.4.3.
- 12.4 The External Auditor is to carry out their duties in accordance with Schedule 10 to the 2006 Act and comply with any directions from NHSE on standards, procedures and techniques.

13 ACCOUNTS

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

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- (b) the information to be given in the Accounts.

13.7 The Foundation Trust must –

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

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

14 ANNUAL REPORTS, FORWARD PLANS AND NON-NHS WORK

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

14.2 The Reports are to give:

- a) information on any steps taken by the Foundation Trust to secure that (taken as a whole) the actual Membership of its Public Constituency is representative of those eligible for such membership; and
- b) information on any occasion in the period to which the report relates on which the Council of Governors exercised its power under paragraph 6.17.9;
- c) information on the Foundation Trust's policy on pay and on the work of the Committee established under paragraph 7.4.7 and such other procedures as the Foundation Trust has on pay;
- d) information on the remuneration of the Directors and on the expenses of the Governors and the Directors; and
- e) any other information NHSE requires.

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

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

14.4 The Foundation Trust is to give information as to its Forward Planning in respect of each financial year to the ICB and NHSE. This information is to be prepared by the Board of Directors, having regard to the views of the Council of Governors.

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- 14.5 Each Forward Plan must contain information about-
- 14.5.1 the activities other than the provision of goods and services for the provision of the health service in England that the Foundation Trust proposes to carry on, and
 - 14.5.2 the income it expects to receive from doing so.
- 14.6 Where a Forward Plan contains a proposal that the Foundation Trust carry on an activity of the kind mentioned in sub-paragraph 14.5.1 the Council of Governors must –
- 14.6.1 determine whether it is satisfied that the carrying on of the activity will not to any significant extent interfere with the fulfilment by the Foundation Trust of its principal purpose or the performance of its functions, and
 - 14.6.2 notify the Directors of the Foundation Trust of its determination.
- 14.7 If the Foundation Trust proposes to increase by 5% or more the proportion of its total income in any financial year attributable to activities other than the provision of goods and services for the purposes of the Health Service in England, it may implement the proposal only if more than half of the Members of the Council of Governors of the Foundation Trust voting approve its implementation.

15 INDEMNITY

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

16 INSTRUMENTS

- 16.1 A document purporting to be duly executed under the Foundation Trust's seal or to be signed on its behalf is to be received in evidence and, unless the contrary is proved, taken to be so executed or signed.
- 16.2 The Foundation Trust has a seal, but this is not to be affixed except in accordance with Standing Orders (adopted under Paragraph 8.1 of this Constitution).

17 DISPUTE RESOLUTIONS PROCEDURES

- 17.1 The Foundation Trust will establish appropriate dispute resolution procedures with its contractors ~~and Members~~.

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

18 AMENDMENT OF THE CONSTITUTION

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

19 MERGERS ETC. AND SIGNIFICANT TRANSACTIONS

- 19.1 The Foundation Trust may only apply for a merger, acquisition, separation or dissolution with the approval of more than half of the members of the Council of Governors.

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- 19.2 The Foundation Trust may enter into a Significant Transaction only if more than half of the members of the Council of Governors voting approve entering into the transaction.
- 19.3 "Significant Transaction" means:
- 19.3.1 the acquisition of, or an agreement to acquire, assets the value of which is more than 25% of the value of the Foundation Trust's gross assets before the acquisition; or
 - 19.3.2 the disposal of, or an agreement to dispose of, assets of the Foundation Trust the value of which is more than 25% of the value of the Foundation Trust's gross assets before the disposal; or
 - 19.3.3 a transaction that has or is likely to have the effect of the Foundation Trust acquiring rights or interests or incurring obligations or liabilities, the value of which is more than 25% of the value of the Foundation Trust's gross assets before the transaction.
- 19.4 For the purpose of this paragraph "gross assets" means the total of the Foundation Trust's fixed assets and current assets
- 19.5 Where the Foundation Trust has a single requirement for goods, services or works, and a number of transactions are to be entered into to fulfil that requirement, the value of the transaction for the purpose of paragraph 19.3 is the aggregate of the value of each of those transactions.

ANNEX 1: PUBLIC CONSTITUENCIES OF THE FOUNDATION TRUST

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

Area means the electoral wards as listed.

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ANNEX 2: STAFF CONSTITUENCIES OF THE FOUNDATION TRUST

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

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

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

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Council of Governors - Public			
Meeting Date:	24 September 2026	Agenda Reference:	CGo.9.26.11
Report Title:	Council of Governors Engagement Policy		
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)
Summary of Key Issues/Highlights:	The Code of Governance for NHS Provider Trusts, 'Appendix B: Council of governors and role of the nominated lead governor' states under Section 2.6; <i>The council of governors should establish a policy for engagement with the board of directors for those circumstances where they have concerns about the performance of the board of directors, compliance with the provider licence or other matters related to the overall wellbeing of the NHS foundation trust and its collaboration with system partners. The council of governors should input to the board's appointment of a senior independent director.</i> and states under Section 2.7; <i>The council of governors should ensure its interaction and relationship with the board of directors is appropriate and effective, in particular, by agreeing the availability and timely communication of relevant information, discussion and the setting in advance of meeting agendas and, where possible, using clear, unambiguous language.</i> The Council of Governors Engagement Policy (Appendix 1) has been reviewed by the Board of Directors and is now presented for review and approval by the Council of Governors. The following amendments have been made: - Updated references throughout the document from 'NHS England/Improvement' to 'NHS England'. - Updated references from 'Chairman' to 'Chair' and; 'Trust Secretary' to 'Board Secretary' and; 'Foundation Trust' to 'Trust' - Alignment of the policy with the Council of Governors Standing Orders with regard to escalating concerns under section 7.4. - Update to the Equality Impact Assessment under section 8. - Hyperlinks have been updated and added to reference documents where available.		
Recommendation/s: (including any decision/approval required)	The Council of Governors is asked to approval the Council of Governors Engagement Policy.		
Link to Strategic Objective:	N/A		

Link to priority transformation programmes:	N/A
Implications	
Risk:	Non-compliance with the Code of Governance for NHS Provider Trusts
Legal/Regulatory:	Requirements of NHS England Code of Governance for NHS Provider Trusts
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 24 September 2026

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Bradford Teaching Hospitals
NHS Foundation Trust

COUNCIL OF GOVERNORS ENGAGEMENT POLICY

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Document Control

Policy reference	CG05
Category	Corporate Governance
Strategic objective	~~To be a continually learning organisation~~ <u>N/A</u>

Author	Associate Director of Corporate Governance / Board Secretary
Version	~~67~~
Status	Draft
Supersedes	Version ~~65~~
Executive Lead	Chief Operating Officer
Approval Committees	Board of Directors and Council of Governors
Ratified by	Board of Directors
Date ratified	~~24~~ 3 September 202 ~~64~~
Ratified by	Council of Governors
Date ratified	~~21 October 2024~~ <u>30 September 2026</u>
Date issued	~~22 October 2024~~ <u>1 October 2026</u>
Review date	~~30~~ <u>1st September July 2026</u> <u>2028</u>

Target audience	Board of Directors and Council of Governors
Summary	The purpose of this document is to establish a policy for engagement with the Board of Directors for those circumstances when the Council of Governors have concerns about the performance of the Board of Directors, compliance with the provider licence, or other matters related to the ~~general overall~~ wellbeing of the ~~NHS Foundation Trust~~ <u>and- its collaboration with system partners</u> .
Changes since last revision	Minor changes:~~to~~ - Updated references throughout the document ~~to from~~ 'NHS England/Improvement' to 'NHS England'. - Updated references from 'Chairman' to 'Chair', 'Trust Secretary' to 'Board Secretary', and 'Foundation Trust' to 'Trust' - Alignment of the policy with the Council of Governors Standing Orders with regard to escalating concerns under section 7.4. - Update to the Equality Impact Assessment under section 8. - Hyperlinks have been <u>updated and</u> - added to reference documents where available. -

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Monitoring arrangements	The policy will be kept under review, compared with the provisions developed by other ~~Foundation~~ Trusts and revised in accordance with emerging best practice
Training requirements	None
Equality Impact Assessment	This Policy was assessed in ~~February 2016~~ September 2026 to determine whether there is a possible impact on any of the nine protected characteristics as defined in the Equality Act 2010.

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1. Introduction

This policy has been written in response to the recommendations contained in [The Code of Governance for NHS Provider Trusts 'Appendix B: Council of governors and role of the nominated lead governor'](#) whereby sections 2.6 and 2.7 state; paragraphs

~~A.5.6 and A.5.7 of The NHS Foundation Trust Code of Governance (Monitor, updated 2014) whereby:~~

- ~~(2.6)~~ The Council of Governors should establish a policy for engagement with the Board of Directors for those circumstances when they have concerns about the performance of the Board of Directors, compliance with the provider licence, or other matters related to the [overall wellbeing of the NHS foundation trust and its collaboration with system partners.](#) ~~general wellbeing of the NHS Foundation Trust.~~ The Council of Governors should input into the Board's appointment of a Senior Independent Director ~~(see A.4.1);~~

~~(2.7)~~ The Council of Governors should ensure its interaction and relationship with the Board of Directors is appropriate and effective, in particular, by agreeing the availability and timely communication of relevant information, discussion and the setting in advance of meeting agendas and ~~use~~, where possible, ~~of using~~ clear, unambiguous language.

2. Purpose and Scope

2.1 This policy should not be invoked for minor issues raised by an individual Governor. A concern, in the meaning of this policy, should be directly related to the:

- The performance of the Trust and subsequent response of the Board of Directors.
- The Trust's compliance with the conditions of NHS England/~~Improvement~~'s Provider Licence.
- The welfare of the ~~Foundation~~ Trust [and its collaboration with system partners.](#)

2.2 Similarly, the resolution of disputes between the Council of Governors and the Board of Directors is covered in the [Governors' Standing Orders](#) and in paragraph ~~18-217~~ of the [Constitution](#).

Governors should acknowledge the overall responsibility of the Board of Directors for the strategic and operational running of the ~~Foundation~~ Trust and should not use the powers of the Council of Governors, or the provisions of this policy, to challenge unnecessarily the decisions of the Board of Directors.

3. Definitions

- NHS England/~~Improvement~~ - The organisation responsible for overseeing NHS foundation trusts, NHS trusts and independent providers.
- Petitioner/s – A Governor or Governors raising concerns under this policy.
- SID – Senior Independent Director, one of the Non-Executive Directors appointed by

the Board of Directors to provide an alternative to the Chair~~man~~ as source of advice to Governors.

- Lead Governor – The Governor elected from within the Council of Governors and has a communication link with NHS England/~~Improvement~~ to raise formal concerns on behalf of the full Council of Governors. NHS England/~~Improvement~~ may choose to communicate directly with the Lead Governor where they deem it necessary.
- Trust Board Secretary – The person designated to act in the capacity of Trust Board Secretary.

4. Roles and Responsibilities

4.1 Chair

The ~~Foundation~~-Trust Chair acts as the link between the Council of Governors and the Board of Directors. He or she will, therefore, have the principal role in dealing with any issues raised by Governors and will involve the Chief Executive and/or other Executive Directors and Non-Executive Directors, as necessary.

4.2 Senior Independent Director

The Senior Independent Director (SID) acts as an alternative source of advice to Governors. His or her function is to deal with concerns which would be inappropriate to take to the Chair, or where engagement with the Chair has not resolved the matter.

4.3 Governors

Individual Governors have a responsibility to raise concerns (as defined in this policy) and to assure themselves that issues have been resolved. In addition, the Council of Governors as a body has a duty to inform NHS England/~~Improvement~~ (via the Lead Governor) if the ~~Foundation~~-Trust is at risk of breaching the conditions of its provider licence.

4.4 Lead Governor

The Council of Governors appoints ~~from within~~ one Governor to act as the Lead Governor to communicate directly with NHS England/~~Improvement~~ in the event that the ~~Foundation~~-Trust is at risk of breaching the conditions of its provider licence.

The Trust Board Secretary ensures that NHS England/~~Improvement~~ is kept updated with the contact details of the Lead Governor.

5. Evidence Requirements

5.1 Governors should not raise concerns that are not supported by evidence. That evidence must satisfy the following criteria:

- Any written statement must be from an identifiable person or persons who must sign the statement and indicate that they are willing to be interviewed about its contents.

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- Other documentation must originate from a bona fide organisation and the source must be clearly identifiable.

5.2 Newspaper or other media articles will not be accepted as prima facie evidence, but may be accepted as supporting evidence.

6. Raising Concerns

6.1 Notwithstanding the central role of the Chair~~man~~ in providing the link between the Council of Governors and the Board of Directors, it is recommended that any Governor or group of Governors who have concerns covered by this policy (the petitioner/s) should, in the first instance, consult the Trust Board Secretary.

6.2 He or she might be able to resolve the matter informally and will certainly be able to advise the petitioner/s on the acceptability of the evidence offered and so whether it is appropriate to take their concerns to the Chair~~man~~.

6.3 The advice of the Trust Board Secretary is not, however, binding upon the petitioner/s and they retain at all times the right to raise the matter with the Chair~~man~~.

6.4 For concerns which it would be inappropriate to raise with the Chair~~man~~, for example, regarding his or her own performance, the role of the Chair~~man~~ as described in this section will be undertaken by the SID.

6.5 The Chair~~man~~ shall investigate all concerns brought to him/her by governors and will involve the Chief Executive and/or the Executive Management Team or Non-Executive Directors at his/her discretion.

6.6 The investigation shall include a review of the evidence offered and discussions with Trust officers as appropriate.

6.7 As soon as practicable after the conclusion of the investigation the Chair~~man~~ shall meet with the petitioner/s to discuss the findings. This meeting has three possible outcomes:

- The petitioner/s are satisfied that their concerns were unjustified and withdraw them unreservedly. In this case no further action is required.
- The petitioner/s are satisfied that their concerns have been resolved during the course of the investigation. The Chair~~man~~ shall write a report on the concerns and the actions taken and present this at a closed section of the next scheduled meeting of the Council of Governors. If the Council of Governors agrees that the matter is resolved then no further action is required. However, should a majority of the Council of Governors voting disagree, then the process for escalation described in section 7 of this engagement policy shall be invoked.
- The matter is not resolved to the satisfaction of the petitioner/s. The Chair~~man~~ shall call a closed extraordinary meeting of the Council of Governors as soon as possible in accordance with 6.17.2(a)7.16.3 (a) of the Foundation Trust Constitution to consider the matter further. That meeting may choose either to take no further action or, if a majority of the Governors present agree, to invoke the escalation process described in section 7 of this engagement policy.

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7. Escalating Concerns

7.1 At this stage of the process the SID will take the lead role for liaising with the petitioner/s. Should the SID be unavailable, or be prevented from participating because of a conflict of interests, then the Council of Governors may choose any other Non- Executive Director to fulfil the role.

7.2 The first duty of the SID is to establish the facts of the matter. This will be accomplished by reviewing the evidence offered by the petitioner/s, the process of the investigation and any documentation produced and also by meetings / interviews with the petitioner/s and any Trust officers involved. In carrying out this process the SID shall seek the agreement of all interested parties and shall have the authority to commission whatever legal or other advice is required.

7.3 Once the facts are established to his or her satisfaction, the SID shall make a decision on the course of action to be followed in the best interests of the Trust and shall describe the reasons for that decision in a written report. The decision of the SID shall be binding upon the Trust. In the first instance, the SID shall present the decision and the report to the petitioner/s and to interested parties within the organisation.

7.4 The SID shall then require the Chairman to call a closed extraordinary meeting of the Council of Governors, as soon as possible, in accordance with [7.16-36.17.2\(a\)](#) of the [Foundation Trust's Constitution](#). The purpose of this meeting, and the sole item on the agenda, will be for the SID to present his or her report and findings and for the Council of Governors to give its response. Then the following outcomes should be considered:

- More than half the members of the Council of Governors voting accept the findings of the SID and no further action is necessary: [1.7](#) or [1.7](#)
- More than half the members of the Council of Governors voting do not accept the findings of the SID but choose not to escalate the matter further. No further action is prescribed by this policy but the Council of Governors may choose to keep the matter under review at future meetings: [1.7](#) or [1.7](#)
- ~~More than half the members of the Council of Governors voting do not agree with the findings of the SID. At this point the [dispute resolution procedure described in section 9 of the Standing Orders of the Council of Governors shall apply. Council of Governors shall seek mediation through the appointment of mutually agreed mediators, who shall not be members of the Foundation Trust. Should such mediation fail the dispute will be determined through reference to arbitration under the terms of the \[Arbitration Act 1996\]\(#\).](#)~~

8. Equality Impact Assessment

8.1 [This policy has been screened for equality impact in accordance with the Equality Act 2010. The assessment has not identified any adverse impact on individuals or groups with protected characteristics. The policy relates to governance and engagement arrangements and does not affect access to services, employment opportunities or eligibility criteria.](#)

8.2 [Information relating to this policy will be made available in accessible formats where required, and reasonable adjustments, communication support or interpretation services will be provided where appropriate to support participation and engagement. The policy supports](#)

transparent, fair and inclusive governance arrangements across the Trust.

8.3 The assessment concludes that the policy presents a low risk of adverse equality impact and does not require a full Equality Impact Assessment. The screening decision will be reviewed as part of future policy reviews or sooner if significant changes are made to the policy.

8.3 This Policy was assessed in February 2016 to determine whether there is a possible impact on any of the nine protected characteristics as defined in the Equality Act 2010.

8.2 It has potential impact on:

• Disability:

It is recognised that some staff and members (public, patients and staff as defined within the Constitution) and the general public may require support, have specific needs or be unable to understand or read the text of this policy. In such instance it will be explained on a one-to-one basis by the Department responsible for this policy or the manager of the member of staff. Any support will be provided in confidence.

• Race and ethnicity:

It is recognised that some members (public, patients and staff as defined within the constitution) and the general public may require support, or be unable to understand or read the text of this policy. In such instance it will be explained on a one-to-one basis by members of the Governance Team.

8.3 It has been found not to have impact on:

- Age
- Gender
- Gender reassignment
- Marriage and civil partnership
- Maternity/pregnancy
- Religion and belief
- Sexual orientation.

8.4 It has also been assessed to determine whether it impacts on human rights against the FRED A principles (Fairness, Respect, Equality, Dignity, Autonomy) and it is considered that it does not have impact. This assessment will be reviewed when the policy is next updated or sooner if evidence of further impact emerges.

9. Privacy Impact Assessment

9.1 The Privacy Impact Screening Tool was completed for this policy and no privacy implications were identified.

10. Financial Implications

10.1 This policy has no financial impact.

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11. Duty of Candour which includes the Being Open Framework

- 11.1** There are no implications associated with the Duty of Candour policy or Being Open framework in relation to this policy.

12. Patient and Public Involvement

- 12.1** Patients and the public were not involved in writing this policy.

13. Training Requirements

- 13.1** Training is not required.

14. Review

- 14.1** This policy will be reviewed by the Board of Directors and the Council in line with the review date and formally recorded in the minutes of their respective meetings.

15. Monitoring Compliance and Effectiveness

- 15.1** The policy will be kept under review, compared with the provisions developed by other [Foundation](#) Trusts and revised in accordance with emerging best practice.

16. Dissemination

- 16.1** This policy will be distributed to all [Governors, and Governors and](#) will be made available to Trust staff via the document library on the intranet and, will be made available to members and the public via the Trust internet site.

17. Document Management

- 17.1** The document management system and archiving processes for the policy will be maintained by the Health Library and Information Service.

18. References

- [Monitor \(updated 2014\) The NHS Foundation Trust Code of Governance](#) [NHSE Code of Governance for NHS Provider Trusts](#)
- Bradford Teaching Hospitals NHS Foundation Trust Constitution
- National Health Service Act 2006 [\(as amended\)](#)
- Health and Social Care Act 2012
- Monitor: Model Core Constitution for NHS Foundation Trusts (April 2013)
- [Standing Orders of the Council of Governors](#)
- [Standing Orders of the Board of Directors](#)

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Council of Governors				
Meeting Date:	30 September 2026		Agenda Reference:	CGo.9.26.12
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 August 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			

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COUNCIL OF GOVERNORS 2026-2027

COUNCIL OF GOVERNORS 2026-2027							
Agenda items	Open / Closed meeting	Key Control:CodeOfGov (Code of Governance for NHS Provider Trusts). NHSE (NHS England)	Lead	2026-27			
				Apr	August (was Jul)	Sept	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		
Constitution Review	Open	NHS Act, CodeOfGov	Associate Dir of CG / Board Secretary		X	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	X	
External Auditor Report (Annual Report and Accounts)	Open	NHSE Annual Reporting Manual	External Auditor		X	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		
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		
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	X	